

**RESTATED AND AMENDED BY-LAWS OF
JEWISH FEDERATION OF GREATER PORTLAND
Effective and Adopted October 18, 1998
Amended January 13, 2011**

I

**NAME, ORGANIZATION, AREA
OF OPERATIONS AND PURPOSE**

A. Name. The name of this organization shall be the Jewish Federation of Greater Portland, hereinafter the "Federation."

B. Organization. The Federation is an organization of individual contributors and partner agencies, as hereinafter defined. In addition, there may be beneficiaries who are neither individual contributors nor partner agencies.

C. Area of Operations. The Federation shall conduct its operations and function in the greater Portland metropolitan area, including Multnomah, Clackamas, and Washington counties, Oregon, and Southwestern Washington, but may also conduct its operations and function in other areas to further its purpose.

D. Purpose. The purpose of the Federation shall be to further and promote Jewish charitable, religious, educational and cultural endeavors, wherever they may exist or are carried on, but primarily in the greater Portland metropolitan area. The Federation's activities in furtherance of its purpose shall include, among others, an annual contribution campaign, the maintenance of endowment funds, and coordination of social welfare and educational activities within its area of operations. The charitable organizations that the Federation shall benefit and promote may include:

1. The Federation and its partner agencies;
2. Organizations in the United States or elsewhere serving Jewish charitable purposes;
3. Charitable organizations primarily serving the Portland area in the fields of education, intergroup relations, civics, culture, health service, and social service; and
4. Charitable organizations outside the Portland area that the Federation determines provide an identifiable benefit for the welfare of the Portland Jewish community.

II

MEMBERSHIP

A. Any person who subscribes to the purposes of the Federation and who makes any financial contribution to the Federation shall be a voting member for the fiscal year in which the contribution is made.

B. Any person who has a significant interest in an entity that makes a financial contribution to the Federation or its programs shall satisfy the financial contribution qualification for membership.

III

PARTNER AGENCIES

A. **Qualifications.** Any independent Jewish organization or agency that is organized for charitable, educational, religious, or cultural purposes and renders or makes its services available to the entire Jewish community in or primarily in the greater Portland metropolitan area, and which has Section 501(c)(3) status under the Internal Revenue Code, may become a partner agency of the Federation. The Governing Board of Directors of the Federation (the “Governing Board” or “Board”) shall determine whether an organization or agency applying for partner status meets these qualifications. The Governing Board may be guided by the criteria that an independent organization or agency is based in the greater Portland metropolitan area, makes its own decisions regarding all aspects of its operations, and sets its own policies and agenda. The Governing Board may further be guided by the presumption that a chapter, division, or affiliate of another organization or agency is not an independent organization or agency for purposes of this section, although membership in another organization or agency does not by itself demonstrate a lack of independence. In addition, the Governing Board may be guided by the criterion that an independent organization or agency has its own officers, directors, and employees.

B. **Admissions.**

1. The Governing Board shall set standards for admissions of partner agencies and prepare a form of written application for admission, which shall specifically provide that the applicant commits itself to the principles of the Federation. Admission of a partner agency is entirely within the discretion of the Governing Board.

2. Any qualified organization or agency meeting the standards established by the Governing Board shall become a partner agency of the Federation upon submission of a written application certifying its commitment to the principles of the Federation and the acceptance of its application by the affirmative vote of two-thirds of the entire Governing Board. The Governing Board shall have the authority to request any information it deems necessary for informed approval of a partner agency.

3. Any partner agency may become eligible to request funds during the allocation process, providing that it subscribes, at the time of initial application or at a later date but prior to its request for funding, to a Memorandum of Understanding which describes the relationship between the Federation and that agency. Such subscription shall be approved by the affirmative vote of two-thirds of the entire Governing Board, which shall have the authority to request any information it deems necessary for informed approval.

4. A partner agency shall continue as such until its affiliation is terminated voluntarily by action of the partner agency or involuntarily by the Governing Board.

5. Any partner agency may voluntarily withdraw from the Federation at the end of any fiscal year of the Federation upon 40 days' written notice before the end of the fiscal year of its decision to do so.

6. Any partner agency may be terminated involuntarily as of any specified date by the affirmative vote of two-thirds of the entire Governing Board at a regular meeting or at a special meeting called for the purpose of considering such termination, provided that the partner agency shall have received written notice of such proposed action 30 days prior thereto and have been afforded an opportunity for a hearing at such meeting.

7. The termination of affiliation of a partner agency shall not affect its rights, duties, and obligations before the effective date of such termination.

D. Independent Fundraising Activities. A partner agency which has been approved for funding eligibility pursuant to Article III, Section B3 above, or one of its committees, or a person on its behalf, shall not make any general solicitation for funds or undertake a building fund campaign or fund-raising program for extraordinary purposes without the prior written approval of the Governing Board. This prohibition shall not apply to the raising of funds by membership fees or charges for services rendered, by means of programs heretofore approved, regularly employed, or followed for some period of time, or the occasional private solicitation of contributions in the form of endowments or legacies.

E. Services. A partner agency which has been approved for funding eligibility pursuant to Article III, Section B3 above, shall not undertake a new service or the material expansion, curtailment, or elimination of an existing service, or services, without prior notification to, and mutual consultation with, the Federation.

IV

GOVERNING BOARD

A. Powers of the Governing Board. All powers and authority of the Federation shall be vested in and shall be exercised by the Governing Board, which shall establish policies and procedures for administering the affairs of the Federation, adopt an annual budget for its operations, and approve the allocation of Federation welfare and endowment funds. Without

limiting the generality of its powers and authority, the Governing Board shall act with respect to the following matters:

1. Elect officers;
2. Employ the Chief Executive Officer to conduct the affairs of the Federation, and fix the salary, terms of employment, and duties of the person so employed;
3. Select one or more banks or other institutions to act as depositories for the funds of the Federation and determine the manner of receiving, depositing, and disbursing such funds and the form of checks and the person or persons authorized to sign such checks; and
4. Perform all functions and duties required of it by the provisions of these Bylaws.

B. Number of Board Directors. The Governing Board shall consist of not fewer than 15 nor more than 20 Directors elected from the Jewish community at large. No director shall represent any particular interest other than that of the Jewish community of Greater Portland as a whole. There shall be no designated ex-officio or nonvoting Directors.

C. Selection and Terms of Directors.

1. Eligibility. Only members of the Federation shall be eligible to be a Director.
2. Directors. Directors shall be elected at the annual membership meeting. A Director- shall serve for a period of three years and may be reelected for a second consecutive term of three years. No Director, other than one appointed to fill a vacancy, shall serve more than six consecutive years. After a one-year hiatus, a Director may again be elected to the Governing Board to serve as aforesaid.
3. Role of the Nominating Committee.
 - a. At least 60 days before the date of each annual membership meeting, the Chair of the Board shall appoint, or cause to be appointed, a Nominating Committee of not fewer than seven nor more than 10 Federation members, a minority of whom may be members of the current Governing Board. The immediate past Chair of the Board or, if unable to serve, any other designee of the current Chair of the Board, shall serve as Chair. The Nominating Committee shall nominate one candidate for each of the Director positions, whether for a full or unexpired term, which is to be filled at the next annual membership meeting, but may not nominate a candidate who has not agreed to serve. In addition, the Nominating Committee shall recommend, in consultation with the existing officers, officers of the Federation for vote by the Governing Board.

b. The Nominating Committee shall submit to the Secretary, not less than 35 days before the date of the next annual membership meeting, a written list of the candidates nominated and the term, whether full or unexpired, for which each candidate has been nominated.

c. The Secretary shall, at least 21 days before the next annual membership meeting, cause a notice to be mailed to the members, who shall inform them of (1) the time and place of the meeting; (2) the candidates nominated for Directors; and (3) the fact that other candidates may be nominated by petition.

d. Any other person who has agreed to serve as a Director may be nominated for either a full or unexpired term, by a petition containing the signatures of at least 25 members of the Federation submitted to the Secretary at least 15 days before the annual meeting.

e. If a candidate or candidates have been nominated by petition, then at least 10 days before the next annual membership meeting, the Secretary shall cause a new notice to be mailed to the members, which shall inform them of (1) the time and place of the meeting; (2) the candidates nominated for Directors, whether nominated by the Nominating Committee or petition, but without indicating how nominated; and (3) the term for which each was nominated.

f. Members shall vote separately for nominees for full terms and nominees for unexpired terms. Candidates may be elected by voice vote unless the number of candidates for any particular term exceeds the number of directorships to be filled for such term, in which event the election shall be conducted by means of secret written ballot. The candidates equal in number to the directorships to be filled for each term who received the highest number of votes cast for such term shall be elected.

D. Vacancies.

1. Any vacancy occurring for any reason during the term of a Director shall be filled by the Governing Board, and the person so chosen shall serve until the next annual membership meeting, at which time the Federation members shall elect a Director to complete the unexpired term.

2. The Director elected at the annual meeting to complete the unexpired term shall be eligible to serve two additional successive terms.

E. Quorum and Voting.

1. A simple majority of sitting Directors shall constitute a quorum for the transaction of business.

2. No Governing Board action shall be valid unless it receives the affirmative vote of a majority of those present.

3. The presiding officer may vote only to break a tie.

4. Members may attend and vote by telephone, video-conference, web-conference call, or any other means by which all participants can hear each other. There shall be no voting by proxy.

5. Conflicts of Interest. Directors shall declare all conflicts of interest on matters being considered by the Governing Board. In such cases, any Director who has declared a conflict may vote or abstain as the Governing Board considers appropriate.

F. Meetings of the Governing Board.

1. Organizational Meetings. An organizational meeting of the Governing Board shall be held following the annual membership meeting for the purpose of electing officers, designating persons to sign checks, and other similar matters.

2. Regular Meetings. At least seven regular meetings of the Governing Board shall be held each year and shall be open to all members of the Federation except when the Chair calls for an executive session.

3. Special Meetings. Special meetings of the Governing Board may be called at any time by the Chair of the Board and must be called within five days upon written request of at least 10 Directors.

4. Notice of Meetings.

a. Notice of regular meetings of the Governing Board shall be given in writing. Notices of special meetings shall state the purpose or purposes thereof and may be given in person, by mail or by telephone communication when necessary.

b. Except as otherwise provided herein, not less than ten days' notice shall be given of a regular meeting of the Governing Board and not less than two days' notice shall be given of a special meeting.

V

MEETINGS OF MEMBERS

A. Annual Membership Meeting. The annual meeting of the members of the Federation shall be held each year within 30 days of June 1, at such time and place as may be determined by the Governing Board.

B. Special Meeting. Special meetings of the members may be called at any time by the Chair of the Board, and must be called by the Chair of the Board within 15 days upon a written request of 10 Directors, or upon the written request of 50 members of the Federation.

C. Notices of Meeting.

1. Notice of any meeting of the members shall be given in writing to the members. Notices of special meetings shall state the purpose or purposes thereof.

2. Except as otherwise provided herein, not less than 21 days' notice shall be given of an annual meeting of the members, and not less than 10 days' notice shall be given of a special meeting.

D. Quorum. Fifty members shall constitute a quorum for the transaction of business at any meeting of the members, provided that no action shall be valid unless it receives the affirmative vote of at least 26 members. There shall be no voting by proxy.

VI

OFFICERS

A. The officers of the Federation shall be a Chair of the Board, one or more Vice-Chairs, a Secretary, a Treasurer and a President (such office to be filled by the Chief Executive).

B. Election and Term.

1. The Chair of the Board, Vice Chair(s), and Treasurer shall be elected by the Governing Board from among the Directors, following receipt of recommendations by the Nominating Committee. Such officers shall serve for terms of one year, commencing with the meeting at which they are elected, and terminating with the election of their successors. Such officers may serve up to three terms consecutively in the same office.

2. The Chief Executive Officer shall be the President of the Federation.

3. Any other officers shall be elected at such time as the Governing Board shall determine and shall serve at the pleasure of the Governing Board.

4. Any officer may be removed by the affirmative vote of two-thirds of the entire Governing Board.

C. Duties of Officers.

1. Chair of the Board. The Chair of the Board shall preside at all meetings of the Governing Board. The Chair of the Board, or his designee, shall make a full and complete report at the annual membership meeting; shall be signatory on all Federation accounts; shall represent the Governing Board in providing oversight of activities of the

Chief Executive Officer (President); shall appoint the members, chairs and, as necessary, vice-chairs of each committee; shall be an ex-officio member of all committees; and shall perform such other duties as are required by these By-Laws or normally performed by a President of a like Federation. For purposes of ORS 60.371, the Chair shall have all powers and fulfill all duties of a “President” required by the Oregon Business Corporation Act.

2. Vice-Chairs. In the event of the Chair’s death, resignation, absence, or inability to discharge the duties of that office, the Chair’s duties shall be performed by the First Vice-Chair. The Vice Chairs shall perform such duties as are required by these Bylaws, specially charged by the Chair or normally performed by a Vice Chair of the Federation. Upon the election of a second Vice-Chair, the Governing Board shall designate which of the Vice-Chairs shall serve as First and which shall serve as Second Vice-Chair.

3. Secretary. The Secretary shall keep and maintain all records and correspondence of the Federation. The Secretary shall prepare the agenda, give notices, and keep the minutes of all regular and special meetings of the members, the Governing Board, and standing committees. The Secretary shall also perform such other duties as are required by these By-Laws, specifically charged to the Secretary by the Chair or the Governing Board, or normally performed by a Secretary of the Federation. The duties of Secretary shall be filled by the President.

4. Treasurer. The Treasurer shall provide oversight regarding the financial operation of the Federation, including investment and reinvestment of the funds of the Federation, control of Federation funds, and maintenance of the financial records of the Federation. The Treasurer shall serve as a member of any Endowment Fund Committee, and shall be Chair of the Administration and Finance Committee.

5. President. The President shall be the Chief Executive Officer of the Federation and shall report to the Governing Board which shall be represented by the Chair of the Board. In the event the Chief Executive Officer’s employment with the Federation shall terminate at any time, his or her term as President shall automatically expire.

6. Other Officers. Other officers shall perform such duties as may specifically be assigned to them by the Chair or the Governing Board.

D. Vacancies. Any vacancy from any cause occurring in any office shall be filled by the Governing Board for the remainder of the term.

VII
COMMITTEES

A. Eligibility. Members of committees, including the Chair of each committee, shall be appointed each year by the Chair of the Board, or the Chair's designee. Such appointments shall be effective unless otherwise determined by the Governing Board.

B. Standing Committees. There shall be the following standing committees:

1. Executive;
2. Administration and Finance, (Including subcommittees on Human Resources and Endowment Investment);
3. Allocations;
4. Financial Resource Development
5. Community Relations;
6. Jewish Review;
7. Nominating;

C. General Rules and Procedures.

1. All committees are accountable to, and the actions of all committees shall be subject to approval of, the Governing Board. Each standing committee shall exercise only those powers and perform those functions as are provided for in these By-Laws or may expressly be given or assigned to it by the Governing Board. All other committees shall exercise only such powers and perform such functions as are specifically given or assigned to them at the time of their establishment by the Governing Board. All temporary committees shall terminate within one year unless otherwise determined by the Governing Board.

2. Consistent with these By-Laws and the policies of the Federation, each committee may adopt its own rules and regulations and its own procedures.

3. The Chair, or the Chair's designee, and the President, or a member of the Federation staff designated by the President, shall be an ex-officio member of each committee, without the right to vote except as otherwise indicated by these By-Laws.

4. Unless the By-Laws or Policy and Procedures manual otherwise says, following the adoption of this provision, no member shall hereafter be eligible to serve more than three consecutive one-year terms as a member of any standing committee. Following an absence for a period of one year, a member shall again be eligible to serve

on said committee. This section shall not apply to representatives of the Community Relations Committee appointed by any partner agency. The Chair of the Board shall, at any time, have the authority to grant non-voting committee membership status to any member who has demonstrated exceptional value to a committee.

VIII

CHIEF EXECUTIVE OFFICER (PRESIDENT)

A. Responsibility. The Chief Executive Officer shall be accountable to the Chair of the Board and Governing Board, supervise and manage the staff and day-to-day Federation operations, and be responsible for seeing that the work of the Federation is adequately, efficiently, and promptly performed in accordance with the Federation's principles and policies. The Chief Executive shall be subject to oversight by the Chair of the Board and shall be an ex-officio, nonvoting member of all Federation committees.

B. Powers and Duties. Except as expressly provided by the Governing Board or otherwise in these Bylaws, the Chief Executive Officer shall have authority to hire and fire, assign duties to, and supervise the performance of all Federation staff, all of whom shall be accountable to the Chief Executive Officer.

C. Authority to Designate Substitute. For any committee of the Federation, other than the Executive Committee, on which the Chief Executive Officer is to serve according to these Bylaws as an ex-officio member, the Chief Executive Officer, with the consent of the Chair of the Board, may designate any other employee of the Federation to serve in his or her place on that committee, or to conduct in his or her stead any of the activities required in Article VII.C.3.

IX

LIABILITY AND INDEMNIFICATION

The Directors and officers of the Federation and people serving on any Federation committee ("Committee Members") shall not be liable to the Federation for any mistake in judgment, negligence, or otherwise, so long as such Directors, officers, and Committee Members have acted in good faith and in a manner they reasonably believe to be in or not opposed to the best interests of the Federation. The Federation shall indemnify any person who was or is a party, or is threatened to be made a party, to a threatened, pending, or completed action, suit, or proceeding, or any appeal there from, whether civil, criminal, administrative or investigative, and whether brought by or in the right of the Federation or a third party, by reason of the fact that he or she is or was a Director, officer, or Committee Member of the Federation, or is or was serving at the request of the Federation as a Director, officer or Committee Member, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlements actually and reasonably incurred by him or her in connection with the action, suit, or proceeding if he or she acted in good faith and in a manner he or she believed to be in or not opposed to the best interests of the Federation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. Determination of any action,

suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not in itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interests of the Federation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The foregoing right of indemnification shall be in addition to, and not inclusive of, any or all of the rights that any such Director, officer, or Committee Member may be entitled under any statute or Bylaw, agreement, vote of the Federation membership, or otherwise.

X

AMENDMENT OF BY-LAWS

These By-Laws may be amended by a 2/3's vote of the entire Governing Board at any regular or special meeting of the Governing Board, provided that not less than 10 days' written notice of the meeting and of the proposed amendment or amendments shall have been sent to all of the members of the Governing Board.

XI

MISCELLANEOUS

Whenever the terms "in writing," "mailed," "written notice," or similar terminology appear in these By-Laws, such provision shall be satisfied by any one or more of the following methodologies: U.S. mail at the member's last-known address; electronic mail at the member's last known electronic address; or publication in the *Jewish Review* newspaper.

END OF BY-LAWS

Signature

Marc N Blattner
Printed Name

CEO/President
Title

01/13/2011
Date