

Jewish Federation of Durham/Chapel Hill Bylaws

(Revised: Effective January 21, 2018)

ARTICLE I. NAME

The name of this organization is:
Jewish Federation of Durham/Chapel Hill (hereafter called “the Federation”).

ARTICLE II. PURPOSE

The purpose of the Federation is to bring together people, resources, and ideas to build and strengthen our Jewish community.

ARTICLE III. OFFICE LOCATION

The location of the principal office of the Federation shall be in the Charlotte and Dick Levin Jewish Community Center at 1937 W. Cornwallis Road, Durham, North Carolina, 27705, or at such other place as the Board of Directors may fix from time to time.

ARTICLE IV. ORGANIZATION AND MEMBERSHIP

Any Jewish person and his or her spouse or domestic partner, 18 years of age or over, who lives in Durham-Chapel Hill or its environs and who have contributed to the Federation in the previous calendar year shall be a member of the Federation for the following calendar year. Non-Jewish spouses and domestic partners of deceased Jewish members who have contributed to the Federation in the previous calendar year shall be members of the Federation.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Duties

The affairs of the Federation shall be managed by the Board of Directors (hereafter called “The Board”) in accordance with the provisions of applicable law, the Articles of Incorporation, and these Bylaws.

Section 2. Eligibility

Each member of the Board must be a member of the Federation in accordance with Article IV.

Section 3. Board Membership

The Board shall number between twenty-two (22) and twenty-eight (28) (inclusive) and shall be composed of the members listed below, each of whom shall serve no more than three (3) consecutive two- (2) year terms, unless he or she is elected to be an officer, in which case up to six (6) consecutive terms are allowed. Membership of the Board falls into four categories as follows:

- a. The Officers of the Federation elected by the Federation membership and the Immediate Past President
- b. A total of six (6) to ten (10) (inclusive) Directors-at-Large, to serve a two-year term, selected to be generally reflective of the composition of the Jewish community of Durham-Chapel Hill and its environs, elected by the Federation membership at its annual meeting.
- c. The Chairperson or a designee of each Standing Committee of the Federation (other

than the Executive Committee) elected by the Federation membership at its annual meeting

- d. One Rabbi annually appointed by the Board, on a rotating basis, by the Board from the group of congregational-serving rabbis in Durham-Chapel Hill and its environs to serve as a voting member of the Board

Section 4. Honorary Board (Ex Officio-Non Voting) Membership

- a. All Past Presidents of the Federation shall be Honorary Board Members for life.
- b. Those individuals who, in the opinion of the Board, have served the Jewish community in a capacity that brings particular honor and dignity to the Federation, may be granted honorary membership by unanimous vote of the members of the Board present and voting at any regular or special meeting.
- c. All Congregational-serving Rabbis, except the one selected for voting membership according to Article V, section 3-d, shall be Honorary Board Members.

Section 5. Orientation and Continuing Education

The Board shall ensure that a comprehensive orientation program is provided to all new Directors and that continuing education is provided to all Directors, as needed, to enhance the effectiveness of their participation.

Section 6. Board Responsibilities

- a. The Board shall formulate all rules and regulations that are needed to administer the organization.
- b. The Board is responsible for hiring and discharging the Chief Executive Officer ("CEO") on behalf of the Federation. The CEO shall be responsible for executing the policies and directives of the Board and for hiring and discharging other staff.
- c. The Federation expects each Board Member to make a meaningful contribution to the Annual Campaign and to participate in other activities that further the mission and purpose of the Federation, subject to the approval of the President and/or Executive Committee.

Section 7. Resignations

A Director may resign at any time by communicating such resignation to the Board, its presiding officer, or the Federation CEO. The resignation is effective when communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Section 8. Removal

The Board may remove a Director from office after such person misses three (3) consecutive meetings by a vote of the majority of the Board then in office. Any Board Member proposed to be removed under this provision must be notified by written notice at least five (5) days prior to the meeting at which the vote takes place.

Section 9. Vacancies

A vacancy occurring in the Board may be filled by a vote of a majority of the remaining Directors present at any regular or special meeting of the Board.

Section 10. Board Meetings

- a. The Board shall hold regular meetings at least every eight (8) weeks, except for the months of July and August, with the dates and locations of such meetings to be determined by the Board. Meeting dates and times will be published on the Federation

website calendar. All meetings are open to the Federation membership, unless Board is in Executive session.

- b. Special meetings may, from time to time, be necessary to consider business that is too urgent to delay until the next regularly scheduled meeting. Special meetings may be held on five (5) days' notice at the call of the President, or in his/her absence, the President-Elect, or at the call of a majority of the Directors. Every reasonable effort shall be made to notify all Directors as to date, place and time of special meetings as early as possible after the decision to call such a meeting.
- c. Meeting by Telephone: Directors may participate in meetings of the Board by means of a conference telephone or similar communications device that allows all Directors participating in the meeting to simultaneously hear each other during the meeting. Such participation shall be deemed "present in person" at the meeting.
- d. Attendance and Quorum: Attendance records of all meetings shall be maintained. Directors are encouraged to make a reasonable effort to attend all meetings. A majority of the Directors shall constitute a quorum for the conduct of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute, by the Articles of Incorporation, or by these Bylaws. If a quorum shall not be present at any meeting of the Board, those present may receive and review any reports that do not require Board action, and/or those present may adjourn the meeting until a quorum shall be present.
- e. Written Consent: Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all Directors consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board, whether done before or after the action so taken. For this purpose, electronic voting (via email) can serve as the necessary documentation (the "writing"), but to repeat, no Board action can be taken without a meeting unless unanimous of all Board members.

ARTICLE VI. OFFICERS

Section 1. Officers

Federation Officers shall be President, President-Elect, Vice-President, Treasurer, Secretary and Immediate Past President.

Section 2. Election and Terms of Office

All Officers, other than the Immediate Past President, shall be elected at an annual meeting of the Federation. The President shall become the Immediate Past President upon election of the new President. The term of office of all Officers shall be two (2) years. A person may not serve in any single office for more than three (3) consecutive terms.

Section 3. Duties

- a. The President shall:
 - 1. Preside at all meetings of the Federation and of the Board
 - 2. Be an ex-officio member of all Committees
 - 3. Ensure that the Board is properly informed about the Board meetings and affairs of the organization
 - 4. Represent the Federation to Jewish congregations and organizations both within and outside of our local community
 - 5. Supervise and advise the CEO

6. See to it that due and proper notice is given for all meetings of the Board and Executive Committee
- b. The President-Elect shall:
 1. In the absence of the President, fulfill the responsibilities of the President
 2. Assume responsibility for other such activities of the Federation as recommended by the President
 - c. The Vice-President shall:
 1. Take on responsibility for such other activities of the Federation as recommended by the President
 2. In the absence of both the President and the President-Elect, assume the responsibilities of the President
 - d. The Secretary shall:
 1. Keep or cause to be kept a record of the annual meeting of the Federation membership, meetings of the Board, and meetings of the Executive Committee
 - e. The Treasurer shall:
 1. Be responsible for overseeing all Federation campaign records, financial records, financial accounts, and disbursements as authorized by the Board
 2. Be responsible for dealing with outside accountants, auditors and other financial institutions
 3. Keep the Board and membership advised of the financial status of the organization
 4. Serve as Chair of the Finance Committee

Section 4. Resignations

An Officer may resign at any time by communicating such resignation to the Board, its presiding officer, or the Federation Executive Director. The resignation is effective when communicated unless the notice specifies a later effective date or subsequent event upon which it shall become effective.

Section 5. Removal

The Directors may, by a vote of the majority of directors then serving, remove an Officer from office after such person misses three (3) consecutive Board meetings. Any officer, proposed to be removed under this provision must be notified by written notice at least five (5) days prior to the meeting at which the vote takes place.

Section 6. Vacancies

A vacancy occurring among the Officers may be filled by a vote of the majority of the Board present at any regular meeting or special meeting of the Board in which there is a quorum.

ARTICLE VII. STANDING and AD HOC COMMITTEES

Section 1. Standing and Ad Hoc Committees

- a. The Standing Committees of the Federation shall be:
 - i. Allocations Committee
 - ii. Community Midrasha Committee
 - iii. Development Committee
 - iv. Executive Committee
 - v. Finance Committee
 - vi. Foundation Committee

- vii. Governance Committee
 - viii. Israel Center Committee
 - ix. Jewish Community Center Committee
 - x. Jewish Community Relations Council Committee
 - xi. Jewish Family Services Committee
 - xii. Personnel Committee
- b. The Board may establish such ad hoc Committees and Task Forces as it deems necessary to assist it in carrying out its duties and responsibilities to the Federation on a continuing basis.
 - c. Except as set forth in this Article, the functions, policies, and structure of each Committee shall be contained in the Policy and Procedures Manual. Each Committee must act in a manner that is consistent with the purposes of the Federation. All Committee policies, procedures, and practices must be consistent with these Bylaws. The Board shall have ultimate responsibility for all activities of its Committees.

Section 2. The Executive Committee

- a. The Federation Officers shall serve as the Executive Committee. The President of the Federation shall serve as Chairperson of the Executive Committee. The President has the discretion to request members of the Federation to participate as non-voting members.
- b. The Executive Committee shall meet within four (4) weeks prior to each Board Meeting.
- c. The Executive Committee shall take such actions as may be necessary between the meetings of the Board. A full report of these actions shall be made at the next Board meeting.

Section 3. The Governance Committee

The Governance Committee shall be responsible for advising the Board on materials for Board orientation and continuing education, for developing a nomination slate of Directors to be approved by the Federation membership, and for considering how to effectively harmonize policies and procedures throughout the Federation and its Committees.

- a. When requested by the President, the Governance Committee shall recommend Chairs of Standing Committees to the Board for consideration. Once the Board appoints Standing Committee Chairs, the nomination slate developed by the Governance Committee shall include those Chairs who have agreed to serve as Board Members as part of their responsibility, as well as Officers and At-Large Board members. In the event that a Standing Committee Chair is not available to serve on the Board, the nomination slate shall substitute for that Chair another member of the Standing Committee.
- b. The Governance Committee shall create, update and maintain a Policies and Procedures Manual (in a searchable electronic format) for Members and Staff to find current policies and procedures. Such Policies will be recommended to the Board for approval.

ARTICLE VIII. ANNUAL AND SPECIAL MEETINGS

Section 1. Annual Meeting

- a. An annual meeting of the Federation shall be held in the last two (2) weeks of January at a time and place designated by the Board.
- b. Any Federation member shall notify the Executive Director in writing of any business they wish to be transacted at least twenty (20) business days prior to the meeting. The

Board may not exclude any such business if it is requested in writing by thirty-five (35) or more Members of the Federation or ten (10) percent of the membership, whichever is less.

- c. The Federation shall inform the membership by means of an established Federation notification process of the annual meeting and all business to be transacted at least ten (10) business days prior to the meeting. Should this not prove feasible or should the need arise for additional business to come before the membership, the Federation shall use such other means as necessary to meet this notification requirement.
- d. At the annual meeting:
 - 1. Officers and Directors shall be elected.
 - 2. Allocations from the prior year shall be reported.
 - 3. The Budget for the new Fiscal year shall be presented to the membership.
 - 4. Reports of Officers and Committees may be made.
 - 5. Other matters as determined by the Board shall be considered.

Section 2. Special Meeting

- a. Special meetings of the Federation may be called by the Board or on the written request of thirty-five (35) members of the Federation or ten (10) percent of the membership, whichever is less.
- b. The request shall be submitted in writing to the Board at least twenty (20) business days in advance of the date set for such a meeting and shall contain notice of the business desired to be transacted at the meeting.
- c. The Federation shall notify the membership of the special meeting at least ten (10) business days in advance of the meeting. The notification shall state the business to be transacted at the meeting.

Section 3. Quorum

Thirty-five (35) members of the Federation shall constitute a quorum for conducting business at the annual or at a special meeting of the Federation.

ARTICLE XI. AMENDMENTS

These articles may be revised, amended or repealed. Such changes require first a majority of the Board and, if so approved, then by a vote of two-thirds (2/3) majority of the members of the Federation present at an annual meeting or at a special meeting.