



## Jewish Women's Foundation of Berkshire County (JFW)

### **PROPOSED GOVERNANCE GUIDELINES - EXECUTIVE SUMMARY**

#### **Mission Statement**

**The mission of JWF is as follows:**

In the spirit of *tikkun olam*, the Jewish Women's Foundation of Berkshire County is dedicated to sharing Jewish values by meeting unmet needs in the community and supporting social action.

#### **Goals and Objectives of JWF Governance**

**Primary Goals and Objectives.** The primary goals and objectives of JWF governance as established by these Governance Guidelines are as follows:

1. Democratic processes and decision making,
2. Orderly succession of leadership, and
3. Transparency, inclusiveness, and flexibility.

#### **Fiscal Year**

The fiscal year of JWF will commence January 1 and end on December 31

#### **Purpose of JWF Governance Guidelines**

These Governance Guidelines are designed to ensure JWF's systematic functioning and successful growth. They are intended to be flexible to allow continued evolution, and may be changed upon the recommendation of the Executive Board of the JWF.

## INTRODUCTION

JWF is an unincorporated association formed to achieve the goals described above in a manner that does not compete with the mission of the Jewish Federation of the Berkshires.

JWF is established as a Donor Restricted Fund of the Federation and all of JWF's contributions and other funds will be maintained as a restricted fund.

## GOVERNANCE PROVISIONS

### I. Members: All Members have equal participation and voting rights.

#### A. Membership:

**Member commitment:** Foundation members contribute a membership of \$500 to the Foundation each year and are offered the opportunity to serve on an advisory committee that decides how the funds are distributed. Volunteer opportunities are also offered.

**B. Payments:** A Member must be current on her Member Commitment to continue as a Member. A Member will be deemed current if payment or pledge is made on or before August 20th of the applicable fiscal year.

**C. Rights of Current Members:** Current Members are entitled to:

1. attend all General meetings, Committee meetings, and JWF functions;
2. vote on all action items brought before the General Membership;
3. review information about JWF's mission, policies, grant cycle guidelines, and programs;
4. serve on Standing Committees and volunteer for special assignments.

**D. Encouraged Activities of Members:** All Members are encouraged to:

1. Consider a commitment to the Jewish Federation of the Berkshire's Annual Campaign;
2. make tribute gifts to JWF;
3. inform others about JWF;
4. help create community visibility for JWF, and attract new Members; and
5. work towards helping JWF accomplish its mission and goals.

## II. Meetings

- A. Each fiscal year, the JWF President(s) shall call:
  - 1. At least two (2) regular General Meetings, which shall be for the purpose of voting on grants recommended by the Grants Committee and for setting funding priorities; and
  - 2. At least two (2) Executive Board Meetings.
- B. Each year, the JWF President(s) may call additional special meetings of the General Membership as needed.
- C. Throughout the year, the Chairperson(s) of each Standing Committee and Ad Hoc Committee shall call a sufficient number of meetings to accomplish the tasks under the committee's purview.
- D. Meeting Notices for Membership meetings and Executive Board, Standing Committee, and Ad Hoc Committee meetings shall be mailed and/or emailed in advance of the meetings, giving Members as much advance notice as reasonably possible.

## III. Voting

- A. **JWF Actions:** Each Member may vote on all JWF Board actions by casting one vote per action item. Board actions shall be taken upon the vote of a simple majority of the Current Members present at a meeting. When possible, "Action Item Alerts" will be included in notices for the meetings at which any action item is to be considered and voted upon. Action items shall include, but are not limited to:
  - 1. Grants determinations and special allocations;
  - 2. Election of Officers and Executive Board members;
  - 3. Changes to the JWF Governance Guidelines;
  - 4. Changes to the JWF Policies and Procedures;
  - 5. Other items that significantly affect the direction and operations of JWF.
- B. **Voting Eligibility:** Current Members whose payment or pledge is made by August 20<sup>th</sup> are eligible to vote.
- C. **Executive Board Actions.**
  - 1. **Meetings.** Executive Board actions shall be taken upon the vote of a simple majority of the Executive Board members present at a meeting. When possible, "Action Item Alerts" will be included in notices for the meetings at which any action item is to be considered and voted upon.

2. **Voting Without a Meeting.** Voting without a meeting on Executive Board items may occur by written consent of a majority of the current members of the Executive Board.

**D. Conflicts of Interest:** A Current Member's right to attend or participate in discussions about a grant award will be limited as provided in the Conflict of Interest Policy of JWF in effect from time to time.

#### **IV. Grant Making**

**JWF Shall:**

1. Endeavor to award at least one grant each year;
2. Approve annual grant cycle guidelines that are consistent with its mission and goals; and
3. Recommend, for approval by the Members, grants and special allocations to organizations that have IRS 501(c)(3) tax designations or fiscal agents with IRS 501(c)(3) tax designations.

#### **V. Nomination and Election of Officers and Standing Committee Chairs**

**A. Composition of the Nominating Committee:** The Nominating Committee shall consist of the following voting members:

1. A Past JWF President, as designated by the current JWF President (s) who shall serve as the Nominating Committee Chairperson;
2. The sitting JWF President(s); and
3. Additional Members appointed by the Chairperson of the Nominating Committee.

Nominating Committee members may be nominated for Officer and Committee Chair positions; provided, however that they may not be present during discussions of, or vote on the nominees for, the positions for which they are being considered for nomination.

In addition to the above voting members, the Executive Director of the Federation will serve as a nonvoting member of the Nominating Committee.

**B. Duties of the Nominating Committee**

1. **Nominations:** The Nominating Committee will meet in person or by phone no later than April 15 to nominate a slate of Members to fill the positions of those Officers and Standing Committee Chairs rotating out of office. All decisions of the Nominating Committee shall be made by the vote of a majority of the members of the Nominating Committee entitled to vote on any such matter.
  2. **Submission for General Membership Vote:** The Nominating Committee Chairperson shall present the slate of Officers and Standing Committee Chairs to the General Membership for election no later than 15 days prior to the Annual Meeting of each year.
- C. Qualifications of Officers and Standing Committee Chairs:** All Officers and Standing Committee Chairs must be Current Members.
- D. Terms of Officers and Standing Committee Chairs.** The current Term of Office for the Officers and Standing Committee Chairs shall be two years with the ability to be reelected for an additional two year term.

## VI. Officers and Committee Chair/Executive Board

**A. The Executive Board** shall be comprised of:

1. The current JWF Officers;
2. The Immediate Past JWF President;
3. All Chairs of Standing JWF Committees; and
4. Up to 15 current Members recommended by the Nominating Committee, each of whom shall serve on the Executive Board for 3 years. These Members may be recommended for one additional 3 year renewal. For purposes of implementation at the 2018 Annual Meeting, the nominating committee shall determine 1 year; 2 year and 3 year terms for each member.

**A. The Purposes of the Executive Board:** The Executive Board shall be a leadership and management body that acts on behalf of JWF Members between Meetings to:

1. Establish the direction of JWF operations pursuant to the JWF mission and goals;
2. Direct the management of the day-to-day operations of JWF and make all decisions with respect thereto (including without limitation JWF sponsorships and participation in community activities).

3. Make recommendations to the General Membership for Actions;
4. Authorize discretionary expenditures up to \$2,500 per request on any Discretionary Matter pertaining to community support and up to \$500 for operating expenses
5. Ensure that the Membership is involved in all decisions about important JWF activities and actions to the extent practicable.

**B. Executive Board Members Shall:**

1. Maintain knowledge of JWF and a personal commitment to its mission, goals and objectives;
2. Attend a majority of the General Membership and Executive Board Meetings, in person or by phone, when possible;
3. Support Membership and Committee activities; and
4. Be encouraged to serve on Standing Committees and take on leadership roles.

**C. Removal of Officers/Standing Committee Chairs.** Any Officer or Standing Committee Chairperson may be removed from her office/chair position at any time upon a vote of the Executive Board.

**D. Vacancies.** In the event of the death, resignation or removal of any Officer or Standing Committee Chair, a substitute Officer or Standing Committee Chair may be appointed by the majority vote of the members of the Executive Board from a slate of nominees submitted by the Nominating Committee and such successor shall serve in such capacity for the balance of the then current term of the deceased, removed or resigning Officer or Standing Committee Chair.

## **VII. Duties of Officers and Executive Board Members**

**A. The JWF President (s) shall:**

1. Call and oversee General Membership and Executive Board Meetings;
2. Serve as Chairperson of the Executive Board and a voting member;
3. Create Ad Hoc Committees as necessary;
4. Appoint the Chairpersons of all Ad Hoc Committees to serve during the JWF President's term in office (and remove and replace any such Chairperson in

her discretion);

5. Serve on all Standing and provide oversight to Ad Hoc Committees;
6. Supervise the implementation of Board resolutions and directives;
7. Call additional meetings if necessary;
8. Prepare agendas for Membership and Executive Board Meetings;
9. Actively recruit new Members;
10. Act as a spokesperson for JWF; and
11. Work with Federation in overseeing JWF's finances and reviewing JWF's periodic financial reports.

**B. The Secretary shall:**

1. Assume the responsibilities of the JWF President (s) in the absence of the JWF President (s);
2. Takes minutes of Executive Board meetings;
3. See that all notices are duly given in accordance with the provisions of the operating principles; and
4. Ensure adherence to policies and procedures, and other governance documents.

**C. The Chairs of all JWF Standing Committees shall participate as JWF leaders as noted in other sections of this Governance document.**

**D. The Standing Committee Chairpersons shall:**

1. Call and preside over meetings of the Standing Committees and facilitate committee goals;
2. Preside over Standing Committee programs and activities;
3. Recruit Members to serve on their Standing Committees;
4. Report recommendations and activities of the Standing Committees to the Executive Board and the Membership;
5. Serve on the Executive Board; and

6. If she deems appropriate and subject to obtaining the approval of the Executive Board, appoint a Vice-Chair of the Standing Committee for which she serves as Chair.

### **VIII. Standing Committees: The JWF Standing Committees, which are open for participation to all Current Members, shall be:**

- A. The Grants Committee;
- B. Other Standing Committees as may be approved by the Executive Board from time to time.

### **IX. Standing Committee Membership and Functions**

Membership on Standing Committees shall be open for participation to all Current Members. A Current Member may serve on as many committees as she would like. Committee members should make every effort to attend committee meetings, programs, and activities.

**The Grants Committee:** This standing committee shall:

1. Plan and recommend guidelines, procedures, and timelines for all JWF Grant Cycles;
2. Update grant cycle documents on an annual basis;
3. Cultivate grant contacts; and
4. Create awareness in the community of JWF grant cycles.

### **X. Review and Change of Governance Structure and Provisions**

- A. JWF Governance Guidelines may be reviewed and changed as needed.
- B. Changes to JWF Governance may be made from time to time, upon the recommendation of the Executive Board and then by a majority vote of Members present at a General Membership meeting.
- C. A Standing Committee or a Member may suggest a Governance change to the Executive Board.
- D. The updated Governance Guidelines with changes to its provisions shall be dated as of the date of adoption by the Membership.
- E. Changes to Governance Guidelines shall be distributed to all Current Members.



