

## **Governance of the Jewish Community Relations Council Revised 2017**

### **Article I – Name**

The name of this council shall be the Jewish Community Relations Council (“JCRC” or “Council”) of the Jewish Federation of Cincinnati (the “Federation”).

### **Article II – Mission**

The mission of the JCRC is to protect Jewish security, recognizing that Jewish security depends on a just society for all.

### **Article III – Members of the Council**

Section 1. The Council shall be composed of (i) not more than twenty-five (25) elected members, with vote, (ii) not more than three members appointed by the President, with vote, (iii) a rabbi designated by the Rabbis of the Cincinnati Jewish Congregations, from among them, with vote; (iv) a rabbi nominated by the Nominating Committee, in consultation with the Greater Cincinnati Board of Rabbis, with vote; (v) a representative of Hebrew Union College – Jewish Institute of Religion nominated by the Nominating Committee, with vote; and (vi) the following ex-officio members:

- a. The Immediate Past President, with vote;
- b. The Penultimate President, with vote;
- c. The Director of the JCRC, without vote;
- d. The President of the Federation, without vote;
- e. The CEO of the Federation, without vote;
- f. The Community Shaliach, without vote; and
- g. The SAFE Cincinnati Director, without vote.

Section 2. Each elected Council member shall serve for a term of two (2) years, or until a successor has been elected. Each Council member appointed by the President shall serve for a term that ends at the next Annual Meeting following the individual’s appointment. An elected Council member may not serve for more than

three successive two-year terms unless he or she is an officer of the JCRC. After completing this maximum term in office, an elected Council member may not serve again in this capacity until the next succeeding Annual Meeting.

Section 3. A Council member can be removed by a vote of not less than two-thirds of the total number of voting members of the Council; provided, however, that notice thereof shall be sent, in writing or in electronic form, to all members not less than seven days prior to the meeting at which such action is to be taken. If the Council member subject to the vote for removal is a voting member of the Council, he or she shall not vote regarding his or her removal, but shall be considered in the determination of a quorum. A Council member's absence, regardless of the reason, does not prevent the Council from removing the member from the Council.

Section 4. Any vacancy that may occur in the elected membership of the Council caused by death, resignation, removal or otherwise, shall be filled for the unexpired term by appointment by the President.

#### **Article IV – Council Meetings and Election of Members**

Section 1. The Council shall hold not less than five (5) regular meetings per year, one meeting of which shall be the Annual Meeting. Notice of regular meetings shall be sent, in writing or in electronic form, to all members not less than seven days prior to the meeting. Special meetings of the Council may also be called by the President. Notice of special meetings shall be sent, in writing or in electronic form, to all members not less than seven days prior to the meeting; provided, that in exigent circumstances as much notice as practicable, but not less than twenty-four (24) hours' notice, shall be sent.

Section 2. The Annual Meeting of the JCRC may be held at the principal office of the JCRC, or other place within the State of Ohio, and on the date and at the time, as specified in the notice described in Section 4 of this Article. The purpose of the Annual Meeting is to elect Council members, to announce the newly elected officers, and for consideration of such reports as may be laid before such meeting. No business other than that specified in the notice may be transacted at the Annual Meeting. The report of the JCRC Nominating Committee must be communicated to the members of the Council not less than ten (10) days in advance of the meeting of the Council immediately preceding the Annual Meeting. Additional nominations may be made by any five (5) members of the Council, provided that such nominations are communicated in writing to the President not less than three (3) days prior to the meeting of the Council immediately preceding the Annual Meeting. At the meeting of the Council immediately preceding the Annual Meeting, the Council shall recommend nominees for election at the Annual Meeting. Only candidates nominated as set forth in this Section shall be eligible for election. At the Annual Meeting only voting members of the Council shall be entitled to vote.

Section 3. A quorum shall consist of a majority of the voting members of the Council. At any meeting at which a quorum is present, all acts, questions and business that may come before the meeting shall be determined by a majority of votes cast by the voting members present at the meeting, unless the vote of a greater number is required by this document. Meetings of the Council may be held in person, through any communications equipment if all persons participating can hear each other, or a combination thereof. Any action required or permitted to be taken at a meeting of the Council may be taken without a meeting if approved in writing, which shall include by email, facsimile, or similar means, by the number of members required to take the action.

Section 4. Notice of the Annual Meeting shall be given by a publication in a newspaper or newspapers of general circulation within the Jewish community of Cincinnati or by any other method designated by the President for this purpose, not less than ten days nor more than sixty days before the date of the meeting. The notice shall contain the names of the nominees to the Council and the Officers of the Council.

## **Article V – Committees**

Section 1. The Executive Committee shall be comprised of all of the officers, with vote, and the JCRC Director, without vote. The Executive Committee shall carry on the affairs of the Council, shall exercise the authority of the Council between meetings of the Council, and is empowered to act on behalf of the Council. A quorum of the Executive Committee shall consist of a majority of its voting members. At any meeting at which a quorum is present, all acts, questions and business that may come before the meeting shall be determined by a majority of votes cast by the voting members present at the meeting.

Section 2. The JCRC Nominating Committee shall recommend to the Council persons for such vacancies as may occur in its membership. The committee shall be appointed by the Immediate Past President in consultation with the President and the Director, and with the Executive Vice President if one is then serving, and shall consist of no more than five (5) persons, three of whom shall be, and two (2) of whom shall not be, members of the Council. No member of the JCRC Nominating Committee who is not already a member of the Council shall be eligible for current nomination by the JCRC Nominating Committee. The Immediate Past President of the Council shall act as chairperson of the committee. If the Immediate Past President cannot act in that role, the Penultimate President or his or her predecessor shall be asked to serve instead. To the extent feasible and consistent with the other criteria for selection, the composition of the individuals to be nominated as Council members, together with continuing Council members, is expected to be reflective of the significant viewpoints within the Cincinnati Jewish Community and to attempt to maintain a balance among differing perspectives of the Council. The JCRC Nominating Committee is also expected to consider (i) demographic, national origin, geographic, and denominational diversity, (ii) representation from various agencies/advocacy organizations, and (iii) content expertise connecting to JCRC work and values.

Section 3. The Officers Nominating Committee shall recommend to the Council persons for election as officers of the Council. The committee shall consist of the President, Immediate Past President and Penultimate President. The Immediate Past President of the Council shall act as chairperson of the committee. If the Immediate Past President cannot act in that role, the Penultimate President or his or her predecessor shall be asked to serve instead. Maintenance of a balance among differing perspectives among the officers should be an objective of the committee.

Section 4. In addition to the committees whose duties and composition are described in this document, the President may create standing or ad hoc committees or task forces as the President may deem appropriate, with membership, authority, and duties as the President may deem necessary or advisable in conducting the activities and affairs of the JCRC. Except as otherwise specified in this document or determined by the Council, the President shall appoint the chair of each committee, and the chair of each committee shall appoint the members of that committee. Unless specified to the contrary in this document, committees may include individuals who are Council members as well as individuals who are not Council members.

Section 5. Meetings of any committee may be held in person, through any communications equipment if all persons participating can hear each other, or a combination thereof. Any action required or permitted to be taken at a committee meeting may be taken without a meeting if approved in writing, which shall include by email, facsimile, or similar means, by the number of committee members required to take the action.

## **Article VI – Officers and Election of Officers**

Section 1. The Council shall elect the following officers from among the elected members of the Council:

- a. A President, who shall serve a term of two years, and who shall be eligible for re-election to that office for a term of one year;
- b. up to three (3) Vice-Presidents, each of whom shall serve a term of two years, and may serve a total of up to three terms in that office; and
- c. In the final year of the President's term, an Executive Vice President from among the Vice-Presidents referred to in Section VI.1.b above, to serve as President-elect, who shall serve a term of one year;

In addition, the Immediate Past President and the Penultimate President shall be officers ex-officio.

Section 2. The election of officers shall take place at the meeting of the Council immediately preceding the Annual Meeting. As part of the notice to the Council

members of the regular meeting of the Council that immediately precedes the Annual Meeting, the Officers Nominating Committee will submit its report recommending the nominees to be presented for election as elected officers. Only individuals nominated by the Officers Nominating Committee shall be eligible for appointment as officers.

Section 3. Any vacancy that may occur as a result of an officer's death, resignation, removal or otherwise, shall be filled for the unexpired term by appointment by the Council (or, if the vacancy is the office of the President and there is an Executive Vice President then serving, by the Executive Vice President). Any officer can be removed from office by a vote of not less than two-thirds of the total number of voting members of the Council; provided, however, that notice thereof shall be sent, in writing or in electronic form, to all members not less than seven days prior to the meeting at which such action is to be taken. If the officer subject to the vote for removal is a voting member of the Council, he or she shall not vote regarding his or her removal, but shall be considered in the determination of a quorum.

Section 3. In case of the absence of any officer, the Council may delegate the powers and duties of that officer to any other officer or to any Council member. An officer's absence, regardless of the reason, does not prevent the Council from removing the officer from office.

#### **Article VII– Director**

The Director shall be an employee of the Federation. The JCRC and the Federation shall work together in identifying and hiring a Director. The Director shall report to the officers and Council of the JCRC, as well as to the Chief Executive Officer of the Federation, and shall serve at the pleasure of the Chief Executive Officer of the Federation. The Director shall serve as a member of the Council, the Executive Committee, and all committees and task forces of the JCRC, without vote.

#### **Article VIII– Amendments**

Amendments to this document or parts thereof may be made by the vote of not less than a majority of the voting members of the Council present at a meeting at which a quorum is present; provided, however, that notice thereof shall be sent, in writing or in electronic form, to all members not less than two (2) weeks prior to the meeting at which such action is to be taken.