



**Jewish Federation of Durham/Chapel  
Hill DBA - Jewish for Good  
Bylaws**

(Revised: Effective October 2023)

**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 person, and their spouse or domestic partner, who has contributed to the Jewish Federation of Durham Chapel Hill Annual Campaign in the previous fiscal year and supports the mission, vision, and values of the organization, shall be a member of the Federation. The Federation shall rely on electronic communication by email to send members all required notices of annual and special meetings, and to communicate and conduct other Federation business from time to time, so members shall be requested to designate an email address (and other information to facilitate communication) for those purposes and shall be informed about how to update an email address and other information previously provided.

## **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 by the Articles of Incorporation, and these Bylaws.

### **Section 2. Eligibility**

Any member of the Federation in accordance with Article IV is eligible to be a member of the Board and hold any Office, providing that at least 75% of voting members of the Board identify as Jewish. Monitoring for compliance with this threshold, and other details of the Board nominating process (for which the Governance Committee is responsible, as noted below in Article VII), are specified in the Policies and Procedures Manual.

### **Section 3. Board Membership**

The Board shall number between twenty (20) 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, providing that the designee of the Governance Committee shall always be its Chairperson and such person shall not simultaneously be one of the Officers or otherwise be a member of the Executive Committee.
- d. One Rabbi annually appointed by the Board, on a rotating basis, 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. Each Board Member must sign and meet the obligations defined in the ~~Board~~ Member Statement of Understanding, and in the Conflicts of Interest Policy of the Jewish Federation of Durham-Chapel Hill, both of which are contained in the Policies and Procedures Manual.

## 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

By a vote of at least two-thirds (2/3) of the Members present at a meeting, the Board may remove a Director from office for good cause. Good cause may include, but is not limited to, failing to meet the obligations defined in the ~~Board~~ Member Statement of Understanding or in the Conflicts of Interest Policy of the Jewish Federation of Durham-Chapel Hill, or acting in a manner that is inconsistent with the purpose or mission of the Federation or otherwise detrimental to the Federation.

Any Board Member who is proposed to be removed under this provision must ~~be~~ notified by written notice of the proposed removal, and a statement of grounds for it, at least fourteen (14) days prior to the date of a meeting at which a vote is scheduled to take place. At least five (5)

Members must approve and subscribe to a notice of proposed removal that can trigger this process, coordinating with the Executive Director for purposes of scheduling and communicating to the other Members.

Any Member who is proposed for removal shall have the right to submit to all other members a statement of opposition to removal, provided it is ready for circulation at least four (4) days prior to the scheduled date of the vote, and also shall be given an opportunity to be heard at the meeting before any vote is taken. All Board Members shall receive copies of the statements (of grounds for proposed removal, and of opposition) at least three (3) days prior to the date of the scheduled vote.

## **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 the 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 video/audio meeting platform, 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 all Directors consent.

## **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 a member of, and active participant in, the Nominations Subcommittee of the Governance Committee
3. Be an ex-officio member of all Committees
4. Ensure that the Board is properly informed about the Board meetings and affairs of the organization
5. Represent the Federation to Jewish congregations and organizations both within and outside of our local community
6. Supervise and advise the CEO
7. 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 are recommended by the President

3. Be a member of, and active participant in, the Nominations Subcommittee of the Governance Committee
- c. The Vice-President shall:
1. Take on responsibility for such other activities of the Federation as are 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 and its presiding officer, or the CEO. 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 COMMITTEES, AD HOC SUB-COMMITTEES, WORKING GROUPS, AND TASK FORCES**

**Section 1. Standing Committees**

The Standing Committees of the Federation shall be:

1. Allocations Committee
  2. Building and Grounds Committee
  3. Development Committee
  4. Executive Committee
  5. Finance Committee
  6. Foundation Committee
  7. Governance Committee
  8. Israel Center Committee
  9. Learning Committee
  10. Living Committee
  11. Helping Committee
  12. Personnel Committee
- a. The Board may establish such ad hoc Sub-Committees, Working Groups, and Task Forces as it deems necessary to assist it in carrying out its duties and responsibilities to the Federation on a continuing basis.
  - b. 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 ~~policies~~ 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

at 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, through a standing Nominations Sub-Committee, to be approved by the Federation membership, and for considering how to effectively harmonize policies and procedures throughout the Federation and its Committees.

- a. The Nominations Subcommittee shall be composed of the Chair of the Governance Committee, who shall be responsible for chairing the Sub-Committee, as well as the President, the President-Elect, and two additional members of the Federation. These two additional members shall be collaboratively selected by the Chair of the Governance Committee and the Executive Committee, in a process that will include surveying the Board for recommendations, with the objective of adding independence and diversity of thinking and experience to the nominations process. For critical insight and administrative support, the CEO will participate in the Nominations Sub-Committee, and in its outreach to prospective candidates, as requested. Recognizing the sensitivity of their deliberations and communications with prospective candidates, members of the Nominations Sub-Committee and the CEO shall exercise discretion, maintain confidentiality as necessary, and act appropriately to manage potential conflicts of interest if any of them are under consideration to be a nominee.
- b. The nomination slate developed by the Nominations Sub-Committee shall include candidates to be the Officers as specified above in Section 1 of Section VI; to be the Directors-at-Large and the rabbinic Director as specified above in Section 3 of Article C; and to be the designated Board representatives of each Standing Committee (other than the Executive Committee) as specified above in Section 1 of this Article VII, which representative by default shall be the Chair of the Standing Committee, provided however, that if the Chair is not available to serve on the Board, another member of the Standing Committee shall be substituted.
- c. 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. Proxy voting**

To vote at an annual or special meeting of the Federation, members must participate personally, with the one exception of “hardship” cases of inability due to physical incapacity to attend or participate in a meeting taking place exclusively in person. In Such cases of hardship, the member may appoint a proxy to vote or otherwise act for the member at a meeting. The form and timing of appointment of a proxy shall conform to the applicable requirements of North Carolina law as reasonably determined by the Chief Executive Officer. Other than in cases of such hardship, voting by proxy is not authorized.

### **Section 2. Members’ List for Meetings**

By the time notice needs to be sent of an annual or special meeting of the Federation, the Chief Executive Officer shall determine the current “members” list for the meeting, according to the Federation records and membership criteria in Article IV. Each person named on the list shall receive required notice of the meeting by means of electronic communication directed to the email address the person has previously designated for Federation business.

### **Section 3. Authorization of Meetings by Remote Communication**

An annual or special meeting of the Federation may be held in person, by means of remote communication only, or by a combination of the two (“a hybrid meeting”), as specified in the notice of the meeting, provided that members participating by means of remote communication are deemed present and may vote at the meeting only if reasonable measures to do all of the following are in place and followed:

- a. Verify that each person participating remotely as a member is in fact a member, i.e., appears on the “members’ list for meeting” of persons eligible to participate and receive notice of the meeting.
- b. Provide any member participating remotely a reasonable opportunity to participate in the meeting in real time (i.e., to voice questions and opinions, and to view presentation materials and hear all voice and sound being projected), and to vote on matters submitted to the members, to the same extend they could participate and vote if present in person.
- c. Include in the required notice of the meeting sufficient instruction and information on how members may join the meeting remotely and may (if the meeting will take place exclusively by remote communications) view materials which otherwise would have been made available on site (in person).

### **Section 4. Annual Meeting**

- a. An annual meeting of the Federation shall be held in the last two (2) ~~weeks~~ of October at a time and place designated by the Board, including by means of remote communication only, or a hybrid meeting.
- 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 electronic communication directed to the email address the person has previously designated for Federation business 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 5. 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 by means of electronic communication directed to the email address the person has previously designated for Federation business at least ten (10) business days in advance of the meeting. The notification shall state the business to be transacted at the meeting.

#### **Section 6. 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.

