

**Proposed Amendment to By-Laws of  
The Jewish Federation of Greater New Haven, Inc.**

RESOLVED, That Article VI of the By-Laws of the Federation be deleted in its entirety and in lieu and substitution thereof be inserted the following:

**ARTICLE VI  
BOARD OF DIRECTORS**

- 6.1** There shall be a Board of Directors to direct the affairs and establish the policies of the Federation. The Board of Directors shall consist of all officers (except that the Secretary shall serve without a vote); the Chairman of the Campaign Committee (Men's Division); the Chairman of the Campaign Committee (Women's Division); one member from the King David Society; the immediate past two Presidents of the Women's Division; the Chairperson of the Young Leadership organization; the Chairman of the New Haven Board of Rabbis; three other Rabbis (one from each branch of Judaism); the immediate past President of the Federation; the President (or comparable officer, if there is no President) and one member from each Group I Agency; the President (or comparable officer, if there is no President) of each Group II Agency; past Presidents as described in Section 6.8; Honorary Trustees as described in Section 6.12; and thirty elected Directors. Upon the acceptance of a new Group I or Group II Agency, the number of Directors shall be increased by the number of Directors appointed by such a new Group I or Group II Agency.
- 6.2** Elected directors shall serve for terms of three years with ten (10) elected each year. As additional directors are added pursuant to section 6.1, the new directors shall each serve for three-year terms and the number elected each year shall be adjusted accordingly. Any vacancy in an elected directorship shall be filled for the unexpired term at the next annual meeting of members. All other directors shall serve for such time as they occupy a position, except as otherwise noted.
- 6.3** Each elected officer shall serve as a Director for the term of his office.
- 6.3a** No person may serve more than two consecutive three-year terms. Service as a member of the Executive Committee established under Article 7 hereof shall not be included within this term limitation.
- 6.4** It is expected that Federation Directors and Officers abide by a November 15<sup>th</sup> deadline for giving their pledge to the Campaign Director or Federation Executive.
- 6.5** The Board in carrying out its duties and responsibilities shall:
- a. Determine goals for all of Federation fundraising;
  - b. Arrange for the raising and collection of such funds; including, but not limited to, each Board member taking one pledge card and soliciting at least one person face-to-face;
  - c. Determine the allocation and distribution of all funds collected;
  - d. Authorize all borrowing and commitments for future expenditures by the Federation not included in allocations or budgets already approved by it;
  - e. Report annually to the members of the Federation on the activities of the Federation;
  - f. Take all other actions required of it in the by-laws.

The Board may take such other actions as are not in violation of the by-laws.

- 6.6** The Board shall meet regularly at least eight times annually upon call of the President. Special meetings may be called by the President; and shall be called promptly upon written request of one-third of the members of the Executive Committee, or 20 Directors. The agenda of a special meeting shall be limited to those matters set forth in the request for the call of the meeting. At least seven (7) days notice shall be given for all regular meetings and at least twenty-four (24) hours notice shall be given for special meetings unless written waiver is obtained.
- 6.7** All Board meetings shall be governed by the most recent edition of Roberts' Rules of Order except where those rules may be inconsistent with the by-laws. A quorum for all meetings shall consist of 20 elected Directors and Officers or such greater number of voting Directors as may be required by law. Only business set forth in the agenda for a meeting, or within accepted policy, may be acted upon at such meeting. All voting must be in person and there shall be no voting by proxy.
- 6.8** All past presidents of the Federation shall be members of the Board of Directors and shall have the right to vote provided he or she has attended at least 50% of the board meetings held during the preceding fiscal year.
- 6.9** Any member of the Board may be removed or suspended for cause by a two-thirds vote of those present at any meeting of the Board, a quorum being present. Notice of the charges must be given in writing to the member in question at least ten (10) days before a regular or special meeting at which such charges may be acted on. The notice of such meeting shall set forth that action will be taken on such charges at said meeting.
- 6.10** A director shall automatically cease to be a Director if he is absent from three consecutive regular meetings of the Board unless he is excused for cause by the Board not later than at its next regular meeting.
- 6.11** If any Director shall resign, be removed as described above, die or become incapacitated, a new Director shall be elected by the Board of Directors to complete the unexpired term unless the Director was appointed by a member agency, or by the Synagogue Council (or comparable body), which event the new director shall be chosen by that member agency, group of member agencies, or Synagogue Council, as applicable.
- 6.12** There is hereby created a new category of members of the Board of Directors Trustees which members shall hereinafter be called "Honorary Trustees", intended to recognize the historical service of past Officers and Directors of the Federation to the Federation and to the Greater New Haven Jewish Community. Honorary Trustees shall be nominated by the Nominating Committee and voted upon in the same manner as elected Directors, in accordance with Article XIII hereof. Honorary Trustees shall serve for a term of three years and may be renominated for additional three year terms, with no term limit. There shall be no limit on the number of Honorary Trustees serving as such at any given time. Honorary Trustees may attend regular and special meetings of the Board and shall receive the same notice as elected Directors, but Honorary Trustees shall not have the right to vote upon any matter before the Board. Notwithstanding the foregoing, if an Honorary Trustee also serves in another capacity on the Board that includes the right to vote, such as being a past president, the Honorary Trustee shall retain such right to vote. Honorary Trustees may be removed for cause as provided in Section 6.9 above.