

BY - LAWS

of

American Friends of Israel War Disabled, Inc.,  
a Pennsylvania non-profit corporation

ARTICLE I - OFFICES

The principal office of the corporation shall be in the City of Pittsburgh, County of Allegheny, Commonwealth of Pennsylvania. The corporation may also have offices at such other places within or without this state as the Board may from time to time determine or the business of the corporation may require.

ARTICLE II - PURPOSES

The corporation is incorporated under the Non-Profit Corporation Law of the Commonwealth of Pennsylvania for the following purposes:

To conduct activities which are exclusively charitable, cultural and educational within the meaning of the "Corporation Not-for-Profit Code", (15 Pa. S. §1701, et seq.) and Section 7311 of the Non-Profit Corporation Law of 1972 (Pa. S. §7311) and Section 501-(c)(3) of the Internal Revenue Code of 1954, as the same may be amended from time to time, including without limitation, the advancement of the recovery of Israel War Disabled persons through a program of rest, cultural and educational enrichment of their knowledge of this country and state and the conduct of any and all other activities as shall from time to time be found appropriate in connection with the foregoing and as are lawful for a Non-Profit Corporation incorporated not-for-profit.

No part of the activities of the corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not



participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.

This corporation is not formed for pecuniary profit or financial gain and no part of its assets, income, or profit shall be distributed to or inure to the benefit of any private individual.

This corporation shall be authorized to engage in or include among its purposes any of the purposes mentioned in the Non-Profit Corporation Law of 1972, Section 7311, as amended from time to time.

The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

### ARTICLE III - MEMBERSHIP

The Corporation is organized upon a non-stock basis and the Corporation shall have no members. The Corporation shall be operated by the Board of Directors, as herein set forth.

### ARTICLE IV - DIRECTORS

#### 1. MANAGEMENT OF THE CORPORATION.

(a) The corporation shall be managed by the Board of Directors, which shall consist of not less than three Directors. Each director shall be at least eighteen (18) years of age.

(b) The initial Board of Directors of the corporation shall be: Sylvia Robinson, Jack Kruman, Marilyn Latterman, Bernice M. Meyers, I. D. Wolfe and Donald M. Robinson.

#### 2. TERM OF DIRECTORS.

Each Director shall hold office until his or her prior written resignation or his or her removal, as herein set forth, or until death or disability.



3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS.

The total number of Directors to manage the corporation may be increased or decreased by a vote of a majority of all of the Directors. Nothing herein shall prohibit the resignation or removal of a Director, as set forth herein.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

(a) Newly created directorships, resulting from an increase in the number of Directors, may be filled by a vote of a majority of the Directors then in office, although less than a quorum exists.

(b) Any vacancy occurring by reason of the removal of any Director for any reason shall be filled by vote of the remaining Board members.

(c) A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office until death, disability, written resignation or removal, as herein set forth.

5. REMOVAL OF DIRECTORS.

(a) Any or all of the Directors may be removed for cause by vote of all of the members of the Board.

(b) Any Director may be removed at any time for any reason by the President of the Corporation.

6. RESIGNATION.

A Director may resign at any time by giving written notice to the Board or the President of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. QUORUM OF DIRECTORS.

(a) A majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business at all meetings of the Board.



(b) So long as the President of the Corporation is present at a Board meeting, the Board may transact any business that may be necessary and proper even without a majority present.

#### 8. ACTION OF THE BOARD.

The vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote.

#### 9. PLACE AND TIME OF BOARD MEETINGS.

(a) The Board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

(b) The President of the Corporation is authorized to designate the time and place of all such meetings.

#### 10. REGULAR ANNUAL MEETING.

A regular annual meeting of the Board shall be held at or about the end of each calendar year of the Corporation at the office of the Corporation, or at such other places, as it may determine.

#### 11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

(a) Regular meetings of the Board may be held with notice at such time and place as it shall from time to time determine.

(b) Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three days' notice to each Director, either personally or by mail or by wire; Special meeting may be called by the President. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to such Director.

(c) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and



place. Notice of the adjournment shall be given all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

## 12. CHAIRPERSON.

At all meetings of the Board the President, or in his or her absence, a Chairman chosen by the Board shall preside.

## 13. PROXIES.

(a) Every member entitled to vote at a meeting of the Board or to express consent or dissent without a meeting may authorize another person or persons to act for him or her by proxy.

(b) Every proxy must be signed by the member. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

## 14. ORDER OF BUSINESS.

Unless the Board agrees otherwise, the order of business at all meetings of Board shall be as follows:

1. Roll call.
2. Reading of the minutes of the preceding meeting.
3. Reports of committees, if any.
4. Reports of officers, if any.
5. Old and unfinished business.
6. New business.
7. Adjournments.

## 15. COMPENSATION OF THE BOARD.

The members of the Board shall not receive any compensation for their services.

## 16. EXECUTIVE AND OTHER COMMITTEES.

(a) The Board, by resolution adopted at any meeting thereof, may designate from among its members an executive committee and



other committees, each consisting of a number of Directors determined by such resolution. Each such committee shall serve at the pleasure of the Board.

(b) The President of the Corporation from time to time shall have the authority to designate committees for specific purposes of the Corporation.

## 17 DISABILITY.

Disability, as used herein, shall be defined as the inability because of health to attend to one's ordinary and usual duties, and the Board is so advised by such person or the spouse of such person.

## ARTICLE V - OFFICERS

### 1. OFFICES, ELECTION, TERM

The Board may elect or appoint a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as it may determine, who shall have such duties, powers and functions, as hereinafter provided. The initial officers of the Corporation, (as herein set forth) shall serve until death, disability, resignation or removal (as specifically permitted herein). All substitute officers shall be elected or appointed to hold office until death, disability, resignation or removal, as herein provided.

### 2. REMOVAL, RESIGNATION, SALARY.

(a) The President shall have the right to remove any officer for any reason at any time by written notice to such officer, and to designate a successor officer therefore.

(b) In addition to Paragraph 2-(a) above, any officer, elected or appointed by the Board, may be removed by unanimous vote of the entire Board with or without cause at any regular or special meeting of the Board.

(c) In the event of the death, disability, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor. Any two or more offices may be held by the same person, except the offices of president and secretary. The salaries of all officers shall be determined by the Board in its discretion.

### 3. PRESIDENT.

The president shall be the chief executive officer of the corporation. Such person shall preside at all meetings of the Board, shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the Board are carried into effect. In addition, the President shall have the powers, duties and functions, as specifically provided in these By-Laws.



4. VICE-PRESIDENTS.

During the absence or disability of the president, the vice-president, or if there are more than one, the executive vice-president, shall have all the powers and functions of the president. Each vice-president shall perform such other duties as the Board shall prescribe.

5. TREASURER.

(a) The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the Directors may elect; he or she shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the corporation, when countersigned by the president, shall also sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the Board of Directors and shall be countersigned by the president; and shall at all reasonable times exhibit the books and accounts to any director of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, the treasurer shall have an audit of the accounts of the corporation made by a committee appointed by the president, and shall present such audit in writing at the annual meeting of the Board, at which time the Treasurer shall also present an annual report setting forth in full the financial conditions of the corporation.

(b) The office of the treasurer and secretary of the Corporation may be held by the same person.

6. ASSISTANT-TREASURER.

During the absence or disability of the treasurer, the assistant-treasurer, or if there are more than one, the one so designated by the secretary or by the Board, shall have the powers and functions of the treasurer.

7. SECRETARY.

The secretary shall keep the minutes of the Board of Directors. He or she shall have the custody of the seal of the Corporation



and shall affix and attest the same to documents when duly authorized by the Board of Directors; shall attend to the giving and serving of all notices of the Corporation, and shall have charge of such books and papers as the Board of Directors may direct; shall attend to such correspondence as may be assigned to the secretary and perform all the duties incidental to such office; and shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the Board, showing their places of residence, and the time when they became members.

#### 8. ASSISTANT-SECRETARIES.

During the absence or disability of the secretary, the assistant-secretary, or if there are more than one, the one so designated by the secretary or by the Board, shall have all the powers and functions of the secretary.

#### 9. The initial officers of the Corporation shall be:

President:	Sylvia Robinson
Vice-President:	Jack Kruman
Vice-President:	Marilyn Latterman
Secretary-Treasurer:	Bernice Meyers

#### 10. SURETIES AND BONDS.

In case the Board shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his or her duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his or her hands.

### ARTICLE VI - SEAL

The seal of the Corporation shall be as follows:



ARTICLE VII - AMENDMENTS

The By-Laws may be amended or repealed by the unanimous vote of the entire Board of Directors at an annual meeting, duly called by the President of the Corporation.

ARTICLE VIII - MISCELLANEOUS

1. As used herein, the singular number shall include the plural, the plural number shall include the singular, and the use of any one gender shall include all genders.
2. The Corporation shall be on a calendar year.

The above By-Laws were duly accepted by the corporation at its initial meeting held on October 12, 1977.

American Friends of Israel  
War Disabled, Inc.

By \_\_\_\_\_  
Sylvia Robinson, President