

**AMENDED AND RESTATED BYLAWS (the “Bylaws”) OF
INDIANAPOLIS HEBREW CONGREGATION FOUNDATION, INC.**

(the “Foundation”)

ARTICLE I

MEMBERS

The Foundation shall have no Members.

ARTICLE II

BOARD OF DIRECTORS

Section 1 Duties. The business and affairs of the Foundation shall be managed by the board of directors of the Foundation (the “Foundation Board”), including, but not limited to, the determination and redetermination of a spending policy with regard to the distributions to the operating budget of Indianapolis Hebrew Congregation, Inc. (the “Congregation”). The Foundation Board shall establish policies to be applied to designated funds established by donors and held by the Foundation for the benefit of the Congregation.

Section 2 Number and Term of Office. The Foundation Board shall consist of nine (9) members with voting rights and up to three (3) non-voting ex officio members.

- A. TB Directors. The board of directors of the Congregation (the “Temple Board”) shall appoint four (4) directors, all of whom shall be current directors of the Temple Board. These directors shall be collectively known as the “TB Directors.”
- a. One (1) of the TB Directors shall be a sitting officer of the Congregation. A “sitting officer” includes the immediate past president of the Congregation. The remaining three (3) TB Directors may not be officers of the Congregation.
 - b. The term of a TB Director shall be two (2) years, beginning with the Annual Meeting of the Foundation Board immediately following the TB Director’s appointment.
 - c. The terms of the TB Directors shall be staggered. Every year, the Temple Board shall appoint two (2) TB Directors having two (2) year terms.
 - d. In the event that a TB Director ceases to be a member of the Temple Board for any reason, ceases to be a member of the Congregation, or does not complete his/her term as a TB Director of the Foundation Board for any reason, the Foundation Board seat of such Director will be declared vacant and that person shall cease to be a director of the Foundation Board. The Temple Board shall appoint a replacement TB Director for a partial term consisting of the remainder of the former TB Director’s term.
 - e. Each TB Director may serve up to a maximum of three (3) consecutive two-year terms as a TB Director. For the purpose of calculating a TB Director’s maximum number of terms, a partial term shall not be counted, nor shall term(s) as a Non-TB Director or an ex officio director be counted.

- B. Non-TB Directors. The Foundation Board shall appoint four (4) directors of the Foundation Board, all of whom shall be members in good standing of the Congregation who are not directors of the Temple Board. The Temple Board shall appoint one (1) director of the Foundation Board, which appointee shall be a member in good standing of the Congregation. These five (5) directors shall be collectively known as the “Non-TB Directors.”
- a. No current director of the Temple Board may serve as a Non-TB Director.
 - b. The term of a Non-TB Director shall be three (3) years, beginning with the Annual Meeting of the Foundation Board immediately following the Non-TB Director’s appointment.
 - c. The terms of the Non-TB Directors shall be staggered. Commencing in 2022 and every three (3) years thereafter, the Foundation Board shall appoint two (2) Directors having three (3) year terms. Commencing in 2023 and every three (3) years thereafter, the Temple Board shall appoint one (1) Director having a three (3) year term. Commencing in 2024 and every three (3) years thereafter, the Foundation Board shall appoint two (2) Directors having three (3) year terms. To achieve the transition from two-year terms to three-year terms, the term of a current Director as of May 11, 2022 (date of adoption of prior amended Bylaws), shall be extended by one (1) year, notwithstanding the term limits contained in the Bylaws in effect at the time of such current Director’s appointment.
 - d. In the event that a Non-TB Director ceases to be a member of the Congregation or is elected as a director of the Temple Board or does not complete his/her term for any reason, the Foundation Board seat of such Non-TB Director will be declared vacant and that person shall cease to be a director of the Foundation Board. Either the Foundation Board or Temple Board, whichever entity appointed the Non-TB Director who ceases to be a Director of the Foundation Board as described herein, shall appoint a replacement Non-TB Director for a partial term consisting of the remainder of the former Non-TB Director’s term.
 - e. Each Non-TB Director may serve up to a maximum of two (2) consecutive three-year terms as a Non-TB Director. For the purpose of calculating a Non-TB Director’s maximum number of terms, a partial term shall not be counted, nor shall term(s) as a TB Director or an ex officio director be counted.
- C. Ex Officio Directors. The Senior Rabbi and the Executive Director of the Congregation shall serve as non-voting, ex officio directors of the Foundation Board. If the immediate past president of the Foundation is not continuing as a director, he/she shall serve as a non-voting, ex officio director of the Foundation for one (1) year.

Section 3 Meetings. The Foundation Board will hold at least one (1) regular meeting during each fiscal year in addition to the annual meeting (the “Annual Meeting”).

- A. Annual Meeting. The Annual Meeting shall be held at a time and place determined by the Foundation Board within ninety (90) days following the annual meeting of the Congregation. At the Annual Meeting, the Directors shall:

- (a) elect the President of the Foundation,
- (b) elect the other officers of the Foundation, and
- (c) conduct such other business as may come before the Directors.

B. Other Meetings. Meetings of the Foundation Board may be called by the President, or as may be requested in writing from time to time by not less than five voting members of the Foundation Board. Not less than five (5) days written or electronic notice will be given to each Foundation Board member of the date of a regular meeting and not less than two (2) days prior notice of a special meeting. Any notice of a special meeting shall state the time, place and purpose of the meeting, and no business will be transacted at a special meeting except as specified in such notice. Unless otherwise required by applicable law, the Articles of Incorporation, or these Bylaws, the Foundation Board will act by the majority vote of the Directors entitled to vote.

Section 4 Attendance at Meetings by Members of the Congregation. Any member of the Congregation may attend a regular or special meeting of the Foundation Board, with or without invitation. The Foundation Board may conduct executive sessions, at which time only Foundation Board members, ex officio directors and anyone specifically invited by the Foundation Board may be in attendance.

Section 5 Quorum. The presence of at least five (5) of the Directors entitled to vote in person shall constitute a quorum for the transaction of business at any regular or special Foundation Board meeting. Any member of the Foundation Board may participate in a meeting of the Foundation Board by means of a conference call or similar means of communication by which all persons participating in the meeting simultaneously can hear each other, and participation in this manner constitutes presence in person at the meeting.

Section 6 Conflict of Interest Policy. The Foundation Board shall adopt a Conflict of Interest Policy applicable to members of the Foundation Board and officers of the Foundation, and will review and revise it periodically.

Section 7 Prohibited Activities. No officer, employee or Foundation Board member shall take any action or carry on any activity by or on behalf of the Foundation which action is prohibited by Section 501(c)(3) of the Internal Revenue Code, as amended, and its rules and regulations pertaining thereto, or prohibited by Section 170(c)(2) of the Internal Revenue Code, as amended.

Section 8 Conduct of Meetings. Meetings of the Foundation Board shall be conducted at all times in accordance with the current version of Robert's Rules of Order. In exceptional circumstances, and by the favoring vote of a majority of the Directors entitled to vote, compliance with this Section may be waived for the particular matter, and for no other matter.

Section 9 Action By Consent. Any action required to be taken at a meeting of the Directors may be taken without a meeting by written consent if all the directors (not just a majority of them) sign such a written consent. Thereafter, such consent shall become a part of the official records to the same extent and effect as if such matter had been adopted at a meeting of the Directors. For the

purposes of this Section, a Director may indicate his/her vote or consent by facsimile or electronic signature.

Section 10 Remuneration. No Director of the Foundation Board will receive any remuneration from the operations of the Foundation or the Congregation for his or her service as a Foundation Board member.

ARTICLE III

OFFICERS

Section 1 Selection of Officers. Officers of the Foundation shall be selected by the Foundation Board from among the Directors at the annual meeting of the Foundation Board. The officers will consist of a President, a Secretary and a Treasurer, and may include one (1) or more Vice-Presidents. The TB Director who is a sitting officer of the Congregation shall not be eligible to serve as an officer. The President shall be selected from the five (5) Non-TB Directors.

Section 2 Vacancies. In the event a vacancy shall occur among the officers for any reason, the officers shall nominate a replacement from among the Directors and report to the Foundation Board its nominee for each such office. Thereafter, the Foundation Board shall elect a successor to serve for the balance of the vacated term.

Section 3 President. Subject to the general oversight of the Foundation Board, the President shall manage and supervise all the affairs of the Foundation and assume the usual functions of the chief executive officer of a not-for-profit corporation. The President shall preside at all meetings of the Foundation Board and have such powers and duties as the Articles of Incorporation, these Bylaws and the statutes of the State of Indiana prescribe for the governance of not-for-profit corporations. The President shall perform such duties as shall be prescribed by the Foundation Board.

Section 4 Vice-President. The Foundation Board may elect one or more Vice Presidents. In the absence or inability of the President to fulfill his/her duties, a Vice-President may be selected by the Foundation Board to assume such duties on a temporary basis.

Section 5 Secretary. The Secretary shall attend all meetings of the Foundation Board and keep, or cause to be kept, a true and complete record of the proceedings. On request and where appropriate, the Secretary shall keep or cause to be kept a record of the proceedings of committee meetings. The Secretary shall have the authority to attest documents bearing the signature of any officer. Where notice is required by the Articles of Incorporation or these Bylaws, the Secretary shall be responsible for giving such notice or causing it to be given. The Secretary shall be responsible for and authenticate the records of the Foundation. The Secretary's authority to cause records to be kept includes authority to delegate duties to the Executive Director of the Congregation.

Section 6 Treasurer. The Treasurer shall keep or cause to be kept correct and complete records of account showing accurately at all times the financial condition of the Foundation. The Treasurer shall be responsible for the records, securities and other investments and valuables of

the Foundation. The Treasurer shall, on request of the President or the Foundation Board, prepare or cause to be prepared a statement of the financial condition of the Foundation. The Treasurer shall perform such other duties within his/her sphere of responsibility as may be requested by the President or the Foundation Board.

Section 7 Other Officers. The Foundation Board may, from time to time, create one or more other offices, and designate the officer to perform such other responsibilities and duties as the Foundation Board may designate. The offices of Secretary and Treasurer may be simultaneously held by a Director.

Section 8 Terms. Each officer elected or appointed hereunder shall take office on his/her election at the annual meeting of the Board or on his/her appointment between annual meetings. Such person may hold office for a term of one (1) year up to a maximum of three (3) consecutive one year terms.

ARTICLE IV

COMMITTEES

Section 1 Optional Committees. The following shall be optional committees:

A. Financial Review Committee. The President shall appoint the members of a Financial Review Committee and its Chairperson. The purpose of the Financial Review Committee shall be to review the Foundation's financial statements and tax returns so that the Foundation's financial documents fully, fairly, and accurately reflect the financial condition and affairs of the Foundation and tax returns may be filed.

B. Investment Committee. The President shall appoint the members of an Investment Committee and its Chairperson. The Investment Committee shall monitor the Foundation's professional advisers charged with investing the Foundation's assets so that such funds are being invested in accordance with the Foundation's Investment Policy, as revised from time to time by the Foundation Board. The committee shall recommend changes in the Foundation's Investment Policy from time to time, as it may deem necessary. The Investment Committee has the authority to make changes to the investment portfolio consistent with the Foundation's Investment Policy.

C. IHC Development Committee. The Presidents of both the Foundation Board and Temple Board may each appoint three (3) members from their respective boards to serve on the Committee. Jointly, both Presidents are to select two (2) non-board members in good standing of the Congregation. The Senior Rabbi and Executive Director of the Congregation also serve on this Committee. This Committee shall promote and provide information to those donors wishing to include the Congregation and/or Foundation in their estate or annual giving plans. The Committee shall initiate and promulgate such promotional materials concerning donations and planned giving as the Committee shall deem appropriate in order to effectuate support of the Congregation and Foundation. The Committee shall recommend to the Foundation Board the acceptance or rejection of any proposed gift to the Foundation that is not cash or readily marketable securities.

Section 2 Other Committees. The President or the Foundation Board may create such other standing or special committees as may be required or appropriate to carry out the goals and objectives of the Foundation.

Section 3 Committee Members. Committee members, except those on an Executive Committee (as defined below), need not be Directors of the Foundation, but shall be members in good standing of the Congregation. A member of the Foundation Board shall act as Chairperson of each committee. All members of a committee empowered by the Foundation Board to exercise the authority of the Foundation Board (an “Executive Committee”) shall be Directors of the Foundation.

ARTICLE V

MISCELLANEOUS

Section 1 Authority. Unless otherwise determined by the Foundation Board, all written gift agreements entered into by the Foundation shall be signed by the President and attested by the Secretary.

Section 2 Fiscal Year. The fiscal year of the Foundation shall be determined by the Foundation Board.

Section 3 Personnel. In order to carry out the purpose and activities of the Foundation, such persons as are deemed necessary by the Foundation Board may be employed and each such person may be paid compensation for services rendered in the course of such employment, as may be fixed by the Foundation Board.

Section 4 Checks. The Executive Director must sign bank checks, absent any other rule prescribed by the Foundation Board.

Section 5 Contracts. Only the Executive Director may enter into and sign contracts on behalf of the Foundation, absent any other rule prescribed by the Foundation Board.

Section 6 Expenditure or Loans of Foundation Unrestricted Assets. An expenditure of unrestricted Foundation assets up to \$7,500.00 may be made by the written approval of the President of the Foundation and one (1) other officer. Any expenditure of unrestricted assets of the Foundation in excess of \$7,500.00 or a loan of Foundation assets in any amount shall require the approval of a majority of the Directors who are entitled to vote. Notwithstanding the foregoing, the transfer of funds to the Congregation pursuant to the spending policy established and approved by the Foundation Board for each year shall only require the approval of two (2) officers. Any loan made by the Foundation shall be reflected by a Promissory Note reflecting the repayment terms, the maturity date, and the interest thereon, if any.

ARTICLE VI

AMENDMENTS

The Foundation Board shall have the power to make, alter, amend or repeal all or any part of these Bylaws, subject to applicable law and to the Articles of Incorporation, by a two-thirds (2/3) vote of the entire Foundation Board (for clarity, no recusals are necessary). Any such changes must be consistent with the laws of the State of Indiana governing the conduct of not-for-profit corporations, and Section 501(c)(3), as amended, of the Internal Revenue Code. These Bylaws amend and restate in their entirety all prior bylaws of the Foundation.