

# **BYLAWS**

## **JEWISH FEDERATION OF HOWARD COUNTY, INC.**

### **Revised May 18, 2023**

#### **ARTICLE I**

#### **ORGANIZATION**

Section 1.1 NAME. The name of the organization, as set forth in the Articles of Incorporation, is The Jewish Federation of Howard County (hereinafter the "Federation" or "JFHC").

Section 1.2 PRINCIPAL OFFICE. The principal office of the Federation shall be established by the Board of Directors of the Federation (the "Board") within Howard County, Maryland.

Section 1.3 FISCAL YEAR. The fiscal year of the Federation shall be July 1<sup>st</sup> to June 30<sup>th</sup> ("Fiscal Year").

#### **ARTICLE II**

#### **MISSION, VISION, AND STRATEGIC PURPOSE**

Section 2.1 MISSION. Support and serve the Howard County Jewish community and connect the local community to the State of Israel and Jews throughout the world.

Section 2.2 VISION. Be the dynamic, integrating resource in Howard County by promoting the well-being of the Jewish community as a whole, in partnership with other Jewish-based and community organizations.

Section 2.3 STRATEGIC PURPOSE. Build community by caring for, supporting, and enriching Jewish life in Howard County. The Federation welcomes all people who identify Howard County as their Jewish community to participate in, volunteer for, or donate to Federation activities and programs.

#### **ARTICLE III**

#### **MEMBERSHIP**

Section 3.1 MEMBERS.

- a. Any individual aged 18 and over who contributes to the Annual Campaign or a signature program of the Federation in an amount of \$18.00 or more, regardless of the donor's primary personal residence, shall be deemed a Member for two fiscal years.
- b. Members shall be entitled to cast ballots to elect Directors and Officers of the Federation and to vote at the Annual Meeting and any Special Meeting.

- c. Members shall be entitled to serve on the Board of Directors and on Federation standing committees.
- d. Any person is eligible to serve on Federation event committees and task forces, regardless of Membership status.
- e. The Board shall ensure that Members are notified and made aware of their Membership in the Federation and the rights associated therewith.

### Section 3.2 ANNUAL MEETINGS OF MEMBERSHIP.

- a. The Annual Meeting of the Federation shall take place each year, at such a time and place as the Board may determine for the purpose of receiving reports, electing Officers and Directors, and transacting matters presented at such time ("Annual Meeting"). Failure to hold an Annual Meeting shall not, however, invalidate the Federation's existence or affect otherwise valid corporate acts.
- b. Notice of Annual Meetings shall be published by the Federation no less than thirty (30) calendar days before the meeting. Such notice shall state the time and place of the meeting, the purpose(s) for which the meeting is requested, and whether the meeting will take place in-person, virtually, or both.
- c. ANNUAL REPORT. The Chair and/or CEO shall prepare, or cause to be prepared annually, a statement of the affairs of the Federation to be communicated at the Annual Meeting. Financial statements, including a balance sheet and a statement of the results of operations for the preceding fiscal year, shall be formally presented at the Annual Meeting and/or published on the Federation's website.

### Section 3.3 SPECIAL MEETINGS OF MEMBERSHIP.

- a. Special Meetings of the Members may be called (i) at any time by a majority of the Board, or (ii) by a petition signed by at least fifty (50) Members submitted to the Chair or CEO ("Special Meeting"). The purpose(s) of the Special Meeting shall be identified at the time the Special Meeting is requested.
- b. Notice of Special Meetings shall be published by the Federation no less than fourteen (14) calendar days before the meeting. Such notice shall state the time and place of the meeting, the purpose(s) for which the meeting is requested, and whether the meeting will take place in-person, virtually, or both.

Section 3.4 PLACE AND MANNER OF MEETINGS OF MEMBERS.

- a. Annual Meetings and Special Meetings shall be held at the offices of the Federation or other location within Howard County. Participation by telephone or live video conference, will be facilitated by the Federation whenever possible ("Virtual Attendance").
- b. The CEO, Chair, and Vice Chair may determine if an Annual Meeting or Special Meeting shall be held exclusively via Virtual Attendance.

Section 3.5 QUORUM. For Annual Meetings and Special Meetings, the number of Members in attendance in person and/or via Virtual Attendance shall constitute a Quorum.

Section 3.6 VOTES REQUIRED. At Annual Meetings and Special Meetings, a majority of the votes cast at a meeting of Members shall be sufficient to take or authorize action upon any matter related to the published purpose of the meeting. In the event of a tie, the Chair shall cast the deciding vote.

**ARTICLE IV  
BOARD OF DIRECTORS AND OFFICERS**

Section 4.1 GENERAL POWERS AND DUTIES. The Board, as the governing body of the Federation, shall have the responsibility to establish policies and rules under which the Federation shall operate. The overall functions of the Board are to: (1) set long-term direction for the organization; (2) hire the President/Chief Executive Officer (the "CEO") and monitor their performance; and (3) monitor, oversee, and assure the financial and ethical integrity of the Federation.

Section 4.2 BOARD COMPOSITION. The Board shall consist of Officers and Directors as follows:

- 4.2.1 CEO, as an *ex officio* Officer without voting privileges;
- 4.2.2 Chair; Vice Chair; Secretary; Treasurer; and any other Officer positions as approved by the Board or as required by Maryland law ("Officers");
- 4.2.3 The number of elected Directors of the Federation shall be determined annually in accordance with Section 4.5, but shall never be fewer than the minimum number required by the Maryland General Corporation Law ("Directors");
- 4.2.4 One (1) Director selected by the Howard County Board of Rabbis from its membership; and
- 4.2.5 The Immediate Past Chair of the Federation, as an *ex officio* Director with voting privileges.

### Section 4.3 TENURE.

- 4.3.1 Directors of the Federation shall be elected by the membership at an annual meeting for a term of two (2) years. No Director may serve more than three (3) consecutive two-year terms as a Director. However, after at least a one-year break from service as a Director, they may be re-elected to serve for up to three (3) additional terms of two (2) years each.
- 4.3.2 Officers of the Federation shall be elected by the membership at an annual meeting for a term of two (2) years, or until their successor is elected and qualifies; or until death, resignation, or removal in the manner provided in these Bylaws. If the election of officers is not held at an annual meeting of Members, an election of officers shall be held as soon as convenient thereafter. Except for the offices of Chair and Vice Chair, or Chair and Secretary, any two offices may be held by the same person. Any office may be left unfilled except that of Chair, Treasurer, and Secretary. No Officer shall serve in any office for more than two (2) consecutive two-year terms, unless the Board, for good cause, expressly allows for additional terms for a specific individual.

Section 4.4 DUTIES. Each Director shall attend Federation functions and meetings, participate in or serve as chair of committees and task forces, publicly advocate for and represent the Federation, help bring financial and human resources to the Federation, and perform such other activities as requested by the Chair. Each Director shall abide by all policies approved by the Board. In addition to the specific duties below, each Officer shall serve as a Director and as a member of the Executive Committee.

- 4.4.1 CEO. The CEO shall direct the business, operations, and staffing of the
- 4.4.2 CHAIR. The Chair shall have responsibility for implementation of these By-Laws and other policies of the Federation, as directed by the Board and in partnership with the CEO. The Chair's duties shall include, but shall not be limited to: (a) serve as the Chairperson of the Board and preside at all meetings of the Members and all Board meetings; (b) call Special Meetings of the Members and the Board, if necessary; (c) communicate regularly with Officers and Directors to promote a meaningful volunteer experience by contributing their talents and resources to the Federation; (d) evaluate the CEO's annual performance in a process coordinated with the Governance Committee; (e) appoint all committee and task force chairs; and (f) serve as an *ex-officio* member of each committee and task force.
- 4.4.3 VICE CHAIR. In the absence of the Chair or in the event of a vacancy in that office, the Vice Chair shall perform the duties of the Chair. When so acting, the

Vice Chair shall have all the powers of and be subject to all the restrictions upon the Chair. Generally, the Vice Chair shall perform whatever special assignments may, from time to time, be assigned by the Chair or the Board.

4.4.4 SECRETARY. The Secretary shall: (a) record and keep the minutes of meetings of the Board, the Annual Meeting, and any special meetings; (b) see that all notices are duly given in accordance with the provisions of these Bylaws, Board policies, or as required by law; (c) be custodian of the corporate records and of the seal of the Federation; and (d) may, in the absence of the Chair and Vice Chair, call a special meeting.

4.4.5 TREASURER. The Treasurer shall: (a) be responsible for the management of financial resources, development and implementation of financial policies, the annual budget process, and asset management; (b) provide regular reports of the financial condition of the Federation to the Board; (c) disburse, or ensure disbursement of, funds to satisfy the obligations of the Federation; (d) serve as a member of the Finance and Administration Committee; and (e) assist the Federation's auditors in the completion of the annual audit and preparation of tax returns.

#### Section 4.5 NOMINATION OF DIRECTORS AND OFFICERS.

##### 4.5.1 Governance Committee

The Governance Committee, at a duly convened meeting, shall have the following responsibilities: (1) recommend to the Board the number of Directors; (2) nominate candidates for Directors and Officers to be filled at the Annual Meeting; (3) fill vacancies as provided in Section 4.11.

##### 4.5.2 Solicitation of Nominees from Community

The Governance Committee shall solicit Howard County Jewish organizations and synagogues, as well as the community in general, for qualified persons to serve as Directors or Officers.

The Board shall cause a notice to be published by the Federation no later than November 30<sup>th</sup> of each year, commencing with November 30, 2023, advising the public that the names of candidates for Officers and Directors of the Federation for the next fiscal year may be submitted, in writing, by December 31<sup>st</sup> of the year in question.

##### 4.5.3 Qualification of Nominees

The Governance Committee shall only consider nominees to the Board who are included in the definition of "Members" as defined in Article III, Section 3.1,

above. The Governance Committee shall, to the extent practicable, assure that the membership on the Board reflects the broad spectrum of concerns and points of view in the Howard County Jewish community, and nominate individuals who embrace the values that are central to the Federation.

#### 4.5.4 Dates for Candidates List to be Submitted to the Board

No later than March 31<sup>st</sup> of each year, the Governance Committee shall submit to the Board for consideration and approval, the list of persons recommended by the Governance Committee to be nominated by the Board for election as Directors and Officers at the Annual Meeting.

Section 4.6 REGULAR MEETINGS. Regularly scheduled meetings of the Board shall be held as designated by the Chair, but in no event less than once per calendar quarter. Regular Meetings may be held in person and/or by Virtual Attendance as directed by the Chair.

Section 4.7 SPECIAL MEETINGS. Special meetings of the Board may be called by or at the request of the Chair or by a majority of the Board. Special meetings shall be held as designated by the person(s) calling the special meeting and may be held in person and/or by Virtual Attendance.

4.7.1 NOTICE OF SPECIAL MEETINGS. Not less than two (2) calendar days but no more than thirty (30) calendar days before the date of a special meeting of the Board, notice of the special meeting shall be given via electronic mail (e-mail) to each Director. The purpose of any special meeting of the Board shall be stated in the notice.

Section 4.8 QUORUM. A majority of the entire Board shall constitute a quorum for transaction of business at any meeting of the Board ("Quorum").

Section 4.9 VOTING. Action may be taken by a majority of the Board Members in attendance at a Board meeting, except that any of the following actions require concurrence by at least two-thirds (2/3) of the entire Board:

- a. Removal of any Officer or Director;
- b. Approval of the annual governance slate of Officers and Directors; and
- c. Modification of Bylaws or adoption of new Bylaws.

Section 4.10 INFORMAL ACTION BY DIRECTORS. Board action be taken without a meeting, if the Chair receives written consent from a majority of the Board, subject to the exceptions in Section 4.9. Informal actions shall be filed with the minutes of proceedings of the Board.

Section 4.11 VACANCIES. Vacancies on the Board for any cause may be filled by a majority vote of the remaining Directors, although that majority may be less than a quorum. A Director or Officer elected by the Board to fill a vacancy shall serve until the next Annual Meeting. The unexpired term served by a Director appointed by the Board prior to the

following Annual Meeting of Members shall not be counted in computing term limits set forth in Section 4.3 of these Bylaws.

Section 4.12 COMPENSATION. Neither Directors nor Officers, excluding the CEO, shall receive any salary for their services as Directors and Officers; however, Directors shall not be precluded from receiving compensation from the Federation for services rendered as an independent contractor, with advance approval from the Board.

Section 4.13 RESIGNATION OF OFFICERS AND DIRECTORS. Any Officer or Director of the Federation may resign at any time by delivering a written resignation to the Board Chair or the CEO, which states the effective date of the resignation.

Section 4.14 REMOVAL OF OFFICERS AND DIRECTORS. At any meeting of the Board, the Board may remove any Officer or Director, with or without cause, in accordance with Section 4.9. Any individual subject to removal is entitled to advanced notice of the proposed removal. Officers and Directors may be removed for any reason, including but not limited to: (a) failure to meet, or continue to meet, the requirements to be a Voting Member; (b) wrongdoings or misconduct in office, including violation of Federation policy or these Bylaws; (c) engaging in acts detrimental to the purpose of the Federation; or (d) failure to perform the duties imposed upon an Officer or Director under any provision of these Bylaws.

Section 4.15 RETURN OF FEDERATION PROPERTY. Upon leaving a position and when requested by the Chair or CEO, Directors and Officers shall return Federation property.

## **ARTICLE V COMMITTEES OF THE BOARD**

Section 5.1 PLACE AND MANNER OF MEETINGS. Committee Meetings shall be held at a location designated by the Committee Chair. Participation by Virtual Attendance will be facilitated by the Federation whenever possible.

Section 5.2 ACTION BY COMMITTEES OUTSIDE OF MEETINGS. Committees may take action outside of any meeting, if written or email consent is given to the Committee Chair by two-thirds of the committee members.

Section 5.3 STANDING COMMITTEES. The Standing Committees of the Board shall include: Executive, Governance, Finance and Administration, Social Services, Community Engagement, Development, and Jewish Community Relations Council. The Chair of the Board shall submit potential Standing Committee Chair candidates to the Executive Committee for approval.

5.3.1. Committee Membership. All members of Standing Committees must be Members as defined in Article III.

5.3.2 Each Standing Committee shall have at least one Member on the Board.



- 5.3.3 With the exception of the Governance Committee, chairs of Standing Committees shall have the power to appoint committee members as they deem necessary to do their work, in consultation with the Board Chair and CEO.
- 5.3.4 Each Standing Committee shall maintain a written description of roles, responsibilities, and goals, to be reviewed and updated from time to time.
- 5.3.5 Each Standing Committee shall provide periodic updates to the Board, as directed by the Board Chair.
- 5.3.6 Executive Committee. The Executive Committee shall be made up of: (1) Officers as defined in Article 4.2.1; and (2) additional Members appointed by the Board Chair, not to exceed the number of Officers on the Executive Committee.
- 5.3.6.1 The Executive Committee may provide guidance and advice to the Board Chair and aid in the setting of Board agendas.
- 5.3.6.2 Recommendations and decisions of the Executive Committee shall be recorded in minutes to be kept by the Secretary.
- 5.3.6.3 At the discretion of the Board Chair, other Members may be consulted as needed in a non-voting capacity.
- 5.3.7 Governance Committee. The Governance Committee shall be made up of the Board Chair, Vice Chair, Immediate Past Board Chair and at least two (2), but not more than four (4), additional Members. The Board Chair will appoint the Governance Committee chair and additional members with the concurrence of the Executive Committee, and it will be staffed by either the CEO or their designee. At least two (2) of the members of the Governance Committee shall be Directors or Officers who are not standing for re-election at the next Annual Meeting.
- 5.3.7.1 The Governance Committee shall be responsible for: (a) recommending and nominating a slate of Officers to be elected in each year; (b) recommending and nominating a slate of Directors of the Board to be elected each year; (c) reviewing and making recommendations to the Board about Federation bylaws, governance, policies, and leadership development practices; (d) ensuring annually that Board members agree in writing to comply with all applicable policies; and (e) preparing an annual, written evaluation of the CEO which both documents the CEO's achievements and shortcomings, and helps the CEO understand areas for improvement.



- 5.3.8 Finance and Administration Committee. The Finance and Administration Committee shall be responsible for: (a) fiscal oversight of the Federation, (b) proposing an annual budget, (c) ensuring that an annual audit is completed, (d) conduct a periodic review of accountant, auditor, and other service provider agreements (HR, IT, Insurance, etc.) not less than every three years, (e) ensuring the timely filing of all needed financial forms including taxes, 990-AR forms, and any others needed to comply with Federation policies and State and Federal laws; and (f) advising management on best business practices and makes fiscal policy recommendations to the Board.
- 5.3.9 Social Services Committee. The Social Services Committee shall be responsible for: (a) overseeing the provision of social support services for emotionally and financially vulnerable members of our community, (b) maintaining data on services required by the Jewish community, (c) defining goals and metrics for the Federation's social support service offerings, and (d) making recommendations to the Board for meeting unmet and unduplicated social support service needs in the community.
- 5.3.10 Community Engagement Committee. The Community Engagement Committee shall be responsible for: (a) ensuring that grantmaking, programs, events, activities, and community partnership initiatives align with the priorities and mission of the Federation, (b) providing feedback on strategies and tactics developed by the staff, and (c) supporting a culture of continuous improvement in community engagement efforts.
- 5.3.11 Development Committee. The Development Committee shall be responsible for: (a) overseeing the Federation's fundraising initiatives, including an annual unrestricted campaign, designated gifts, sponsorships, and planned/legacy gifts, to help meet the organization's budget and its long-term financial resource development goals, (b) providing feedback on strategies and tactics developed by the staff, and (c) coordinating fundraising efforts and messaging with other committees within the Federation.
- 5.3.12 Jewish Community Relations Council. The Jewish Community Relations Council is responsible for: (a) leading the advocacy and community relations issues that are important to the Federation, (b) partnering with community leaders, elected and appointed officials, and community organizations and coalitions to advance communal Jewish values, (c) ensuring the voice of the Jewish community is present in the local civic arena, and (d) building recognition and mutual understanding between the Jewish community and the broader civic, ethnic, and religious communities.
- 5.3.13 Other Committees. The Chair of the Board may appoint other *ad hoc* committees and/or task forces as needed to carry out their duties and meet the strategic goals of the Federation.

- (a) The Chair will appoint chairpersons to any such other committees.
- (b) Those appointed chairs may select members of such ad hoc committees or task forces as they deem necessary to carry out the charges.
- (c) New standing committees require formal approval of the Board per Section 4.9 of these Bylaws

## **ARTICLE VI STAFF & VOLUNTEERS**

Section 6.1 CEO AND STAFF. The Board shall have the power to hire and terminate the CEO. The CEO shall have the authority to hire and terminate all staff. The CEO shall propose, and the Board shall be responsible for approving, an organization and staffing plan, including the number of positions, position titles, job descriptions, and salary ranges.

Section 6.2 GUIDELINES. The staff shall be governed by the policies adopted by the Board.

Section 6.3 VOLUNTEERS AND STAFF. The activities of the staff and volunteers of the Federation shall be subject to the supervision of the Board and the CEO.

## **ARTICLE VII FISCAL MANAGEMENT**

Section 7.1 CONTRACTS. The Chair shall execute any deed, mortgage, bond, contract, or other instrument that the Board has authorized to be executed, unless otherwise required by law. The Board may authorize any Officer, staff, or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Federation. Such Board authorization may be general or confined to specific instances.

Section 7.2 CHECKS AND DRAFTS. All checks, drafts, or other orders for the payment of money issued in the name of the Federation shall be signed by the Chair, CEO, and/or the Treasurer, unless a different signatory is authorized under Section 7.1.

Section 7.3 GIFTS. The Board may establish policies governing the acceptance or refusal of any pledge, contribution, or gift for general purposes or for any special purpose of the Federation.

Section 7.4 AUDITS. An independent auditor shall audit the financial books and records of the Federation at the end of each fiscal year and whenever deemed necessary by the Board.

Section 7.5 BUDGET. The Board may establish policies governing the approval of departures from the budget for a fiscal year.

## **ARTICLE VIII SEAL**

Section 8.1 SEAL. The corporate seal shall have inscribed thereon the name of the Federation, the year of its organization and the words "Incorporated Maryland." The Board may authorize one or more duplicate seals and provide for the custody thereof.

Section 8.2 AFFIXING SEAL. Whenever the Federation is required to place its corporate seal to a document, it shall be sufficient to meet the requirements of any law, rule or regulation relating to a corporate seal to place the word "(SEAL)" adjacent to the signature of the person authorized to execute the document on behalf of the Federation.

## **ARTICLE IX INDEMNIFICATION**

To the maximum extent permitted by State of Maryland law in effect from time to time, the Federation shall indemnify and shall pay or reimburse reasonable expenses, including attorneys' fees, relating to any claims or lawsuits brought against an individual acting within the course and scope of their Federation service, who: (a) is a present or former Director or Officer of the Federation, or (b) while a Director of the Federation and at the request of the Federation, serves or has served another Federation, partnership, joint venture, trust, employee benefit plan, or any other enterprise as a director, officer, partner, or trustee of that Federation, partnership, joint venture, trust, employee benefit plan, or other enterprise. There is no requirement that the Board make a preliminary determination of the ultimate entitlement to indemnification.

Neither the amendment or repeal of this section, nor the adoption or amendment of any other provision of the Bylaws or charter of the Federation inconsistent with this ARTICLE IX, shall apply to or affect the applicability of the preceding paragraph with respect to any act or failure to act which occurred prior to the amendment, repeal, or adoption.

## **ARTICLE X WAIVER OF NOTICE**

Whenever any notice is required to be given pursuant to the Charter or Bylaws of the Federation or pursuant to applicable law, a waiver of such required notice, signed or sent electronically by the person or persons entitled to the notice, whether before or after the time contained in the notice, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at nor the purpose of any meeting need be set forth in the waiver of notice, unless specifically required by statute. The attendance of any person at any meeting shall constitute a waiver of notice of that meeting, except where the person attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## **ARTICLE XI AMENDMENT OF BYLAWS**

The Board shall have the power to adopt, alter, or repeal any Bylaws of the Federation and to make new Bylaws.

**Effective Date of this Bylaws Restatement:  
May 18, 2023 and adopted by the Board.**

2023 Bylaws Committee Members:

*Joel Frankel*

*Gordon Fuller*

*Jeremy Goldman*

*Chuck Koplik*

*Andrew Nussbaum*

*Judy Vogel*