

**SECOND AMENDED AND RESTATED BYLAWS
OF
HILLEL JEWISH STUDENT CENTER OF TAMPA, INC.**

**Approved May 8, 2012
Effective July 1, 2012**

ARTICLE I
NAME, PURPOSE AND MEMBERS

Section 1. Name. The legal name of this not-for-profit corporation (the "Corporation") is Hillel Jewish Student Center of Tampa, Inc. The Corporation also may be known as "Hillels of the Florida Suncoast," "Suncoast Hillels" and such other trade names as approved by the Corporation's board of directors (the "Board of Directors").

Section 2. Purpose. The Corporation is organized and at all times shall be operated for religious, charitable and educational purposes. This shall include establishing, maintaining and operating an educational and religious organization to further the purposes of Hillel: The Center for Jewish Campus Life ("Hillel International"), including, but not limited to, conducting religious services, conducting classes for persons concerning all aspects of Jewish life, providing counseling, a meeting place and social center to promote a Jewish community, and taking any other actions by which the Corporation can pursue the aforementioned purposes not inconsistent with the lawful purposes, objectives or powers of a not-for-profit corporation organized under the laws of the State of Florida, and which may be permitted to a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended.

Section 3. Mission Statement. The mission of the Corporation is to engage and empower Jewish college students through educational, social, cultural, religious, Tzedek, Israel and leadership programs. The Corporation provides opportunities designed to strengthen the students' Jewish identity and to prepare them to become leaders in the Jewish community.

Section 4. Members. To the extent that members of the Corporation are given any rights or responsibilities by law or the Corporation's articles of incorporation (the "Articles of Incorporation"), the members of the Board of Directors shall be deemed to be the members of the Corporation.

ARTICLE II
DIRECTORS

Section 1. Authority. The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors may delegate the performance of any duty or the exercise of any power to such officers, committees or

agents as the Board of Directors may determine, except as otherwise provided by applicable law, the Articles of Incorporation or these Bylaws.

Section 2. Number of Directors. The Board of Directors shall have between ten (10) and eighteen (18) members (collectively, “Directors”).

Section 3. Terms of Directors.

- a. Except as otherwise provided herein, each Director shall serve for a term of three (3) years, unless re-elected to succeeding terms. There shall be staggered terms of office for Directors, so that one-third (1/3) of the Directors shall be up for election each year (or, if the number of Directors does not evenly divide by thirds, the Directors shall be divided as close to thirds as possible). Notwithstanding the foregoing, the initial term of the first slate of Directors elected after the adoption of these Bylaws shall be one (1), two (2) or three (3) years, as determined by the Nominating Committee. In all events, a Director shall serve until his successor is elected and qualified.
- b. The maximum term of office for any Director shall not exceed nine (9) consecutive years; provided, however, that if, at the end of a Director’s ninth consecutive year of service that Director also is serving as an officer of the Corporation, then that Director may continue as a Director for a tenth consecutive year, so as to complete his term of office.

Section 4. Election. At each annual meeting of the Board of Directors (the “Annual Meeting”), an election shall be held to select replacements for all Directors whose terms expire as of the end of such Annual Meeting.

Section 5. Nominations for Directors. At least ten (10) days before each Annual Meeting, the Nominating Committee (as defined in Article V of these Bylaws) shall submit to the Secretary (as defined in Article III of these Bylaws) a written list of nominations for any Director positions to be filled at such meeting. The Secretary shall distribute the list of nominations to the Board of Directors at least five (5) days prior to the Annual Meeting. In addition to the persons nominated by the Nominating Committee, other persons may be nominated by any Director.

Section 6. Annual Meeting. The Annual Meeting shall be held each year during the month of May, or during such other month as may be established by resolution of the Board of Directors. The precise time and location of such meeting shall be determined by the President (as defined in Article III of these Bylaws). Notice of the Annual Meeting shall be sent to all Directors at least ten (10) days prior to the meeting.

Section 7. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be determined by the President, provided that notice of each such meeting shall be sent to all Directors at least ten (10) days before the meeting.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called for any purpose by the President or the Executive Director (as defined in Article IV of these Bylaws). In addition, if at least one-third (1/3) of the Directors submit to the Secretary a written request for a special meeting of the Board of Directors, the Secretary shall call such meeting for the purpose specified in the request. The Secretary need not, however, call such meeting of the Board of Directors to consider any matter that was voted on at any meeting of the Board of Directors within the preceding twelve (12) months, unless the meeting is requested by a number of Directors sufficient to adopt the measure for which the special meeting is requested. Notice of special meetings shall be sent to each Director at least three (3) days before the meeting.

Section 9. Notice of Meetings. Notice of meetings of the Board of Directors shall be delivered personally, or sent by mail or facsimile to each Director's address or by e-mail to such Director's e-mail address. A notice sent by mail shall be deemed to have been delivered three (3) days after having been deposited in the United States mail properly addressed, with postage prepaid. A notice sent by facsimile shall be deemed to have been delivered when transmitted. A notice sent by e-mail shall be deemed received absent notification that the e-mail was undeliverable to the named recipient. Neither the business to be transacted at nor the purpose of any meeting of the Board of Directors need be specified in the notice of the meeting.

Section 10. Waiver of Notice. A Director may waive notice of any meeting. All such waivers shall be filed with or entered upon the records of the Corporation. The attendance of a Director at a meeting shall constitute a waiver of notice of the meeting, except where the Director attends the meeting for the express purpose of objecting, promptly upon his or her arrival, to the transaction of any business because the meeting was not lawfully called or convened.

Section 11. Quorum. A majority of the number of Directors then serving shall constitute a quorum for conducting a meeting or transacting business by the Board of Directors.

Section 12. Manner of Voting. Except as otherwise provided by law or these Bylaws, the act of a majority of the Directors present and eligible to vote at a meeting at which a quorum is present shall be the act of the Board of Directors; provided, however, that no such act shall be considered approved unless a majority of the Directors present and eligible to vote at such meeting vote in favor of it.

Section 13. Action by Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by each Director and filed

with the records of the Corporation. Such a consent shall have the same effect for all purposes as a unanimous vote of the Board of Directors.

Section 14. Communications Equipment. Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication (including via telephone or video conference) by which all Directors participating simultaneously may hear each other during the meeting. A Director participating in a meeting by such means shall be deemed to be present in person at the meeting.

Section 15. Resignation, Removal and Vacancies. A Director may resign at any time upon written notice to the President or the Secretary. The resignation shall take effect when the notice is delivered, unless the notice specifies a different date. A Director may be removed from office, with or without cause, at a meeting of the Board of Directors at which a quorum is present, by a vote of a two-thirds (2/3) majority of the Directors present and eligible to vote. A Director whose removal from the Board of Directors is being considered shall be ineligible to vote on such question. In the event a vacancy on the Board of Directors occurs for any reason prior to the expiration of the term of a given Director (including the resignation, removal, graduation or death of such Director), the remaining Directors shall elect a replacement Director to fill the remainder of the term.

Section 16. Honorary Board Members. In addition to the Directors, the Board of Directors may have honorary members as may, from time to time, be nominated by the Nominating Committee and elected by the Board of Directors (collectively, “Honorary Directors”). Honorary Directors shall serve, without a vote, at the pleasure of the Board of Directors. Honorary Directors shall not be counted for the purpose of determining a quorum.

ARTICLE III OFFICERS

Section 1. Required Officers. The Corporation shall have the following officers: President, Vice President, Secretary, Treasurer and such other officers and assistant officers as the Board of Directors may from time to time elect or appoint.

Section 2. Election of Officers. Election of officers shall be held at the Annual Meeting. Each officer must be a current Director.

Section 3. President. The President shall serve as the Chair of the Board of Directors, and when present, shall preside at all meetings of the Board of Directors. The President also shall have such other responsibilities as may be assigned to him by the Board of Directors. The President shall be a member of all committees of the Board of Directors. The President shall possess the power to sign any deed, mortgage, bond,

contract or other instrument of the Corporation that may be authorized by the Board of Directors, in compliance with Article VI, Section 2 of these Bylaws.

Section 4. Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such additional responsibilities as may be assigned to him by the President or by the Board of Directors.

Section 5. Secretary. The Secretary shall keep minutes of the meetings of the Board of Directors, provide all notices as required by these Bylaws or as required by law, be custodian of the corporate records and of the seal of the Corporation and perform all other duties incident to the office of Secretary and such other duties as may be assigned to the Secretary by the President or the Board of Directors.

Section 6. Treasurer. The Treasurer shall be responsible for all reports pertaining to the fiscal affairs of the Corporation, and shall be custodian of all funds received by the Corporation. The Treasurer shall perform all the duties incident to the office of Treasurer, and such other duties as may be assigned to the Treasurer by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amounts and with such surety or sureties as the Board of Directors shall determine.

Section 7. Other Officers. The Board of Directors may create such additional offices (including, but not limited to, additional Vice Presidents, Assistant Directors, Co-Treasurers, Co-Secretaries, and one or more Assistant Secretaries and Assistant Treasurers), as it shall deem desirable. Such offices may be filled in such manner, as the Board of Directors shall determine. Persons holding such offices shall have such authority, shall perform such duties, and shall serve for such terms, as the Board of Directors shall determine. Persons holding an office specified in Article III, Section 1 of these Bylaws may be named to any such additional office established by the Board of Directors, but no person may execute, acknowledge, or verify any instrument on behalf of the Corporation in more than one (1) capacity.

Section 8. Term of Office.

- a. The President shall be elected by the Board of Directors and shall serve for a term of two (2) years or until his successor is duly elected and qualified. No President may serve more than two (2) consecutive terms in office.
- b. The Vice President, Secretary and Treasurer shall hold office for two (2) years or until their respective successors are duly elected and qualified.

Section 9. Resignation, Removal and Vacancies. An officer may resign at any time upon written notice to the President or the Secretary. The resignation shall take effect when the notice is delivered, unless the notice specifies a different date. An officer may be removed from office, with or without cause, at a meeting of the Board of Directors at which a quorum is present, by a vote of a two-thirds (2/3) majority of the Directors present and eligible to vote. An officer whose removal from the Board of Directors is being considered shall be ineligible to vote on such question. A vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the terms of such office.

ARTICLE IV EXECUTIVE DIRECTOR

Section 1. Role and Powers. The Executive Director in general shall supervise and control all of the business and affairs of the Corporation. The Executive Director in general shall perform all duties incident to the position of the Executive Director and such other duties as may be assigned to him or her by the President or the Board of Directors. The Executive Director shall see that the policies, decisions and guidelines of the Board of Directors are implemented. The Executive Director, in consultation with the President, shall be responsible for the hiring and supervision of all employees of the Corporation; provided, however, that no employee of the Corporation shall be hired or terminated by the Executive Director without the prior consent of the President. The Executive Director shall report to the Board of Directors. The Executive Director is an ex-officio member of the Board of Directors and each of its committees, and serves at the pleasure of the Board of Directors. A vote of a two-thirds (2/3) majority of the Directors present and eligible to vote, at a meeting of the Board of Directors at which a quorum is present, is required to hire or terminate the Executive Director.

Section 2. Appointment and Term. The Executive Director shall be appointed by Hillel International, subject to the approval of the Board of Directors, at such time, and for such term, as the Board of Directors shall determine.

ARTICLE V COMMITTEES

Section 1. Nominating Committee.

- a. The Board of Directors shall have a nominating committee (the "Nominating Committee"), which shall nominate candidates for vacancies on the Board of Directors and shall nominate all candidates for officers of the Corporation.

- b. In considering potential candidates, the Nominating Committee shall take into account such factors as may be established by the Board of Directors.
- c. The Nominating Committee shall have five (5) voting members. Such members shall include: (i) the President, (ii) the immediate past President and (iii) three (3) Directors selected by the President, in consultation with the Executive Director. The Board of Directors, by resolution, may change the composition of the Nominating Committee.

Section 2. Other Committees.

- a. The Board of Directors shall have such other committees (including an Executive Committee) as the Board of Directors may specify from time to time. Each committee shall have such authority as the Board of Directors may specify.
- b. Committees other than the Nominating Committee shall be made up of at least two (2) persons. Committees other than the Nominating Committee need not consist entirely of Directors, except that a committee which is granted authority to take action that would otherwise require approval of the Board of Directors must include at least two (2) Directors.

Section 3. Miscellaneous.

- a. The term of service of committee members shall be designated by the Board of Directors. If no term is specified, a committee member shall serve until the next Annual Meeting. Committee members may be removed at any time by the Board of Directors, with or without cause.
- b. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as original appointments.
- c. The President, in consultation with the Executive Director, shall select the Chair for each committee.

Section 4. Rules. Each committee may adopt such rules for its meetings and the conduct of its activities, as it may deem appropriate, as long as such rules are consistent with law, the Articles of Incorporation and these Bylaws. Regular minutes shall be kept of all committee proceedings.

ARTICLE VI
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. In addition to the officers so authorized by these Bylaws, the Board of Directors may authorize other officers or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness (collectively, “Checks”) issued in the name of the Corporation in excess of Two Hundred Fifty Dollars (\$250.00) shall be signed by any two (2) of the following: the President, the Vice President, the Treasurer or the Executive Director (each, an “Authorized Signatory”). All Checks issued in the name of the Corporation equal to or less than Two Hundred Fifty Dollars (\$250.00) shall be signed by any one (1) Authorized Signatory.

Section 3. Deposits. All funds and securities of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories (including, but not limited to, investment funds maintained by Hillel International, The TOP Jewish Foundation or The USF Foundation), as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for a general purpose or for any special purpose in the furtherance of the purposes of the Corporation. The Board of Directors may establish rules for the acceptance, handling and disposition of such gifts.

ARTICLE VII
MISCELLANEOUS PROVISIONS

Section 1. Certain Rules of Construction. Any term defined in these Bylaws in the singular form shall have a comparable meaning when used in the plural form, and vice versa. When used in these Bylaws, the terms “include,” “includes,” and “including” are not limiting. All words used in these Bylaws shall be construed to be of such gender or number as the circumstances require. Unless the context requires otherwise, derivative forms of any term defined in these Bylaws shall have a comparable meaning to that of such term. The headings in these Bylaws are for convenience of reference only, and shall not be deemed to alter or affect any provision of these Bylaws.

Section 2. Books and Records. The Corporation shall keep correct and complete books and records of account. The Board of Directors shall determine annually whether such books and records for the preceding fiscal year will be audited by a firm of independent certified public accountants selected by the Board of Directors. The Corporation shall also keep minutes of the proceedings of its Board of Directors and of any committees having any of the authority of the Board of Directors.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be from July 1 through June 30, unless otherwise provided by the Board of Directors.

Section 4. Seal. The Board of Directors may select a corporate seal for the Corporation.

Section 5. Bonds. The Board of Directors may require any officer, agent or employee of the Corporation to give a bond to the Corporation, conditioned upon the faithful discharge of his or her duties, with such surety or sureties and in such amount as may be satisfactory to the Board of Directors.

Section 6. Voting. The Corporation may exercise its rights as a member, partner or stockholder of any other entity by proxy or by designating one or more Directors or officers of the Corporation to represent the Corporation in connection with such entity. If the Board of Directors has not granted a proxy or designated a person to represent the Corporation with respect to a particular entity, the President shall have the power and authority to represent the Corporation or to designate another officer, Director or employee of the Corporation to do so.

ARTICLE VIII INDEMNIFICATION

Section 1. Indemnification to Fullest Extent of Law. The Corporation shall indemnify and advance expenses to, to the fullest extent permitted by law, each (a) Director and officer of the Corporation, (b) former Director or officer of the Corporation and (c) person who is serving or has served at the Corporation's request as a Director, trustee, officer or agent of an employee benefit plan or of another corporation or entity, from and against all expenses, judgments, decrees, fines, amounts paid in settlements and other amounts (including defense costs) incurred or paid in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to which such person was made a party by reason of service in any capacity set forth above; provided, however, that such individual acted (or failed to act) in good faith and within the scope of his authority.

Section 2. Additional Indemnification. In addition to the indemnification required by Article VIII, Section 1 of these Bylaws, the Corporation, in its sole discretion, may indemnify and advance expenses to other persons (including employees of the Corporation) against any and all expenses, judgments, decrees, fines or other amounts (including expenses) incurred by such person to the extent that the Corporation determines that it is in its best interest to do so.

Section 3. Insurance. The Corporation shall obtain insurance covering any or all indemnification provided for in this Article VIII.

ARTICLE IX
AMENDMENTS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, at a meeting of the Board of Directors at which a quorum is present, by a vote of a two-thirds (2/3) majority of the Directors present and eligible to vote.

Second Amended and Restated Bylaws (Suncoast Hillels) (v4-FIN)
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June 16, 2016

PROPOSED BYLAWS AMENDMENT

Section 3.b. Term of Directors. The maximum term of office for any Director shall not exceed nine (9) consecutive years; provided, however, that if, at the end of a Director's ninth consecutive year of service that Director also is serving as an officer of the Corporation, then that Director may continue as a Director for a tenth consecutive year, so as to complete his term of office; provided further, that a Director may be re-elected for one or more additional three (3) – year terms even though that Director has already served for nine (9) or more consecutive years so long as, at the time of the re-election of that Director, there are no more than eighteen (18) members of the Board of Directors, including the Director being re-elected.