

AMENDED AND RESTATED BY-LAWS
OF
THE AMERICAN JEWISH JOINT DISTRIBUTION COMMITTEE, INC.
AS OF OCTOBER 18, 2006

ARTICLE I
OFFICES

The principal office of the Corporation shall be in the City, County and State of New York, and the Corporation may have other offices and hold its meetings at such places, whether within or without the State of New York, as the Board of Directors may from time to time determine.

ARTICLE II
MEMBERS

The Corporation shall have no members.

ARTICLE III
BOARD OF DIRECTORS

Section 3.1 Powers and Responsibilities.

3.1.1 The Corporation shall be managed by its Board of Directors.

3.1.2 The Board of Directors shall have general power, in accordance with the Certificate of Incorporation, to control and manage the affairs and property of the Corporation as well as the power to elect the Officers and members of the Board of Directors and the members of the Executive Committee and the members of the Nominating Committee.

3.1.3 In addition to the powers expressly conferred upon it by these By-Laws, the Board of Directors may exercise such powers and do such lawful acts as are permitted and authorized by statute.

Section 3.2 Composition.

3.2.1 The number of members of the Board, exclusive of honorary members and Ex-Officio Directors, shall not exceed one hundred fifty (150).

3.2.2 Notwithstanding any other provisions of these By-Laws, the holders of the following offices (or the equivalent office if the title of such office shall be subsequently altered) shall serve as Ex-Officio Directors during the terms of their respective offices:

Chair of the Board of United Jewish Communities
Chair of the Executive Committee of United Jewish Communities
National Campaign Chair of United Jewish Communities
Global Operations: Israel and Overseas Coordinating Council Chair of United Jewish Communities
Chairperson of the United Israel Appeal, Inc.
Council Chairperson and one (1) additional designee of World Jewish Relief

The limitation of service set forth in Section 3.3.1 hereof shall not apply to Ex-Officio Directors. Service by a person as an Ex-Officio Director shall not be considered in determining a person's maximum terms of office pursuant to Section 3.3.1 hereof.

Unless otherwise specified in these By-Laws, Ex-Officio Directors shall be treated for all other purposes as members of the Board and shall have the right to vote and to serve as members of Committees.

3.2.3 To the extent feasible, all geographic areas in the United States and Canada having significant concentrations of Jews shall be represented on the Board of Directors.

3.2.4 An effort shall be made to ensure that all Large Cities (as defined by the United Jewish Communities) shall have leaders of their Federations on the Board of Directors, and together these representatives shall comprise at least one-half (1/2) of the Board membership. Intermediate Cities and Small Cities (both as defined by the United Jewish Communities) shall be represented on a rotating basis. To the extent feasible, there shall be equitable representation of the communities and of the number of persons representing each.

3.2.5 The Board of Directors shall also include persons elected At Large because of their expertise, special knowledge, dedication, community standing and other qualifications.

3.2.6 The Board of Directors may elect At Large Directors from foreign countries.

Section 3.3 Tenure and Vacancies.

3.3.1 A Director's term shall be for four (4) years. A Director elected for two (2) consecutive terms, or such longer term as is provided in Section 4.1.4 hereof, shall be ineligible for re-election until after an interval of at least one (1) year.

3.3.2 In the event of a vacancy on the Board of Directors, whether created by resignation, death, or any other reason, a majority of the Directors present and voting at the next succeeding Board of Directors meeting may fill such a vacancy. A Director who shall be elected to fill a vacancy shall serve until the next Annual Meeting of the Corporation.

Section 3.4 Honorary Board Members. There shall be two categories of Honorary Board Members:

3.4.1 Past Presidents shall have life membership on the Board of Directors and Executive Committee; and

3.4.2 Persons, whether or not members of the Board of Directors, who have provided exceptional service to the Corporation may be elected directors for life if they have been unanimously recommended by the Nominating Committee and elected by the Board of Directors.

3.4.3 The limitation of service set forth in Section 3.3.1 hereof shall not apply to Honorary Board Members.

3.4.4 Unless otherwise specified in these By-Laws, Honorary Board members shall be treated for all purposes as members of the Board of Directors and shall have the right to vote and to serve as Chairpersons of Committees.

Section 3.5 Meetings.

3.5.1 In December of each year, there shall be an Annual Meeting of the Corporation, for the purpose of electing Officers, Directors, and the Executive Committee as well as for the transaction of such other business as may properly come before it. In December of each year, there shall also be a meeting of the Board of Directors. These meetings may run concurrently.

3.5.2 There shall be a minimum of two (2) other Regular Meetings of the Board each year, with the option to convene additional meetings as necessary.

3.5.3 Special Meetings of the Board may be called by the President of the Corporation or, if requested in writing by thirty (30) or more Directors, by the Secretary.

3.5.4 Notice of the Annual and Regular Meetings shall be mailed (or sent electronically if so authorized by the recipient) to each Director by the Secretary not less than thirty (30) days before the time appointed for such meeting.

3.5.5 Notice of Special Meetings shall be mailed (or sent electronically if so authorized by the recipient) to each Director by the Secretary not less than ten (10) days before the time appointed for such meeting.

3.5.6 A quorum of the Board of Directors for the transaction of business shall be fifty percent (50%) of the total voting membership of the Board of Directors.

3.5.7 The President of the Corporation may invite non-members to attend meetings. Such non-members shall not have the right to vote.

3.5.8 Any action permitted to be taken by the Board of Directors or any Committee thereof may be taken without a meeting if all members of the Board of Directors or such Committee shall consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Board of Directors or Committee shall be filed with the minutes of the proceedings of the Board of Directors or Committee.

3.5.9 Any one or more members of the Board of Directors or any Committee thereof may participate in a meeting of the Board of Directors or Committee by means of a conference telephone, video teleconference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

3.5.10 All members of the Board of Directors shall be required to sign an annual Conflict of Interest Statement. Those who do not submit this statement within ninety (90) days after the date of distribution of the Statement to the Board of Directors shall be suspended from the Board until such Statement is submitted.

ARTICLE IV
OFFICERS

Section 4.1 Officers and Terms of Office.

4.1.1 The Board of Directors shall elect the following Officers all of whom shall be members of the Board: a President, a Chairperson of the Board of Directors, a Treasurer and a Secretary. The Board of Directors may elect one or more Vice-Presidents who shall be members of the Board. In addition, the Board of Directors shall elect an Executive Vice President and Chief Executive Officer; such individual shall not be a member of the Board.

4.1.2 The term of the President, Chairperson of the Board, Vice-President, Treasurer and Secretary shall be for one year. Persons elected as such Officers shall be limited to four (4) successive terms in the same office.

4.1.3 The Executive Vice President and Chief Executive Officer shall serve for such term as the Board of Directors shall, from time to time, determine.

4.1.4 Notwithstanding the limitations of service set forth in Section 3.3.1 hereof, a person elected as President, Vice-President, Treasurer or Secretary shall be eligible to serve as a Director during his or her tenure in office, which tenure may include successive terms of office (subject to the four-year term of office limitations set forth in Section 4.1.2 hereof).

Section 4.2 Duties and Powers. The duties and powers of the Officers of the Corporation shall be as follows:

4.2.1 President: The President of the Corporation shall preside at meetings of the Board of Directors and the Executive Committee and shall have such powers and perform such duties as may be assigned by the Board as well as those commonly incident to the office. The President shall have the right to attend and vote at all Committee meetings other than those meetings of the Nominating Committee where the nomination of the succeeding President of the Corporation is discussed.

4.2.2 Chairperson of the Board: The Chairperson of the Board shall, in the absence of the President, preside at meetings of the Directors and the Executive Committee and shall have such powers and perform such duties as may be assigned to the office by the Board of Directors.

4.2.3 Vice-Presidents: In the absence of the President and the Chairperson of the Board of Directors, or their inability to act for any reason, one of the Vice-Presidents (if any) to be designated by a majority of the Board of Directors or the Executive Committee shall perform the duties of the office of the President during such absence or inability to act. Vice-Presidents (if any) shall have such powers and perform such duties as may from time to time be assigned to them by the Board of Directors.

4.2.4 Executive Vice President and Chief Executive Officer: The Executive Vice President and Chief Executive Officer shall be responsible to the Board of Directors and to the President for administration of the affairs of the Corporation and shall be a paid professional. The Executive Vice President and Chief Executive Officer shall have the right to attend meetings of all Committees without the right to vote except those meetings of the Executive Committee and the Personnel and Management Committee in which the performance or terms of the employment of the Executive Vice President and Chief Executive Officer are discussed or considered. Whenever there shall be a vacancy in the Executive Vice President and Chief Executive Officer position, the President shall appoint an Ad Hoc Search Committee of senior lay leaders (who may or may not be members of the Board of Directors) to identify and review the qualifications of candidates for the position of Executive Vice President and Chief Executive Officer. The Search Committee shall report its finding to the President of the Corporation, the Executive Committee and the Board of Directors.

4.2.5 Treasurer: The Treasurer shall direct, or cause to direct, the keeping of the books and accounts of the Corporation and shall direct, or cause to direct, the handling of the funds of the Corporation and shall prepare, or cause to be prepared, reports on the status of the accounts, receipts and disbursements and render the same to the Board of Directors from time to time. The Treasurer shall

perform such other duties as may be assigned to him or her by the Board of Directors and the Executive Committee.

4.2.6 Secretary: The Secretary shall cause to be kept the minutes of all meetings of the Board of Directors and the Executive Committee and shall cause to be sent notice of meetings to all Board Members. The Secretary shall perform such other duties as may be assigned to him or her by the Board of Directors and the Executive Committee.

Section 4.3 Unavailability. In the case of the unavailability of any Officer of the Corporation or for any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such Officer to any other member of the Board of Directors for an interim period.

Section 4.4 Removal. Any Officer may be removed with or without cause by the Board of Directors at any meeting the notice of which included this purpose. Any vacancy so created may be filled by the Board of Directors until the next Annual Meeting.

ARTICLE V

EXECUTIVE COMMITTEE

Section 5.1 Composition of Executive Committee. The Executive Committee shall consist of:

5.1.1 The President, the Chairperson of the Board of Directors, Vice-Presidents (if any), the Treasurer and the Secretary of the Corporation;

5.1.2 Chairpersons of all Committees other than those Committees designated as Ad Hoc (temporary) Committees;

5.1.3 Such additional members of the Board of Directors as shall be elected by the Board of Directors at its Annual Meeting; and

5.1.4 All past Presidents of the Corporation.

Section 5.2 Total Membership on Executive Committee. The total membership of the Executive Committee shall not exceed forty (40) members. Those members serving by reason of Sections 5.1.1 and 5.1.4 hereof shall not be counted in determining the total membership of the Executive Committee.

Section 5.3 Regional Representation on Executive Committee. An effort shall be made to ensure that all geographic areas of the United States and Canada having significant concentrations of Jews shall be represented on the Executive Committee.

Section 5.4 Term of Office. The term of a member of the Executive Committee elected pursuant to Section 5.1.3 hereof shall be for one (1) year.

Section 5.5 Quorum. Fifty percent (50%) of the total number of members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 5.6 Vacancies. Vacancies in the membership of the Executive Committee, whether caused by resignation, death, or any other reason may be filled by a special election to be held at the next succeeding meeting of the Board of Directors. Such newly elected member of the Executive Committee shall serve until the next Annual Meeting. Subject to Section 3.3.1 hereof, such member shall be eligible at the end of the term to be elected for additional terms as a member of the Executive Committee.

Section 5.7 Exercise of Power. During intervals between meetings of the Board of Directors, the Executive Committee shall have, and may exercise, all of the powers vested in or which may be exercised by the Board of Directors, except the power to amend the By-Laws and such other powers described in paragraph (a) of Section 712 of the New York Not-for-Profit Corporation Law. The Executive Committee shall meet at the request of the President of the Corporation, or on notice of one-third (1/3) of the members of the Executive Committee.

Section 5.8 Rules. The Executive Committee may make such rules as set forth in its charter for the conduct of its business as shall be consistent with these By-Laws and may appoint such assistants as it may deem necessary or desirable and in the best interests of the Corporation.

ARTICLE VI NOMINATING COMMITTEE

6.1.1 Composition of the Nominating Committee. The Nominating Committee shall consist of no fewer than five (5) members of the Board of Directors who shall be elected by the Board of Directors at its March meeting. The term of a member of the Nominating Committee shall be for one (1) year. Additionally, the two (2) immediate past Presidents of the Corporation shall also be members of the Nominating Committee. The incumbent President or, in his or her absence, the Chairman of the Board of Directors may, by invitation of the Nominating Committee, attend meetings and be a non-voting member of the Committee.

Section 6.2 Nominations. The Nominating Committee shall recommend persons for election to the Board of Directors; President, Treasurer; Secretary; members of the Executive Committee and such other Officers as may be authorized by the By-Laws. The Nominating Committee may recommend for election one or more Vice-Presidents. In the event that the current President reaches his or her term limits, the succeeding President shall be nominated no later than the preceding May Board meeting to allow for an orderly transition.

6.2.1 Nominations made by the Committee shall be filed with the Secretary of the Corporation no later than forty (40) days preceding the date of the Annual Meeting (or, in the case of the President, no later than fourteen (14) days preceding the date of the May Meeting). The names of the nominees shall be sent as soon as practicable upon receipt thereof by the Secretary to the Directors then in office.

6.2.2 Additional nominations may be made by at least fifteen percent (15%) of the Board of Directors or a majority of the Executive Committee. Such nominations must be submitted in writing to the Secretary of the Corporation at least twenty (20) days prior to the date of the Annual Meeting, and the names of the nominees shall be submitted promptly to the Directors then in office in a supplemental notice of the Annual Meeting

6.2.3 In the case of the death ,disability or resignation of the President, the Nominating Committee shall recommend to the Board a member of the Board of Directors for election as President, to serve until the next Annual Meeting of the Board of Directors.

ARTICLE VII OTHER COMMITTEES

Section 7.1 Subject to the following provisions of this Article VII, the President of the Corporation shall have the power to designate one (1) or more Committees, such Committees to be in addition to the Executive Committee and the Nominating Committee. The membership of each Committee shall be reported to the Board of Directors at least once a year.

Section 7.2 Personnel and Management Committee. The President of the Corporation shall appoint each year no fewer than five (5) persons who are members of the Board of Directors to serve on the Personnel and Management Committee. The President of the Corporation shall also serve on the Personnel and Management Committee and shall be its Chairperson. The Personnel and Management Committee shall be responsible for salary administration on a worldwide basis, administrative budgeting, oversight of human resource development activities, and evaluation of the Executive Vice President and Chief Executive Officer. The Personnel and Management Committee shall report to the Budget and Finance Committee and the Board of Directors at least once a year.

Section 7.3 Budget and Finance Committee. The President of the Corporation shall appoint each year no fewer than nine (9) persons who are members of the Board of Directors to serve on the Budget and Finance Committee. The President of the Corporation and the Treasurer shall also be members of the Budget and Finance Committee, and the Treasurer shall be its Chairperson. The Budget and Finance Committee shall oversee the corporate financial records and the preparation of the budget, monitor the actual financial performance against the budget, review banking arrangements and financial commitments of substantial size or duration, provide a forum for the discussion of audit, investment and compliance issues with financial integrity implications, and shall act as a resource for other Board Committees. Such Committee shall be empowered to approve the borrowings from time to time of funds on behalf of the Corporation, subject to general guidelines adopted by the Board of Directors from time to time. The Budget and Finance Committee shall report to the Executive Committee at each meeting of the Executive Committee and to the Board of Directors at least once a year.

Section 7.4 President's Advisory Committee. The President of the Corporation shall appoint each year no fewer than five (5) persons who are members of the Executive Committee to serve as on the President's Advisory Committee. The President's Advisory Committee shall act as an advisory committee to the President of the Corporation and shall serve at the pleasure of the President of the Corporation.

Section 7.5 Audit Committee. The President of the Corporation shall appoint each year no fewer than three (3) or more persons to serve on the Audit Committee. The Chairperson of the Legal Committee shall also serve as a member of the Audit Committee. Audit Committee members shall be financially literate (being able to read and understand fundamental financial statements, including a company's balance sheet, its income statement and its cash flow statement), and, if feasible, at least one (1) member shall have accounting or related financial management expertise. The Audit Committee shall oversee the audit of the corporate financial statements, monitor the choice of accounting policies and principles, monitor internal control processes, and oversee the hiring and performance of the external auditors. Notwithstanding anything in these By-laws to the contrary, the Audit Committee shall be permitted to exclude members of management of the Corporation from its meetings when the Audit Committee deems it appropriate to carrying out its responsibilities. The Audit Committee shall report to the Executive Committee and the Board of Directors at least once a year.

Section 7.6 Legal Committee. The President of the Corporation shall appoint each year no fewer than three (3) persons to serve on the Legal Committee. The Chairperson of the Audit Committee shall also serve as a member of the Legal Committee. The Legal Committee shall advise on matters of corporate governance, including the Corporation's Certificate and By-laws, as well as other legal matters affecting the Corporation. The Legal Committee shall report to the Executive Committee and the Board of Directors at least once a year.

Section 7.7 Investment Committee. The President of the Corporation shall appoint each year no fewer than nine (9) persons to serve on the Investment Committee. The Investment Committee shall be responsible for monitoring the investment strategy for the Corporation, shall oversee the investment of the Corporation's financial assets and the preparation of the investment report. The Investment Committee shall report to the Executive Committee at least twice a year and to the Board of Directors at least once a year.

Section 7.8 Resource Development Committee. The President of the Corporation shall appoint each year no fewer than nine (9) persons to serve on the Resource Development Committee. The Resource Development Committee shall be responsible for Board giving, soliciting and monitoring all forms of Board gifts (including the Board Fund) as well as designated and planned gifts, relations with the Federation system, expanding the corporation's donor base, and overseeing and administering resource development.

Section 7.9 Area Committees. The President of the Corporation shall appoint members of the Board of Directors to serve on one (1) or more Area Committees. An Area Committee shall be responsible for reviewing and developing the mission, priorities and strategies, and the budget for that Committee's regional area.

Section 7.10 Rules. Each Committee (other than Area Committees and Ad Hoc (Temporary) Committees) shall have a charter for the conduct of its business consistent with these By-Laws, which charter shall be approved by the Executive Committee and the Board of Directors.

Section 7.11 Other Committees. In addition to the foregoing Committees, the President of the Corporation shall have the power to designate from time to time other Program, Ad Hoc (Temporary) or other Committees and appoint members of those Committees. Such Committees shall have the purposes and duration as the President of the Corporation shall from time to time determine in his or her discretion.

Section 7.12 Chairpersons. The President of the Corporation shall appoint the Chairperson and, where appropriate, one (1) or more Vice-Chairpersons, of each Committee from among the members of the Board of Directors. Except as may otherwise be provided in these By-Laws, the terms of Committee Chairpersons and Vice-chairpersons of such Committees described in this Article VII, other than the Personnel and Management Committee, the Budget and Finance Committee, the Audit Committee, the Legal Committee and the Investment Committee, shall be limited to three (3) consecutive one (1)-year terms and chair rotation shall be determined in a manner such that each Chairperson's term shall end at least once during each President's term.

Section 7.13 Involvement of Board Members. The President, the Vice-President and the Executive Vice President and Chief Executive Officer shall endeavor to involve Board members and Executive Committee members in serving on Committees.

Section 7.14 Committee Membership. Except as is otherwise provided in these By-laws, a person who is especially qualified and who is not a member of the Board of Directors may be a member of a Committee; provided, however, that a majority of the members of such Committee shall nevertheless be members of the Board of Directors.

ARTICLE VIII **AMENDMENTS**

The By-Laws may be amended at any Regular or Special Meeting of the Board of Directors, if approved by at least two-thirds (2/3) in number of the members in attendance, provided written notice of the proposed amendment shall be sent to the members at least thirty (30) days prior to the meeting.