

**WESTCHESTER JEWISH COUNCIL, INC. BY-LAWS**  
**(as adopted on June 2 , 2015)**

**ARTICLE 1**  
**NAME OF ORGANIZATION**

The name of the organization shall be the Westchester Jewish Council, Inc. (the "Council").

**ARTICLE II**  
**PURPOSE OF ORGANIZATION**

The Westchester Jewish Council is the central communicating, coordinating, convening, advisory and resource body for the county's Jewish community. As Westchester's Jewish community relations organization, the Council unites Westchester Jewry with the State of Israel and world Jewry, fosters communication among Jewish organizations, and cultivates and strengthens relations with other ethnic groups, elected officials and the community at large. The Council encourages participation in Jewish life and supports and develops initiatives and programs that meet existing and emerging Jewish and other communal needs.

**ARTICLE III**  
**MEMBERSHIP**

Section 1.    Criteria

Subject to the discretion of the Board of Directors as proposed by the Membership Committee, membership in the Council shall be open to any Jewish organization that supports the Council's mission. The Membership Committee may propose and the Board of Directors approve such criteria for membership, including payment of dues or geographical limitations, as they deem appropriate.

Section 2.    Admittance

Organizations that meet the requirements of Article III Section 1, as determined by the Board of Directors, may apply for membership. Upon approval by a two-thirds vote of the Board of Directors present at a meeting that contains a quorum, the organization shall be admitted into membership of the Council.

### Section 3. Dues

Membership dues are payable at the beginning of the Council's fiscal year. Timely payment of membership dues shall be a prerequisite to becoming and remaining a member of the Council in good standing. Any member whose membership dues obligation remains outstanding for more than twelve months shall have its membership automatically suspended, unless otherwise determined by a two-thirds vote of the Board of Directors present at a meeting that contains a quorum. Any member whose membership dues obligation remains outstanding for more than eighteen months shall have its membership automatically terminated, unless otherwise determined by a two-thirds vote of the Board of Directors present at a meeting that contains a quorum.

### Section 4. Removal

In addition to failing to pay timely membership dues, any member organization may be removed by a two-thirds vote of the Board of Directors present at a meeting and which contains a quorum. The member proposed to be removed shall be entitled to appear and be heard by the Board of Directors prior to the vote at such meeting.

### Section 5. Annual Meeting of Member Organizations

The annual meeting of member organizations ("Annual Meeting") shall be held each year at a place in Westchester County at a time and date in the month of May or June in each year, as may be fixed by the Board of Directors, or if not so fixed, as may be determined by the President. Special meetings shall be held whenever called by the Board of Directors, by the President or at the request of ten (10%) percent of the member organizations.

### Section 6. Notice of Meetings

Notice of the date, place and time of any meeting of the member organizations shall be given to each member organization by mailing the notice by first-class mail, by sending the notice by facsimile transmission, by electronic mail or by any other reasonable means of communication, not less than twenty-five (25) nor more than sixty (60) days before the date of the meeting. A special meeting may be called on not less than five (5) nor more than sixty (60) days notice and shall indicate the purpose for which it is called and the person or persons calling the meeting. Only business of which notice has been given as provided herein shall be conducted at any special meeting. The attendance of a representative from a member organization, without protesting prior to or at the commencement of a meeting, the lack of adequate notice of such meeting shall constitute a waiver of notice by the member organization.

## Section 7. Quorum and Adjournments of Meetings

At all meetings of the member organizations, representatives from one-tenth (1/10) of the member organizations in person or by proxy shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the representatives present may adjourn the meeting. At an adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at a meeting as originally called.

## Section 8. Voting

At any meeting of the membership, each member organization shall be entitled to one vote. Upon demand of any member organization, any vote shall be by ballot. Unless otherwise demanded, any voting may be by voice vote.

# **ARTICLE IV BOARD OF DIRECTORS**

## Section 1. Function

The Board of Directors ("Board") shall have the responsibility for the general management of the affairs, funds, and records of the Council, and of all property of the Council, real and personal, including the investment and reinvestment of the funds of the Council. It shall act on all matters of policy, fill all vacancies among Officers and Directors until the next Annual Meeting, and may exercise all the powers and authority granted to the Council by law.

## Section 2. Composition

The Board of Directors shall consist of the following, all of whom shall be affiliated with a member organization of the Council:

- (a) Directors. There shall be not less than twelve (12) or more than fifty four (54) Directors as determined by the Board. Each Director shall serve for a period of three years, with, as nearly as possible, one-third of such Directors being elected at each Annual Meeting. The number of Directors may be increased or decreased by three Directors (one Director in each group of one-third) in any year by vote of two-thirds of the voting members present at a meeting of the Board, at which there is a quorum. Such increase or decrease shall be effective as to the Directors elected at the Annual Meeting in the year in which the Board has voted for such increase or decrease and as to the Directors elected at subsequent Annual Meetings, provided, however, that no such change shall shorten the term of an elected Director holding over. The Directors shall be voting members of the Board. A person who has served six (6) consecutive years as a Director may not be re-elected as a Director until after the

expiration of one (1) year but may be elected as an Officer. After serving as an Officer or after the expiration of one (1) year a person is eligible to serve as a Director for an additional six (6) consecutive years.

- (b) Officers. The Officers of the Council as provided in Article V shall be voting members of the Board.
- (c) Immediate Past President. The immediate past President of the Council shall be a voting member of the Board.
- (d) Honorary Directors. All past Presidents of the Council shall become Honorary Directors. Additionally, the Board of Directors may elect any person whom they deem worthy of such position, an Honorary Director or other honorary title, upon a two-thirds vote of the Board present at a meeting that contains a quorum. Honorary Directors shall be elected to a one year term and may be re-elected annually without any term limitations. Honorary Directors shall not count towards the maximum of fifty-four (54) Directors elected at the Annual Meeting. Any Honorary Director who has attended a majority of the meetings of the Board in the preceding twelve (12) months shall be entitled to vote at a meeting of the Board of Directors.

### Section 3. Vacancies

A vacancy among the Directors and Officers may be filled for the unexpired term of such vacancy by the Nominating Committee which will present such candidates to the Board of Directors at the next scheduled Board of Directors Meeting. Such nominees will be elected by a two-thirds vote of the Board of Directors present.

### Section 4. Resignation

A Director may resign at any time by giving written notice of such resignation to the President or to the Secretary of the Council, such resignation to be effective at the time stated therein, or if no time is stated, upon delivery.

### Section 5. Removal

A Director may be removed from the Board for a) failure to attend three successive Board meetings after due notice thereof by the affirmative vote of two-thirds of the Board of Directors at either a regular or special meeting called for that purpose or b) conduct detrimental to the interest of the Council as determined by the Board in its sole discretion by the affirmative vote of two-thirds of the Board of Directors at either a regular or special meeting called for that purpose. The Director proposed to be removed shall be entitled to appear and be heard by the Board of Directors prior to the vote at such meeting.

#### Section 6. Meetings of the Board of Directors

The Board of Directors shall meet at least four times during the course of the ensuing year on an approximate quarter-annual schedule. These meetings shall be regarded as regular meetings of the Board of Directors. Special meetings of the Board of Directors may be called by the President as he or she may determine or shall be called by the President at the request of the majority of the Executive Committee or at the request of twelve Directors. Members of the Board of Directors may participate in any meeting of the Board through use of conference telephone or similar communications equipment when authorized by the President.

#### Section 7. Notice of Meetings of the Board of Directors

Notice of the date, place and time of any meeting of the Board of Directors shall be given to each member of the Board by mailing the notice by first-class mail, by sending the notice by facsimile transmission, by electronic mail or by any other reasonable means of communication, not less than five (5) days or more than sixty (60) days before the date of the meeting. The attendance of a Director or Officer at any meeting shall constitute a waiver of notice by the Director or Officer.

Special meetings may be called upon shorter notice, which notice shall indicate the purpose for which it is called and the person or persons calling the meeting, to the extent the President or a majority of the Executive Committee determines that relevant circumstances warrant shorter notice. Only business of which notice has been given as provided herein shall be transacted at any special meetings.

#### Section 8. Quorum and Voting

At any meeting of the Board of Directors, the presence of one-third of the Board of Directors entitled to vote shall be sufficient to constitute a quorum for the transaction of business. The act of the majority of the Board of Directors present at any meeting at which there is a quorum present shall be deemed the act of the Board, except as may be otherwise specifically provided by applicable law or these by-laws. If at any meeting there is less than a quorum present, a majority of those Directors and Officers present may adjourn the meeting to another date. Notices of adjourned meetings shall be given to the Directors and Officers by mail, e-mail, telephone, facsimile transmission or any other reasonable means of communication. Upon demand of any member of the Board of Directors, any vote shall be by ballot. Unless otherwise demanded, any voting may be by voice vote.

Section 9. Delegation of Powers

Subject to applicable law and these by-laws, the Board of Directors may by resolution delegate to committees of the Board of Directors or to Officers or employees of the Council such powers as it may see fit.

Section 10. Responsibilities of Each Member of the Board of Directors

Each member of the Board of Directors shall:

- (a) Regularly attend meetings of the Board of Directors.
- (b) Represent the Council to the best of his or her ability in the community
- (c) Financially support the Council and the UJA Federation of New York, to the best of his or her ability.
- (d) Serve actively on at least one committee of the Council.

**ARTICLE V  
OFFICERS**

Section 1. List of Officers

The elected Officers of the Council shall be a President, three Vice-Presidents, one of whom may be recommended as "President Elect", a Secretary, a Treasurer, and such other additional officers with such titles as the Nominating Committee may designate collectively as Officers.

Section 2. Election and Term

- (a) Officers shall be elected for a term of one year and may serve for four consecutive terms totaling four years.
- (b) A person who has served four consecutive years as an Officer may not be re-elected to that same Officer position until after the expiration of one year but may continue in a different role on the Executive Committee or may continue as a Director.
- (c) Officers shall be elected at the Annual Meeting. In the event there is no quorum at the Annual Meeting, the Officer positions may be filled by the Board of Directors as provided in Article IV, Section 3.

### Section 3. Removal

An Officer may be removed for a) failure to attend three successive Board meetings after due notice thereof by the affirmative vote of two-thirds of the Board of Directors at either a regular or special meeting called for that purpose or b) conduct detrimental to the interest of the Council as determined by the Board of Directors in its sole discretion by the affirmative vote of two-thirds of the Board of Directors at either a regular or special meeting called for that purpose. The Officer proposed to be removed shall be entitled to appear and be heard by the Board of Directors prior to the vote at such meeting.

### Section 4. Resignations

Any Officer may resign at any time by giving written notice of such resignation to the President and to the Secretary of the Council, except that resignation by the President shall be accomplished by giving written notice only to the Secretary and the resignation of the Secretary shall be accomplished by giving written notice only to the President. Each resignation shall be effective at the time stated therein, or, if no time is stated, upon delivery thereof.

### Section 5. Duties of Officers

The President or his or her designee shall preside at all meetings of the Board of Directors and at the Annual Meeting. The President shall have and exercise general charge and supervision of the affairs of the Council. All Officers, including the President, shall have such duties as customarily pertain to their office and shall perform such duties as may be assigned to them by the Board of Directors.

## **ARTICLE VI COMMITTEES**

### Section 1. Committees

- (a) The Board of Directors shall have a standing Executive Committee, Nominating Committee, Finance and Budget Committee, Compensation Committee, Audit Committee and Membership Committee. Additionally, there shall be such other committees as may be adopted by the President or by resolution adopted by the Board of Directors. Actions taken at any committee shall be reported at the next Board of Directors meeting, unless a meeting of the Executive Committee shall precede the next meeting of the Board of Directors, in which case the report may be made to the Executive Committee and, to the extent determined appropriate by the Executive Committee, the substance thereof shall be included in the report of the Executive Committee to the Board of Directors.

- (b) The Board of Directors or the President designating a committee may make such provisions for appointment of the chair of such committee, establish procedures to govern committee activities, and delegate to the committee such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and/or activities of the Council (including the authority, subject to these bylaws, to prescribe rules and regulations of conduct for such committee). A member of the Board of Directors shall serve as either chair or co-chair of every committee.
- (c) Committee members may participate in a meeting through use of conference telephone or similar communications equipment.

Section 2. Executive Committee

- (a) The Executive Committee shall consist of the elected Officers of the Council and up to (3) three at large representatives designated by the President, at least one of whom shall be a past President of the Council. All at large representatives must be either a Director or Honorary Director. These at large representatives shall serve at the discretion of the President and must be approved by a majority vote of the Board at a special or regular meeting of the Board so long as a quorum is present. An individual designated to fill an open at large representative position may serve on the Executive Committee until the Board has had an opportunity to vote on the designation. No person shall serve as an at large representative for more than four consecutive years,
- (b) The President may also invite other Directors or Honorary Directors to attend Executive Committee meetings. Such invitees may participate in the discussions during the Executive Committee meetings but shall have no right to vote.
- (c) The Executive Committee shall act with all the authority of the Board of Directors between meetings of the Board of Directors, except it shall have no authority (i) as to matters which the New York Not-for-Profit Corporation Law prohibits it from considering or acting upon; (ii) to adopt, amend or repeal any by-law; or (iii) to amend or repeal any resolution of the Board of Directors which specifically provides that it shall not be amendable or repealable by the Executive Committee. Meetings of the Executive Committee shall be called by the President at such times as he or she deems appropriate. Any action taken by the Executive Committee shall be reported at the next regular meeting of the Board of Directors and/or via the sharing of Executive Committee minutes. If deemed appropriate by the President, meetings may be conducted via electronic or any other reasonable means.



### Section 3. Nominating Committee

- (a) The Nominating Committee shall consist of not less than (5) five persons nor more than (7) seven people from the Board of Directors appointed by the President of which at least one person shall be a past President of the Council and one shall be an Officer. The President shall name one of the persons on the Nominating Committee as its Chair.
- (b) The Nominating Committee shall propose candidates for Officers and Directors to be elected and installed at the next Annual Meeting, and it shall make recommendations at the request of the Board of Directors to fill any vacancies which may take place during the year. Subject to the provisions of these by-laws, not every vacancy in the position of Officer or Director needs to be filled.
- (c) The Nominating Committee shall report its nominations at a meeting of the Executive Committee preceding the Annual Meeting. If its recommendations include more than one Vice-President, it shall designate the order in which the persons recommended for the office of Vice-President shall assume the duties of the President in the event of the President's absence, death, incapacity or resignation. A writing containing the Nominating Committee's report, as modified by the Executive Committee, shall be sent to all member organizations and to the Board of Directors with notice of the Annual Meeting.
- (d) Additional nominations to the Director and Officer positions may be made by no fewer than five (5%) percent of the member organizations in good standing by giving written notice of such nominations to the Secretary of the Council no less than fifteen (15) days prior to the Annual Meeting. Upon receipt of such additional nominations the Secretary shall cause notice of the additional nominations be delivered to the member organizations by mailing the notice by first-class mail, by sending the notice by facsimile transmission, or by electronic mail not less than eight (8) days prior to the Annual Meeting.

### Section 4. Finance and Budget Committee

- (a) The Treasurer shall be the Chair of the Finance and Budget Committee which shall contain at least (3) three people and no more than (5) five members of the Board of Directors. Members of the Finance and Budget Committee should include individuals knowledgeable in accounting, finance and the finances of other not for profit organizations.

- (b) The Finance and Budget Committee shall make periodic reviews of the financial operations and condition of the Council. It shall report its findings at the Annual Meeting and from time to time, as required, to the Board, and it shall work with the President to prepare a proposed budget for a coming fiscal year, which it shall present to the Board for approval on a timely basis.

#### Section 5. Compensation Committee

- (a) The Compensation Committee shall consist of at least (3) three and no more than (5) five independent members of the Board of Directors, at least one of whom must be a member of the Executive Committee.
- (b) The Compensation Committee shall serve in an advisory role and make recommendations to the Executive Committee on compensation matters including salary and other components of the compensation package.
- (c) In determining the compensation of the Executive Director and other key employees who report directly to the Executive Director, the Compensation Committee will obtain independent comparability data, to the extent available, to establish the reasonableness of the proposed compensation. The Compensation Committee shall maintain a contemporaneous written record of its deliberations.

#### Section 6. Audit Committee

- (a) The Audit Committee shall consist of at least (3) three and no more than (5) five independent members of the Board of Directors, at least one of whom must be a member of the Executive Committee.
- (b) The Audit Committee shall be responsible to oversee the Council's accounting and financial reporting processes. This shall include retaining/renewing an independent auditor on an annual basis and reviewing the audit results and any management letter with the auditor.
- (c) The Audit Committee duties shall include (i) reviewing with the auditor the scope and planning of the audit prior to its commencement; (ii) upon completion of the audit, reviewing and discussing any material risks and weakness in internal controls identified by the auditor, any restrictions on the scope of the auditor's activities or access to requested information, any significant disagreements between the auditor and management, and the adequacy of the corporation's accounting and financial reporting processes; and (iii) annually considering the performance and independence of the auditor

## Section 7. Membership Committee

- (a) The Membership Committee shall consist of at least (3) three and no more than (7) seven members of the Board of Directors, at least one of whom must be a member of the Executive Committee.
- (b) The Membership Committee shall receive applications for membership, investigate such applications and present them for appropriate action to the Board. The committee shall monitor the payment of members' dues and make recommendations to the Board regarding action to be taken for nonpayment. The committee shall also encourage participation of all members in the affairs of the Council.
- (c) The Membership Committee shall grant dues relief to member organizations under such terms and conditions as the Membership Committee deems appropriate.

## **ARTICLE VII FISCAL YEAR**

Subject to change by the Board, the fiscal year of the Council shall be the twelve months ending June 30<sup>th</sup>.

## **ARTICLE VIII CERTAIN POLICIES**

- (a) The Council is organized exclusively for charitable purposes, as specified in section 501(c)(3) of the Internal Revenue Code of 1986 as amended, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under said Section or any successor thereto as same is now or hereafter amended.
- (b) The Council is not formed for pecuniary profit or financial gain and no part of its assets, income or profit shall be distributed or inure to the benefit of any private individual. Reasonable compensation, however, may be paid for services rendered to the Council in furtherance of one or more of its purposes.
- (c) No substantial part of the activities of the Council shall be devoted to carrying on propaganda or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the Internal Revenue Code of 1986 as amended, during any fiscal year or years in which the Council has chosen to utilize the benefits authorized by that statutory provision) and the Council shall not participate in or intervene (including the publications or distribution of statements), in any political campaign on behalf of any candidate for public office.

## **ARTICLE IX INDEMNIFICATION**

The Council shall, to the fullest extent now or hereafter permitted by the New York Not-for-Profit Corporation Law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that s/he, his/her testator or intestate was a Director, Officer, employee or agent of the Council, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees and the advancement of such expenses. The Council shall secure appropriate insurance coverage to carry out the provisions and intent of this Article.

## **ARTICLE X AMENDMENTS**

These by-laws may be amended by a vote of two-thirds of the member organizations present at the Annual Meeting or a special meeting at which a quorum is present and subject to the provisions of applicable law.

## **ARTICLE XI LIQUIDATION**

In the event of the dissolution or winding up of the Council, all its remaining assets after the discharge of all of its liabilities, shall be distributed to such Jewish organizations as determined by the Board of Directors that qualify under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

## **ARTICLE XII RULES OF PROCEDURE**

The rules of procedure shall be determined in accordance with the latest revision of Robert's Rules of Order.