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.

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 OF MEMBERS

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.

1. 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 - Twenty members in good standing shall con­stitute a quorum for the conduct and business at regular or special meetings of the Federation. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members present, in person or by proxy, without notice, other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which may have been transacted at the meeting as originally notified.

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. The vote for trustees, and upon demand of any member, the vote for any question before the meeting shall be by ballot. 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

1. Election - The business and affairs of the Federation shall be managed and controlled by a Board of Trustees who shall have staggered 2 year terms such that a different half of the Board shall be elected each year by the members to hold office until the second following annual meeting of the members or until the election and qualification of their respective success­ors, except as hereinafter otherwise provided for filling vacancies. At the initial such election under these by‑laws, the entire board shall be elected and shall draw lots such that one‑half have 2 year terms and one‑half have 1 year terms.
2. Number - The number of Trustees elected at large shall be an even number, not less than 22, nor more than 28, as determined by the Board of Trustees from time to time. Any newly created Board of Trustees seats shall be filled by election at the next succeeding Annual Meeting of the Federation, with all Board Members elected to fill the new seats drawing lots such that one‑half shall have one‑year terms, and the other half shall have two‑year terms. In addition, the officers and two immediate past presidents of the Federation shall serve as Trustees with vote. The Rabbis having pulpits in the affiliated communities shall also serve as Trustees with vote. The Board may, from time to time, designate Honorary Trustees with no more than one such appointment every two years; such Honorary Trustees shall not exceed four in number. Honorary Trustees shall serve with vote. The Board may also from time to time, designate Trustees for life. The number of such Life Trustees shall not exceed four in number. Life Trustees shall have no vote.
3. Removal – Any trustee may be removed from office by the affirmative vote of two-thirds of all 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.
4. Vacancies - Any vacancy in the Board of Trustees occurring during the year, including a vacancy created by an increase in the number of Trustees, may be filled until the annual meeting of members next succeeding, by the election and qualification of a successor by the Trustees then serving, by affirmative vote of the majority thereof. Any Trustee so elected by the Board of Trustees shall hold office until the next succeeding annual meeting of the members of the corporation, or until the election and qualifi­cation of his successor.
5. Annual Meeting - Immediately after the annual election, the newly elected Trustees may meet at the place of the annual meeting for the purpose of organization, and the transaction of other business, and if a quorum of the Trustees were then present, no prior notice of such meeting shall be required to be given. The place and time of such first meeting, may however, be fixed by written consent of all the Trustees.
6. Special Meetings - Special meetings of the Board of Trustees may be called by the President or First vice-president, and must be called by either of them on the written request of any member of the Board.
7. Notice of Meetings - Notice of all Trustees' meetings, except as herein otherwise provided, shall be given by mailing the same at least 3 days before, or by personal notice, at least 1 day before the meeting to the usual business or residence address of the Trustee, but such notice may be waived by any Trustee. Regular meetings of the Board of Trustees may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any Trustees' meeting.
8. Quorum - At all meetings of the Board of Trustees, one‑third of the Trustees then certified in all categories (then in office) shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Trustees present, at any meeting at which there is a quorum, shall be the act of the Board of Trustees, except as may be otherwise specifically provided by statute or by these by‑laws.
9. 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:

a. 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.

b. The principal changes in assets and liabilities, including trust funds during the year immediately preceding the date of the report.

c. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes for the year immediately proceeding the date of the report.

d. The expenses or disbursements of the corporation for both general and restricted purposes during the year immediately preceding the date of the report.

e. 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.

ARTICLE IV

OFFICERS

1. 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.
2. Election - Term of Office and Qualification - The members will elect bi-annually the president and the other named officers. They will hold office until the election and qualification of their respective successors, except as herein­after provided for filling vacancies.
3. Vacancies - In case any office of the corporation becomes vacant by death, resignation, retirement, disqualifi­cation or any other cause, the majority of the Trustees then in office, although less than a quorum, may elect an officer from among their members to fill such vacancy who shall serve and hold office until the annual meeting of members next succeeding, and until the election and qualification of a successor.
4. 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.
5. 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.
6. 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.
7. Treasurer - The Treasurer shall have the custody of all funds; the Board of Trustees may impose properties and securities of the corporation subject to such regulations as; 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 moneys 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.
8. 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

1. Standing Committees - The standing committees of the Federation shall consist of the Executive Committee, Allocations and Planning Committee, Community Relations Council (hereafter "CRC"), and Endowment. 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. The President shall also appoint the members of the Allocations and Planning Committee and the Chairperson of the CRC.

2. Executive Committee - The Executive Committee shall be composed of not less than 7 or more than 10 Trustees and/or officers consisting of 5 officers, one Board designate, and 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 and Planning 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.

3. Allocations and Planning 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.

4. Community Relations Council - The President of the Federation shall obtain two nominations from each functioning Jewish agency, organization, and synagogue within the Federation community; and up to ten representatives from the community‑at­-large, who shall be nominated by the Chairperson of the CRC and must be appointed by the Federation President; the immediate past‑chairman of the CRC and all officers of the Federation during their terms of office on an ex‑officio basis. All members of the CRC shall be members of the Federation.

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

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.

5. 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

1. A beneficiary agency is one that receives money from the campaign conducted by the Federation.

2. 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.

3. The Board of Trustees shall annually approve any allocations, which are made to Beneficiary Agencies by the Federation.

4. 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.

5. Unallocated funds remaining at year end shall be distributed in the following manner: forty percent (40 %) to JFNA or its successor organization, or to any other agency, institutions or organization, to be selected by a majority vote of the Federation, and whose purpose is to benefit the State of Israel and worldwide Jewry, and the remaining (sixty percent) (60%) shall be distributed to local Beneficiary Agencies and related initiatives, to be selected by a majority vote of the Federation Board.

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

Meetings shall be held subject to or in accordance with Robert's Rules of Orders.

\*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.