



BYLAWS OF AMERICAN FRIENDS OF DENTAL VOLUNTEERS FOR ISRAEL

ARTICLE I MEMBERS

1. The corporation may have no members as provided under Section 601(a) of the Not-For Profit Corporation Law.

ARTICLE II DIRECTORS

1. **FUNCTIONS AND DEFINITIONS:** The corporation shall be managed by a governing board which is herein referred to as the "Board of Directors" or "directors". The word "director" or "directors" likewise herein refer to a member or members of the governing board notwithstanding the designation of the different official title or titles. The use of the phrase "entire board" herein refers to the total number of directors, which the corporation. would have if there were no vacancies.
 - A. The making of all grants, gifts and contributions to other domestic and foreign organizations for the purpose expressed in the Certificate of Incorporation of this corporation shall be within the exclusive power of the Board of Directors and shall be paid from the general funds of this corporation.
 - B. The Board of Directors shall investigate all projects for which grants are made to other domestic or foreign organizations and, if approved, shall continue to exercise control and discretion as to the use of the grants, reserving at all times the right to cancel any further payments committed under any grant.
 - C. The Board of Directors shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes, which were approved by the Board of Directors.
 - D. Where the Board of Directors has approved a grant, gift or contribution to another organization for a specific project or purpose, the corporation may solicit funds for the grant to the specifically approved project or purpose of the other organization. However, the Board of Directors shall at all times operate subject to the provisions of subparagraph B hereof, and shall have the right at all times to withdraw approval of the grant and use the funds for other charitable purposes.
 - E. Directors" yearly financial contribution is set at, but not limited to, an agreed upon amount by the Board. Failure to meet this financial contribution would result in removal from the Board at the discretion of the President and Board.



2. **QUALIFICATIONS AND NUMBERS:** Each director shall be at least nineteen (19) years of age, and need not be a citizen of the United States or a resident of the State of New York. The number of directors constituting the entire board shall be at least four (4). Subject to the foregoing limitation, such number may be fixed from time to time by action of the directors. The number of directors may be increased or decreased by action of the directors. To affect such increase or decrease shall require the vote of a majority of the entire board. No decrease shall shorten the term of any incumbent director.

3. **ELECTION AND TERM:** Directors who are elected at an annual meeting, and directors who are elected in the interim to fill vacancies and newly created directorships, shall hold office until the next annual meeting and/or until their successors have been elected and qualified. Newly created directorships and any vacancies in the board of Directors, including vacancies resulting from the removal of directors for cause or without cause, may be filled by vote of the remaining directors then in office.

4. **MEETINGS**
 - A. **TIME:** Meetings shall be held at such time as the Board of Directors shall determine.

 - B. **PLACE:** Meetings shall be held at such place within or without the State of New York, via video/audio conference and/or in person as determined by the Board of Directors.

 - C. **CALL.** No call shall be required for regular or annual meeting for which the time and place have been determined. The President or Vice-President may call special meetings.

 - D. **NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER:** No notice shall be required for annual meetings for which the time and place have been determined. Written, oral or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat unless the lapse of such time has been waived. The notice of any meeting need not specify the purpose of the meeting. Any requirement of furnishing a notice shall be waived by any director who signs a waiver of notice before or after the meeting, or who attends the meeting without protesting the lack of notice to them, either prior thereto or at its commencement.

 - E. **QUORUM AND ACTION:** A quorum shall consist of at least one third (1/3) of the entire board present at a meeting. Except as otherwise provided by the Not-For-Profit Corporation Law and except as in these Bylaws otherwise provided, the act of the Board of Directors including the election of directors, shall be the act, at a meeting duly assembled, by vote of a majority of the directors present at the time of the vote, a quorum being present at such time.



- F. **CHAIR OF THE MEETING:** The President, if present and acting, or any other director chosen by the Board of Directors, shall preside.
5. **REMOVAL OF DIRECTORS:** One (1) or more directors may be removed for cause or without cause by a majority of the entire board.
6. **COMMITTEES:** Whenever the Board of Directors shall consist of more than four (4) members, the Board of Directors, by resolution adopted by a majority of the board shall designate from their numbers four (4) or more directors to constitute an Executive Committee and other standing committees, the President of which shall also compose the Executive Committee. The Executive Committee shall govern the day-to-day operations of the organization. Each standing committee, to the extent provided in the resolution designating it, shall have the authority of the Board of Directors with the exception of any authority the designation of which is prohibited by Section 712 of the Not-For-Profit Corporation law. Additionally, the Board of Directors may provide for special committees, which shall have such powers as the Board of Directors may lawfully delegate. Members of such special committees may be appointed by the Board, or by the President when so authorized by the Board of Directors.

ARTICLE III OFFICERS

1. The directors may elect or appoint a President, one or more Vice Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, and such officers as they determine.
2. Any two or more offices may be held by the same person except for the offices of President and Secretary. Unless otherwise provided in the resolution of election or appointment, each officer shall hold office until the meeting of the Board of Directors following the next annual meeting of members and/or until their successor has been elected and qualified.
3. Officers shall have the powers and duties defined in the resolution appointing them.
4. The Board of Directors may remove any officer for cause or without cause.

ARTICLE IV BOOKS AND RECORDS

The corporation shall keep at the offices of the corporation within the State of New York, correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors, and/or any committee which the directors may appoint; provided that the books and records of account may be kept at an office without the State of New York if the Certificate of Incorporation shall so



provide. Any of the foregoing books, minutes or records may be in electronic or written form or in any other form capable of being converted into written form within a reasonable time.

ARTICLE V CORPORATE SEAL

The corporate seal, if any, shall be in such form, as the Board of Directors shall prescribe.

ARTICLE VI FISCAL YEAR

The fiscal year of the corporation shall be fixed, and shall be subject to change by the Board of Directors.

ARTICLE VII CONTROL OVER BYLAWS

Upon compliance with any statutory requisite, the directors may amend or repeal the Bylaws and may adopt new Bylaws.

ARTICLE VIII CORPORATE ACTIVITIES

Notwithstanding any other provision of these Bylaws, no director, officer, employee or representative of this corporation shall carry on any activity on behalf of the corporation not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any future United States Internal Revenue Law).