



**THE JEWISH FEDERATION OF GREATER ORANGE COUNTY, INC.
BY-LAWS**

ARTICLE I

NAME, PURPOSES & OFFICES

1. The name of this corporation is JEWISH FEDERATION OF GREATER ORANGE COUNTY, INC.
2. The purposes and objects of this organization shall be:
 - a. To conduct regularly planned federated fundraising campaigns among the Community in or about Newburgh, Middletown, Walden and such other Orange County communities as are accepted to become affiliated with the corporation by a majority vote of the members at an annual meeting, on behalf of local and non-local beneficiaries engaged in health, social welfare, education and cultural programs and services.
 - b. To receive by gift, bequest or otherwise, funds, real estate, or personality, and to hold the same in trust or otherwise, and to distribute these proceeds as it deems best to promote the health, social welfare, education and cultural programs of the Jewish community.
 - c. To participate with national and local Jewish communal organizations in coordinating, supporting and planning for the health, welfare, culture, education and protection of Jewish people anywhere in the world.
 - d. To study, plan, develop and coordinate local Jewish health, social welfare, education and other necessary programs and services in cooperation with all local Jewish service agencies and institutions.
 - e. To take positive steps to encourage dignified and effective programs of fund raising by Jewish organizations, agencies and institutions to avoid duplication of effort, conflict of interest and indiscriminate solicitation.
 - f. To represent the local Jewish community in the social welfare activities of the general community, private or governmental, and to cooperate with the United Fund, Community Council and other communal coordinating and planning agencies.
 - g. Pursuant to the foregoing, the organization shall not engage in any activities, which would result in the loss of its status as a tax-exempt organization.
3. The principal offices of the corporation shall be in the City of Newburgh and/or City of Middletown, Orange County, New York. The corporation may also have offices at such other places as the Board of Trustees may from time to time appoint or the purposes of the corporation may require.

ARTICLE II

MEMBERS, MEETINGS, AND QUORUMS

1. Membership - Anyone over the age of 18 who shall contribute a minimum of \$36 to the current year's Federation campaign, and is in good standing, shall be a member of the Federation and entitled to one vote in any election or other matter which may be submitted to a vote of the membership. The Board of Trustees shall decide all questions of the status of membership conclusively.

A member in good standing is one who has made a pledge to the current fund raising campaign of the Federation, and who is not in arrears on pledges made prior to the current year.

Only a member in good standing shall be eligible to serve as a Trustee, officer or committee member of the Federation or to vote at Federation meetings.

Any member may be expelled by the affirmative vote of two-thirds of the Trustees in attendance at any regular or special meeting.

2. Meetings - The annual meeting of the members of the corporation shall be held at the principal office of the corporation or at such other place as the Trustees shall designate, on a Sunday in May or June designated by the Board of Trustees in each year, for the purpose of electing Trustees and Officers and for the transaction of such other business as may properly come before the meeting. Notice of the time, place and purpose of the annual meeting shall be served by mail, not less than 10 nor more than 60 days before the meeting, upon each person who appears upon the books of the corporation as a member, and if mailed, such notice shall be directed to the member at his address as it appears on the books of the corporation.
3. Special Meetings - Special Meetings of the members, other than those regulated by statute, may be called at any time by the President or First vice-president or by two (2) trustees, and must be called by the President or Secretary on receipt of the written request of one-tenth of the members of the corporation.
4. Notice of Special Meeting - Notice of a special meeting stating the time, place and purpose shall be served by mail upon each member residing within the United States not less than 5 nor more than 30 days before said meeting, and if mailed, such notice shall be directed to each member at his address as it appears on the books and records of the corporation.
5. Quorum –
 - a. Following the Annual Membership meeting to be held in the year 2021, the number of seats on the Board with full participatory rights including voting shall be fixed at twenty one (21).
 - b. Whenever as set forth in these By-laws there shall be required a vote of the general membership, the required minimum number of members in good standing attending a membership meeting to conduct business shall be no less than seventy five (75); and the

number of votes required to approve any item of business thereat unless otherwise provided for in these By-laws shall be a simple majority of those members in good standing in attendance and eligible to vote thereupon.

- c. Whenever as provided in these By-laws the Board of Trustees shall meet to conduct the business of the organization, the minimum number of members of the Board with full participatory rights including voting required to be in attendance at any such meeting to transact the business of the organization shall be no fewer than eleven (11) of the twenty one seats whether filled or unfilled. At such meetings the minimum number of affirmative votes to approve any item of business, unless otherwise specified in these By-laws, shall be a simple majority of those in attendance and eligible to vote thereupon but in no case shall any item of business be deemed to have been approved with fewer than eight (8) affirmative votes, except and provided for in this Section and in these By-laws.
 - d. The following items of business which shall come before the Board of Trustees at a regular or special meeting called for such purpose among others shall require the affirmative vote of a super-majority of the number of seats on the Board whether filled or unfilled of at least fourteen (14) votes:
 - i. To incur debt or debts totaling \$5,000.00 or more in any given transaction;
 - ii. To purchase or sell real property whether improved or unimproved;
 - iii. To amend the By-laws;
 - iv. To enter into contracts for goods or services with a value of \$10,000.00 or more in any one transaction;
 - v. To expel a member of the Board and/or other officer of the organization for cause or for conduct deemed detrimental to the organization.
6. Voting - At every meeting of members, each member shall be entitled to vote in person. Each member of the corporation shall be entitled to one vote. All elections shall be had, and all questions decided by majority vote of the persons present.
7. Waiver of Notice - Whenever, under the provisions of any law or under the provisions of the Certificate of Incorporation or By-laws of this corporation, the corporation or the Board of Trustees, or any committee thereof is authorized to take any action after notice to the members of the corporation, or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action be completed, such requirements be waived in writing or by the person or persons entitled to such notice, or by ratification vote of the membership, or by his attorney.

ARTICLE III

TRUSTEES

Section 1. Wherever used in this By-law, unless otherwise specified, references to the Board or to any seat thereon or member thereof, shall be understood to refer to the Board of Trustees of the Jewish Federation of Greater Orange County, its Board of Trustees and the officers thereof.

The Board of Trustees and the seats thereon shall be considered to be comprised of 3 distinct groups, each serving a term of 3 years.

a. Group ONE - OFFICERS:

President

1st Vice President

2nd Vice President

Treasurer

Secretary

a.i. These officers shall comprise five (5) seats on the Board. In conjunction with 2 Trustee seats, this group shall be classified as Group ONE, with full participatory rights including voting.

There shall be no distinction for the purposes of this By-law between any one individual and any of the other incumbents holding said seats, which are classified for the purposes of this By-law according to the terms of office and the expiration date thereof applicable to each of said seats as set forth in the By-laws heretofore in effect.

b. There shall be a total of eleven (11) seats on the Board which are herein classified as Group TWO for identification as set forth herein, which shall continue to be established seats on the Board with full participatory rights including voting.

c. For the purposes of this By-law there shall be twelve (12) seats on the Board of Trustees which shall be considered as comprising Group THREE. Within the group of persons holding said seats comprising Group THREE there shall be no distinction for the purposes of this By-law between any one individual and any of the other incumbents holding said seats as to their status and authority, which are classified for the purposes of this By-law according to the terms of office and the expiration date thereof applicable to each of said seats as set forth in the By-laws heretofore in effect.

Section 4. ELECTIONS; TERMS OF OFFICE; STAGGERED TERMS

- a. The number of seats on the Board of Trustees with full participatory rights including voting shall be twenty one (21) as described therein.
- b. There shall be in each year at the Annual Membership meeting to be held in each year an election of seven out of the total of twenty one seats on the Board of Trustees and that persons

so elected shall serve terms on the Board of three years each, thus creating a system of so-called staggered elections by which seven out of the total of twenty one total seats on the Board are elected each year.

- c. It is also the purpose of this By-law that the five officers of the organization holding the offices of the organization as listed and identified herein and by virtue thereof holding the seats on the Board shall hold such specified offices and seats on the board for terms of three years each. Should an officer holding a specified seat be elected to a different office, such election to such new seat shall be considered for the purposes of this By-law including but not limited to this Section to have commenced a new and separate term of office for said new office and Board seat, and the term of office of said previously-held office and Board seat shall not be considered cumulative with the new term of office for said new office and seat.

Section 5. TERM LIMITS

Persons elected to serve as Trustees including but not limited to the officers of the organization shall serve no more than three (3) consecutive terms of three years each, nor more than one hundred eight (108) consecutive months, whichever is longer, at the end of which period said seat shall be considered to have become vacant and may be filled as provided for under these By-laws via the election process at the Annual Membership meeting as provided for under these By-laws. Thenceforth such persons shall not be eligible to serve again as an officer in any particular specified office of the organization or as a member of the Board of Trustees with full participatory rights including voting for a minimum period of one full term of three years, except if such person shall be elected or appointed to fill the term of an office different than the office previously held by such person for the preceding three terms.

Section 6. JEWISH CLERGY

Whenever possible and in compliance and in keeping with the other terms and conditions hereof, the Board and the membership of the organization in their sole discretion shall endeavor to include as a member of the Board of Trustees with full participatory rights including voting such member or members of the Jewish clergy serving the Jewish population of the Greater Orange County region as they may deem appropriate from time to time.

Section 7. CONTINUING AUTHORITY; COMMITTEES

Nothing herein shall be deemed to mean that any such persons whose seats as an officer and/or member of the Board shall have expired by virtue of this Section of the By-laws providing for term limits shall be in any manner precluded from serving as a member of any committee of the organization with full participatory rights including voting on such committee(s) at any time.

Section 8. HONORARY TRUSTEES; FEDERATION-AFFILIATED ENTITIES

- a. There is hereby created a new category of members of the Board of Trustees which members shall hereinafter be denominated Honorary Trustees. Honorary Trustees shall be appointed by the Board by simple majority vote of all seats on the Board whether filled or unfilled who are present and eligible to vote thereupon and as further provided for herein. No person may serve as an officer or member of the Board with full participatory rights including voting and as an Honorary Trustee at the same time. Honorary Trustees shall be appointed by the Board as provided for herein at a regular or special meeting of the Board called for that purpose among others. Honorary Trustees shall serve at the pleasure of the Board of Trustees at its sole discretion from time to time; and may be removed from the office of Honorary Trustee at its sole discretion for any reason or for no reason except that such removal shall be deemed by the Board to be in the best interests of the organization and such finding and the reasons therefore shall be recorded in the minutes of the organization. There shall be no limit on the number of Honorary Trustees serving as such at any given time, except as may otherwise be provided for in these By-laws.
- b. Honorary Trustees shall be entitled to receive notice of all Board meetings and of all committees upon which they serve as provided for in these By-laws; to attend and to participate in all meetings of the Board and such committees, except that Honorary Trustees shall not have voting rights at such Board meetings and shall not have the right to be present at executive sessions of the Board nor shall they have the right to have access to protected, confidential, proprietary or sensitive information nor the right to attend any meeting or session therefor at which such information may be discussed or disseminated.
- c. As of the date of the adoption of this By-law, the following persons shall be recognized as having been and are deemed to be Honorary Trustees, until such time as they resign or their membership lapses or their entitlement to such office expires for any reason pursuant to these By-laws:
 - i. Cantor Nava Herzog
 - ii. Rabbi Rebecca Shinder
 - iii. Dr. Joseph Birnbaum
 - iv. Mona Rieger
 - v. Marsha Sobel
 - vi. Jonah Mandelbaum
 - vii. Connie Littman
 - viii. David Rider
 - ix. All persons who have served previously as President of the organization unless such person(s) shall have been removed from office and/or from membership in the organization for cause relating to such person's actions deemed detrimental to the organization and its purposes.

- d. i. Nominations of persons for consideration for designation by the Board as Honorary Trustees may be received from any Federation-affiliated established congregation or synagogue in the Greater Orange County area; or from any member of the Board occupying a seat with full participatory rights including voting; or from a member or group of members of the organization in good standing; or from any Federation-affiliated, established and recognized organization of the Jewish clergy and/or Jewish population of the Greater Orange County area. Nominations may be submitted in writing setting forth the identity of such nominee and a description of why such nominee is worthy and deserving of such nomination and designation; and/or by the appearance before the Board of such nominator and nominee whereby such information is provided to and made available to the Board for its consideration.
- d. ii. For the purposes of these By-laws, the term "Federation-affiliated" shall mean one of the following entities herein below listed, and/or any other organization, congregation, synagogue or other Jewish entity which shall be designated as such by the Board in its sole discretion by the simple affirmative majority vote of the members who are present and eligible to vote thereupon of the Board of Trustees at a meeting to be held for such purposes among others, except in no case shall such designation be approved with fewer than at least eight (8) affirmative votes.

Temple Sinai, Middletown
Congregation Agudas Israel, Newburgh
Temple Beth Jacob, Newburgh
Temple Beth Shalom, Florida
Temple Beth El, The Monroe Temple of Liberal Judaism, Monroe
Congregation Beth Hillel, The Walden Jewish Community Center, Walden
Congregation B'nai Torah, Greenwood Lake Jewish Community Center, Greenwood Lake
Congregation Eitz Chaim, Monroe

- d. iii. In holding such vote the Board shall consider among other criteria the following:
Whether and to what extent the nominated entity under consideration for designation as "Federation-affiliated" adheres to and commits to honoring, upholding and implementing the following principles:
- Adherence to and support of the goals, purposes, principles, and operations of the Jewish Federation of Greater Orange County; and
 - Acceptance of the spiritual integrity and dignity of every other synagogue and Jewish organization and congregation including those specifically designated herein and/or by the Board as "Federation-affiliated";
 - A demonstrated willingness and effort to cooperate with every other synagogue and Jewish congregation and Jewish organization designated as "Federation-affiliated" while maintaining respect for the right and freedom of such other synagogues, Jewish organizations and congregations to worship and to otherwise express their Judaism independently and in their own manner as they may choose;

- A demonstrated willingness and effort to embrace, celebrate and preserve the right of all persons to enjoy and express fundamental Jewish and American values of freedom of expression, freedom of association and freedom of religion among others, within the greater framework of our society and which is supportive and respectful of the needs, culture and integrity of all Jewish persons and of all Jewish synagogues, organizations and congregations in the Greater Orange County area.
- d. iv. Honorary Trustees are not required to comply with the requirements of membership of the organization or Board regarding term limits and attendance at meetings; however they are required to satisfy and comply with requirements applicable to officers, Board members and members of the organization regarding loyalty to and active support of the organization and its purposes and goals including but not limited to providing and maintaining a level of giving to the Annual Campaign commensurate with a level of leadership gifts, except where otherwise provided by the Board.
 - e. Nothing herein shall be deemed to preclude Honorary Trustees from serving as full, active participatory members with full voting and other rights as provided in these By-laws on any committee of the organization.
 - f. In the event that a person occupying a seat on the Board as an Honorary Trustee shall have been elected or appointed to a seat on the Board of Trustees and/or as an officer of the organization with full participatory rights including voting, such person(s) shall be deemed to be full members of the Board and the seat formerly occupied by such person(s) as an Honorary Trustee shall be deemed to have become vacant as of the date such person(s) shall have been elected or appointed to such full Board seat.

Section 9. KLEI KODESH TRUSTEE

- a. Notwithstanding any other provisions in these By-laws to the contrary and as more fully specified herein, there is hereby established a seat on the Board of Trustees designated herein as the "KLEI KODESH TRUSTEE", with the following authority, duties, status and limitations as hereinafter set forth in this Section.
- b. The Klei Kodesh trustee shall constitute a twenty-second (22nd) seat on the Board.
- c. For the purposes of these By-laws, the Klei Kodesh Trusteeship shall not be included in Groups ONE, TWO or THREE as described hereinabove in other sections hereof.
- d. For the purposes of these By-laws, "Klei Kodesh" shall be defined to mean a group of rabbis and/or Jewish clergy who regularly serve any of the synagogues, congregations and/or entities listed and defined herein as "Federation-affiliated" in section d.ii. of Section 8 hereof and who adhere to the principles and goals set forth in Section d.iii. hereof, including but not limited to the active support of the purposes and goals of the Federation.

- e. The authorized representative of Klei Kodesh shall provide a list of the Jewish clergy comprising the full membership of Klei Kodesh to the Secretary and to the Executive Director of the Federation, such list to be kept current at all times. No person shall be allowed to serve on the Board as the Klei Kodesh Trustee whose name shall not have been so listed and provided to the Federation as required herein.
- f.
 - i. By majority vote of all members of Klei Kodesh, one member of Klei Kodesh shall be designated as the person holding said Klei Kodesh seat as Trustee on the Board. The person so designated shall be identified by name and by affiliation with a Federation-affiliated entity to the Secretary and to the Executive Director of the Federation. No person not so qualified and designated shall serve as a Trustee and if no person is so qualified and/or designated then such seat shall be considered vacant. The person designated to serve as the Klei Kodesh Trustee shall endeavor to serve as such for no less than at least one full calendar year as same may be reasonably possible.
 - ii. No person shall serve as Honorary Trustee and as a member of the Board with participatory rights including voting at the same time, including that this provision shall apply to the person holding said Klei Kodesh seat. If a person currently designated as an Honorary Trustee shall be appointed as the Klei Kodesh Trustee, that person's seat as an Honorary Trustee shall be then considered to have become vacant and said person shall have no right to automatically resume their seat as Honorary Trustee after their service as a Trustee terminates. A vacant Honorary Trustee seat thus created may be filled by the Board at any future time as the Board may deem appropriate in its sole discretion.
- g. The provisions of these By-laws pertaining to term limits, staggered elections, terms of office, and manner of election and/or appointment of Trustees to the Board shall not apply to the Klei Kodesh Trustee. Instead the Klei Kodesh Trustee shall be nominated by the simple majority vote of the Klei Kodesh membership as described herein and notice of such nomination shall be provided in writing by the authorized representative of Klei Kodesh in writing to the Secretary and to the Executive Director of the Federation, who shall make such nomination known to the entire membership of the Board and of the organization. Thereafter said Klei Kodesh Trustee shall serve on the Board for as long as the majority of the members of the Klei Kodesh shall designate such person as such Klei Kodesh Trustee and as long as such person shall remain eligible to serve as such pursuant to the terms and conditions set forth in these By-laws.
- h. The Klei Kodesh Trustee shall not be eligible to serve as an officer of the Federation.
- i. The Klei Kodesh Trustee is eligible to serve as a full member with all participatory rights including voting on any committee(s) to which he or she is appointed as set forth in these By-laws.
- j. The Klei Kodesh Trustee shall receive notice of all meetings of the Board and shall be entitled to attend all Board meetings and to participate thereat including voting except as otherwise

provided for herein; however the Klei Kodesh Trustee shall not have the right to attend any executive sessions of the Board nor shall said Klei Kodesh Trustee have access to any information, records or materials which contain information which is discussed in executive session and/or which contains protected, confidential, private, sensitive or proprietary information; nor shall the Klei Kodesh Trustee have the right to vote upon any item of business which was discussed in material part in executive session or which depends in material part upon matters described herein as protected, confidential, private, sensitive or proprietary.

- k. The Klei Kodesh Trustee shall not be required to comply with the requirements applicable to other Trustees and members of the organization pertaining to attendance, or pertaining to a leadership or other level of giving to the Federation. Such requirements and their applicability may be amended from time to time by the Board in its sole discretion, concerning which the Klei Kodesh Trustee shall not have a vote.
- l. Whenever in these By-laws there shall be required a minimum number of Trustees present at a meeting of the Board to conduct the business of the organization, the absence of the Klei Kodesh Trustee shall not prevent the conduct of business at any such meeting if the attendance of other Trustees satisfies said requirements.
- m. Whenever in these By-laws there shall be required a minimum number of affirmative votes to approve an item of business by a simple majority of Trustees in attendance and eligible to vote thereupon, the affirmative vote of the Klei Kodesh Trustee shall be counted as such and shall be considered as an affirmative vote pertaining to same in the same manner as other affirmative votes cast by other Trustees in attendance and eligible to vote thereupon.
- n. Whenever in these By-laws there shall be required the affirmative vote of a super-majority of the number of seats on the Board of Trustees whether filled or unfilled to approve any item of business so requiring such super-majority vote for approval of same, the Klei Kodesh Trustee shall be entitled to vote thereupon, however; the vote of said Klei Kodesh Trustee in and of and by itself as one vote shall not be sufficient to satisfy such super-majority requirement if such super-majority requirement cannot be satisfied otherwise by the other votes of the Trustees. Said super-majority requirement shall be satisfied if there be an affirmative vote of such super-majority of the seats on the Board whether filled or unfilled of Trustees present and eligible to vote thereupon not counting the Klei Kodesh Trustee's vote.
- o. The Board of Trustees shall have the right to amend the By-laws in the manner and as set forth and described in these By-laws at any time and in its sole discretion, including as it shall deem expedient and in the best interests of the Federation.

Section 10. FILLING VACANCIES

- a. Any vacancy on the Board of Trustees occurring other than by the expiration of the term of office for any such seat which shall be filled at the next election held at the Annual Membership meeting, shall be filled as follows:
 - i. By the affirmative vote in favor of a candidate to fill such vacancy by a simple majority of the total number of seats on the Board whether filled or unfilled at a meeting of the Board held for that purpose among others.
 - ii. Following such election by the Board to fill such vacancy, the person so elected to fill such seat shall serve therein until the next Annual Membership meeting at which the general membership shall vote to elect an eligible person to serve out the remainder of the term for such seat if any; and following the completion of said term at the next Annual Membership meeting an eligible person shall be elected by the membership of the organization to serve in such seat for the new term of office applicable thereto.

ARTICLE IV

OFFICERS

- a. Number - The officers of the corporation shall be the President, First and Second Vice-Presidents, Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with these by-laws as may be appointed and determined by the Board of Trustees.
- b. Officers shall be elected, and/or appointed, and shall serve such terms, exercise such authority, and carry out such duties and responsibilities as are set forth in these By-laws.
- c. Duties - The Board of Trustees, pursuant to Section 519 of the Not-For-Profit Corporation Law, shall present at the annual meeting of members a report verified by the president and treasurer or by a majority of the Trustees, showing in appropriate detail the following:
 - i. The assets and liabilities, including the trust funds of the corporation as of the end of the fiscal year immediately preceding the annual meeting and updated through at least 4 months prior to such meeting;
 - ii. The principal changes in assets and liabilities, including trust funds during the year immediately preceding the date of the report;
 - iii. The revenue or receipts of the corporation both unrestricted and restricted to particular purposes for the year immediately preceding the date of the report;

- iv. The expenses or disbursements of the corporation for both general and restricted purposes during the year immediately preceding the date of the report;
- v. The number of members of the corporation as of the date of the report, together with a statement of increase or decrease of such during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

The annual report of the Trustees shall be filed with the records of the corporation and an abstract thereof entered in the minutes of the proceedings of the annual meeting of members.

- d. President - The President shall preside at all meetings of members and of the Board of Trustees. He shall have and exercise general charge and supervision of the affairs of the corporation and shall perform such other duties as may be assigned to him by the Board of Trustees.
- e. First and Second Vice-Presidents - At the request of the President, or in the event of his absence, or disability, the First Vice-President shall perform the duties and possess and exercise the powers of the President. At the request of the President, or in the event of the absence or disability of the President and First Vice-President, the Second Vice-President shall perform the duties and possess and exercise the powers of the President. The First Vice-President shall serve as Chairman of the Campaign Committee.
- f. Secretary - The Secretary shall have charge of such books, documents and papers as the Board of Trustees may determine. He shall attend and keep the minutes of all meetings of the Board of Trustees and members of the corporation. He shall keep a record containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and such books shall be open for inspection as prescribed by law. He may sign with the President or Vice-President in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Trustees. He shall, in general, perform all the duties incident to the office of Secretary subject to the control of the Board of Trustees.
- g. Treasurer - The Treasurer shall have the custody of all funds, properties and securities of the corporation subject to such regulations as may be imposed by the Board of Trustees. He may be required to give bond for the faithful performance of his duties in such sum and with such sureties as the Board of Trustees may require. When necessary or proper, he may endorse on behalf of the corporation for collection, checks, notes and other obligations, and he shall deposit the same to the credit of the corporation in such bank or banks as the Board of Trustees may designate. He shall sign all receipts and vouchers and together with such other officer or officers, if any, as shall be designated by the Board of Trustees, he shall sign all checks of the corporation. He shall make such payments, as may be necessary or proper to be made on behalf of the corporation. He shall enter regularly on the books of the corporation, to be kept by him for the purpose, full and accurate account of all monies and obligations received and

paid or incurred by him for or on account of the corporation, and he shall exhibit such books at all reasonable times to any Trustee or member on application at the offices of the corporation.

- h. Removal - Any officer may be removed from office by the affirmative vote of two-thirds of all the Trustees at any regular or special meeting called for that purpose for nonfeasance, malfeasance or misfeasance, for conduct detrimental to the interest of the corporation, for lack of sympathy with his objects or for refusal to render reasonable assistance in carrying out its purposes.

ARTICLE V

COMMITTEES

- a. Standing Committees - The standing committees of the Federation shall consist of the Executive Committee, Allocations Committee, Community Relations Council (hereafter "CRC"), Endowment Committee, Campaign Committee, and Nominating Committee. The President shall appoint all members of standing committees. The President shall also create such ad hoc or special committees as are necessary or advisable for the conduct of the affairs of the Federation. The President shall appoint all members of the Executive Committee except for one member who will be selected by the Board.
- b. Executive Committee - The Executive Committee shall be composed of not less than 7 nor more than 10 Trustees and/or officers consisting of 5 officers, one Board designate, and up to 4 presidential designates. The Executive Committee shall have and exercise all powers and authority of the Board of Trustees in emergencies or when the President deems it impractical to call a Special Meeting of the Board of Trustees, provided, however, that all actions of the Executive Committee shall be subject to approval or ratification by the Board of Trustees. This committee shall also prepare an annual operating budget of the Federation for presentation to the Allocations Committee and shall prepare and present regular fiscal reports at Board meetings and cause a certified audit of the Federation at least once a year, and shall develop a collections program on pledges outstanding and shall handle cancellations and settlements of delinquent accounts in line with policies and procedures established by the Board of Trustees. It shall establish and maintain policies and procedures for the receipt and disposal of gifts in kind to the Federation through the annual campaign as well as from other sources in line with directives from the Board of Trustees. This committee shall establish and enforce all administrative policies of the Federation, including, without limitation, personnel policies with respect to staff and policies regarding use of the Federation mailing list, mailing permit and other facilities.
- c. Allocations Committee - This committee shall study the needs and budgets of beneficiary and constituent agencies and applicants and present its recommendations to the Board of Trustees. This committee shall also function on a continuing basis to study community needs in the fields of health, education and welfare and shall seek improved ways of meeting community needs

and shall report directly to the Board of Trustees with respect to those matters. All requests to become a recipient agency shall first be studied by this committee, and its recommendations shall be made to the Board of Trustees. This committee shall be composed of members, of which at least one-half shall be the Trustees of the Federation.

- d. Community Relations Council - The President of the Federation shall appoint up to 21 members of the Community Relations Council, attempting to have representation from as many functioning Jewish agencies, organizations and synagogues within the county. Members of the CRC shall be members of the Federation. The President shall designate the Chair person.

The objective of the CRC shall be to preserve the civil rights of the Jewish community of Orange County and to promote its interests in relation to the community-at-large. Areas of specific concern in which the CRC will be involved: Israel, International Jewry, Church-State, and Social Legislation, local and national issues of religious, racial, or social injustice.

The CRC shall prepare and submit to the Federation an annual recommended operating budget to be approved by the Board of Trustees of the Jewish Federation.

- e. Harold Levine Endowment Committee - The Endowment Committee shall consist of at least six but not more than 15 members who shall be appointed by the President of the Federation and approved by majority vote of the Federation Board of Trustees at a duly constituted meeting. Members of the Endowment Committee shall serve for such terms and have such officers as provided by the Procedures for Establishment, Management and Distribution of Endowment Funds as modified from time to time by the Board of Trustees of the Federation.

The purposes of the Endowment Committee shall be to encourage the establishment of endowment funds to provide resources to supplement and extend the programs and interests of the Federation in serving its charitable, cultural, religious and educational purposes, and to oversee such funds when established.

ARTICLE VI

BENEFICIARY AGENCIES

- a. A beneficiary agency is one that receives money from the campaign conducted by the Federation.
- b. Any organization, agency or institution seeking inclusion in the annual Federation campaign for the first time must file such a request with the Federation in writing, not later than October 31 of the year preceding the campaign in which it seeks to be included as a beneficiary.
- c. The Board of Trustees shall annually approve any allocations, which are made to Beneficiary Agencies by the Federation.
- d. Each local Beneficiary Agency shall indicate on its official stationery, bulletins and whenever possible, that it is a recipient of funds from the Jewish Federation of Greater Orange County, Inc.

- e. Unallocated funds remaining at the end of the fiscal year during which said funds were to be otherwise allocated may be allocated by a simple majority vote of the Board. Such funds may, at the discretion of the Board, be allocated into a reserve fund or into the general fund balance as the Board may deem appropriate. Any such funds allocated into a reserve fund may be carried over into the next fiscal year and allocated to said reserve fund for disbursement in the next fiscal year for such purposes as the Board may specify in a resolution or motion made for such purpose when said unallocated funds are initially allocated. The Board may, in its discretion, continue to hold over such unallocated or unspent funds for disbursement in future years by adoption of a similar resolution or motion at a meeting called for such purpose, among others.

ARTICLE VII

AMENDMENTS

Any provision of these by-laws relating to the definitions, eligibility, qualification and powers of the membership may be amended only by the membership at the annual meeting by an affirmative vote of the majority of the members present. All other provisions of these by-laws may be amended by an affirmative vote of two-thirds of the Board of Trustees present and voting at a meeting of the Board called for that purpose among others. Notice of time, place and purpose of such meeting shall be given in accordance with the notice provisions of Articles II and III.

ARTICLE VIII

EXEMPT ACTIVITIES

Notwithstanding any other provision, by these by-laws, no member, Trustee, officer, employee, or representative of the organization shall take any action or carry on any activity by or on behalf of the organization not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or they may hereafter be amended.

ARTICLE IX

DISSOLUTION

In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to such organizations as shall qualify under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or, to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this corporation was formed.

ARTICLE X

MISCELLANEOUS

Section 1. TERMINOLOGY

All references in these By-laws using the masculine or feminine or the singular or plural shall be deemed to include any other such terms as the sense and usage thereof shall require.

Section 2. DEFINITIONS – “ONE YEAR”

Whenever in these By-laws the term “one year” is used, particularly but not exclusively with reference to terms of office of Trustees and/or officers and the election to such offices and the expiration of the terms thereof, unless otherwise specified, such term shall mean the period of time elapsing between one Annual Membership meeting to be held in May or June of each year and the next succeeding Annual Membership meeting, whether or not said period of time equals exactly 365 days or not. The purpose of this By-law is to ensure that no seat on the Board or office is unoccupied for any period of time between elections or is occupied by two persons at the same time.

Section 3. HOLDING OVER

Notwithstanding any other provision of these By-laws to the contrary, persons holding seats on the Board with full participatory rights including voting and/or officers of the organization shall hold over and may continue to serve in such offices with full participatory rights including voting until they are properly replaced or until said seat or office becomes vacant by resignation, removal or otherwise under the provisions of these By-laws.

Section 4. NUNC PRO TUNC AND WAIVER

Whenever under the provisions of any law, rule or regulation or under the provisions of the Certificate of Incorporation of the organization or under these By-laws, the corporation and/or the Board of Trustees, or any officer, committee or subdivision thereof, is authorized to take any action after notice is given to the members and/or to other persons or entities entitled to notice thereof, or is or becomes authorized to take any action after the elapse of a specified period of time, such action may be taken without the issuance of such notice and/or in the absence of the elapse of such specified period of time, if at any time before or after such action be taken or completed, either such requirement(s) be waived in writing by the person(s) entitled to such notice; or if such action be later ratified by simple majority vote of the members or persons entitled to vote thereupon or who may be reasonable adversely affected thereby.

Section 5. PRESIDING OFFICERS; RULES OF ORDER AND PROCEDURE

The President and/or the presiding officer of any committee or his or her designee shall preside at all meetings; shall rule upon all motions and considerations of order and procedure subject to the two-thirds over-riding vote of the members in attendance and eligible to vote thereupon at such meeting; and shall have general charge and control over the order and procedure and conduct of business thereat. In the absence of any other set of rules of any provision therefor in these By-laws, Robert's Rules of Order, most recent edition, shall govern the procedure at such meeting(s).

Meetings may be held at the discretion of the President subject to or in accordance with Robert's Rules of Order. The President may appoint a parliamentarian to rule in such cases.

*By-laws amended September 26, 1985 by the Board of Trustees.

*By-laws amended June 7, 1987 by the Membership.

*By-laws amended May 31, 1992 by the Membership.

*By-laws amended May 28, 1998, by the Board of Trustees.

*By-laws amended June 7, 2009 by the Board of Trustees.

*By-laws updated May, 2016.

*By-laws amended June 10, 2018 by the Membership.

*By-laws redacted June 26, 2019.

*By-laws amended January 28, 2021 by the Board of Trustees

*By-laws amended October 23, 2025 by the Board of Trustee