

CONSTITUTION AND BY-LAWS

of the

FRIENDSHIP CLUB OF PITTSBURGH

ARTICLE I

Name

This association shall be named, known and styled as:

THE FRIENDSHIP CLUB OF PITTSBURGH

ARTICLE II

Purpose

This association pursues the following aims:

To help provide for persons of the Jewish Faith, coming to the United States, and settling in Pittsburgh or its surroundings, opportunities of a social, educational, and spiritual nature, to help them to become adjusted to their new surroundings; to foster a civic spirit, to encourage them to become U. S. Citizens, as promptly as possible; to provide a meeting place for the accomplishment of their purposes; and to cooperate with charitable fund-raising campaigns in the City.

ARTICLE III

Membership

The following persons shall be eligible for membership:

1. Persons of the Jewish Faith
2. Persons related to members who are of the Jewish faith, and sharing the same household.

Provided that any persons who would not be eligible for U. S. Citizenship by reason of political activity or commission of a criminal offense shall not be eligible for membership. This applies also to persons who are U.S. Citizens, if they could not meet the qualifications at the time of their application for membership.

ARTICLE IV

Dues

Annual dues shall be \$6.00, provided that where a husband and wife are members then their combined dues shall be \$7.50. In cases of financial distress, the Treasurer may be empowered by the Board to accept a lower membership fee.

ARTICLE V

Location

The principal office of this association shall be located in the City of Pittsburgh, Commonwealth of Pennsylvania.

ARTICLE VI

Meetings

Section 1: A general membership meeting shall be held once a year in the month of June, the exact date to be determined by the Board of Directors.

Section 2: The Board of Directors shall meet when called by the President at his discretion or at the written request by three members of the Board of Directors, addressed to the President.

Section 3: Special meetings of the general membership may be called by the President at such times as may be deemed necessary, or upon written request signed by five members of the Board of Directors; or upon the written request signed by twenty members of the Association.

Section 4: Each member shall be entitled to one week's notice of any meeting and each director shall receive three days' notice of a meeting. Notices of general membership meetings shall be sent through the mails.

Section 5: The order of business at all meetings shall be as follows:

1. Reading of the minutes of previous meeting.
2. Reports of officers and committee chairmen.
3. Unfinished business.
4. New business.
5. Important communications.
6. For the good of the Association.

The foregoing order of business may be suspended on motion by a two-third majority vote of the members present. (Sec. 6, "Robert's Rules of Order" shall be followed in the conduct of the meetings.)

ARTICLE VII

Waiver of Notice

Unless otherwise provided by law, whenever any notice is required to be given by the provisions of the By-Laws, a waiver thereof in writing, signed by the person or persons entitled to such notices, whether before or after the time stated therein shall be equivalent thereto.

ARTICLE VIII

Officers

Section 1: The officers of this Association shall be the President, three Vice-Presidents, a Recording Secretary, Corresponding Secretary, Financial Secretary and Treasurer.

Section 2: All officers shall be members of the Board of Directors.

ARTICLE IX

Duties of Officers

Section 1: The President shall be the Chief Executive Officer of this Association. He shall preside at all meetings of the members and directors; he shall have general and active management of the business of this Association; he shall see that all orders and resolutions of the Board of Directors are carried out; he shall execute all contracts of this Association, affixing the corporate seal thereto; he shall have general superintendence and direction of all other officers of this Association, and see that their duties are properly performed; he shall submit a report of the operations of the Association for the fiscal year to the members at their annual meeting, and from time to time shall report to the Board of Directors all matters within his knowledge that may affect this association; he shall be ex-officio a member of all standing committees and shall have the powers and duties and management usually vested in the office of the President of a Corporation; he shall appoint all committees, except as herein otherwise provided.

Section 2: The Vice-President shall be vested with all the powers and shall perform all the duties of the president during his absence and shall have such other duties as may from time to time be determined by the Board of Directors. In the event that there shall be more than one Vice-President, the second Vice-President shall perform the duties of the first Vice-President in his absence, and so on.

Section 3: The Recording Secretary shall attend all sessions of the Board of Directors and all meetings of members and shall record all votes and minutes of all proceedings in a book to be kept for that purpose; he shall perform such other duties as may be prescribed by

the Board of Directors or the President. He shall be the custodian of the Corporate Seal and of all the books and records of the Association, except as may be otherwise provided.

Section 4: The Corresponding Secretary shall send notices of all meetings to the members and the Board of Directors. He shall attend to all correspondence. In correspondence that is not of a routine matter, he shall act upon advice of the proper officials of the Association.

Section 5: The Treasurer, under the direction of the Board of Directors shall have charge of the funds of this Association and shall deposit the same in the name of the Association in depositories designated by the Board of Directors; he shall pay all the invoices or other liabilities of the Corporation, either by check or in cash on delivery of a signed receipt.

Section 6: The Financial Secretary shall attend to the keeping of the financial records of the Association. He shall obtain, from time to time, a statement from the bank and reconcile it with his records of receipts and disbursements. He shall have custody of all vouchers supporting payments by check and in cash and compare them with his records of cash disbursements. He shall make a complete and accurate report of the finances of the Association at each annual meeting of the members, or at any other time upon request to the Board of Directors. He shall keep all records and supporting vouchers in such a way that they can be audited without unreasonable effort.

ARTICLE X

Board of Directors

The Board of Directors shall consist of all the officers, the last past president of the Association, and five other members elected by the membership by majority vote. The President may invite any chairman or member of a committee or any other person to the meetings.

ARTICLE XI

Duties and Powers of the Board of Directors

Section 1: The property and business of this Association shall be managed by the Board of Directors.

Section 2: In addition to the general powers of the Board of Directors by virtue of their office, the powers and authority expressly given by law, by term of the charter of this Association, and elsewhere in these By-Laws, the following specific powers are expressly conferred on the Board of Directors:

To purchase or otherwise acquire for the Association any property, right or privilege which it is authorized to acquire at such price or consideration, and upon such terms as they deem expedient; to appoint, to remove or suspend subordinate agents or servants, to determine their duties and affix their salaries; to confer by resolution upon any officer or agent of this Association the power of permanently removing or suspending any subordinate officer or servants; to determine who shall be authorized on behalf of this Association to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts, and other instruments; delegate any of the powers of the Board to any standing committee, special committee, or to any officer or agent of the Association with such powers as the Board may see fit to grant, generally to do all such lawful acts and things as are not by law or by charter or by these By-Laws directed or required to be done by the members.

ARTICLE XII

Nominations and Elections

Section 1: Elections shall be held annually.

Section 2: The general membership shall elect the members of the Board of Directors and the officers.

Section 3: The term of office for all the officers and members of the Board of Directors shall be for one year. They shall continue in office until successors are elected.

Section 4: In the event that the office of an officer or member of the Board of Directors shall become vacant, the remaining members of the Board of Directors shall immediately fill such vacancy for the unexpired term.

Section 5: A simple majority vote of the members present and voting shall be required to elect a member to the Board of Directors and to elect the officers of this Association.

Section 6: A nominating committee will be appointed by the president. Only persons nominated before the chairman of the meeting declares the nominations closed may be elected as officers or directors.

ARTICLE XIII

Quorum

Section 1: A quorum for the purpose of holding any meeting of the members shall be at least 30 members.

Section 2: A quorum for the purpose of holding any meeting of the Board of Directors shall be at least 6 members.

ARTICLE XIV

Majority Vote

Section 1: A simple majority shall be required to pass any motion at any meeting of the members or Board of Directors unless otherwise provided.

Section 2: Any member in arrears one year or more shall not have the right to vote or hold office.

ARTICLE XV

Rights and Obligations of Members

Section 1: Every member in good standing (Article XIV, Section 2) shall have the right to vote at the general membership meetings and to hold office. Any member not in good standing shall not have such rights.

Section 2: The books, accounts and records of this Association shall be open for inspection to any member of the Board of Directors at any time. Members of this Association may, in the discretion of the Board of Directors, inspect such books, accounts and records of the Association at such reasonable times as the Board of Directors may designate.

Section 3: Minor children of members, although not themselves members shall have the right to use the facilities of the Association. The right to use the facilities of the Association may also be granted to certain persons or classes or persons by the Board of Directors.

ARTICLE XVI

Fiscal Year

The fiscal year of the Association shall end on May 31 of each year.

ARTICLE XVII

Standing Committees

Standing Committees shall be as follows: Program, Social, Ladies Auxiliary and Hinterbliebenen Hilfe and such other committees as shall from time to time be determined by the Board of Directors.

ARTICLE XVIII

Hinterbliebenenhilfe

Section 1: The chairman of the committee for the Hinterbliebenenhilfe shall, under the supervision of the Board of Directors, be in charge of all matters pertaining to the Hinterbliebenenhilfe. This shall include the collection and disbursements of funds, the keeping of records, the mailing of notices, etc. He may delegate part of his duties to other members, subject to approval by the Board of Directors.

Section 2: The Committee for the Hinterbliebenenhilfe shall draft a statute for the Hinterbliebenenhilfe. This committee shall report the statute drafted to the Board of Directors. The Board of Directors shall adopt the statute at its next meeting after having decided on any amendments or alterations it may deem necessary. The statute so adopted shall become a part of these By-Laws.

ARTICLE XIX

Association Seal

This Association shall have a seal upon which shall be inscribed the name of the Association, the year of its creation and the words "Incorporated Commonwealth of Pennsylvania."

ARTICLE XX

Amendments

Section 1: The members of this Association may by a majority vote of the members present and voting alter, amend, suspend or annul these By-Laws at any regular meeting or special meeting called for this purpose.

ARTICLE XXI

Adoption of By-Laws

Section 1: These By-Laws shall be adopted by a majority vote of the members present and voting at the time of its proposal to the members for ratification.

Section 2: These By-Laws shall be in full force and effect immediately upon their adoption as set forth in Section 1.