

BYLAWS OF
JEWISH FEDERATION OF METROPOLITAN DETROIT

ARTICLE I

MISSION

The Jewish Federation of Metropolitan Detroit is the central communal organization of the Jewish community.

The Federation, in partnership with its agencies, plays the leadership role in identifying needs within the Jewish community and in mobilizing human and financial resources, engaging in communal planning and allocation and advocating to meet those needs. The Federation remains committed to meeting the human service needs of families and individuals. The Federation seeks to further the relationship between the Jewish community and the community at large in the Detroit metropolitan area.

The Federation, working with other local Jewish institutions, is committed to ensuring the continuity of the Jewish people by:

- Building a stronger and more unified Jewish community
- Sustaining and enriching the quality of Jewish life in metropolitan Detroit
- Developing a spirit of unity and cooperation with other Michigan Jewish communities
- Building and supporting Israel
- Strengthening the bonds between the Jewish Federation of Metropolitan Detroit, the people of Israel and world Jewry
- Enhancing Jewish identity
- Creating a climate of respect for the diversity of Jewish ideas and practices
- Working with other Federations in furthering the development of a continental Jewish Community

ARTICLE II

MEMBERSHIP

Section 1. **Membership.** The membership of the Federation shall consist of the following:

(a) Individuals who have made a contribution to Federation's Annual Campaign during the previous fiscal year of the Federation.

(b) Organizations or agencies operating in the metropolitan Detroit area for the purpose of effecting any of the purposes of the Federation as described in Article I which have applied for institutional membership and have been accepted as Constituent members by the Board of Governors, provided that such organizations or agencies do not independently solicit funds or sponsor or participate in entertainments or exhibitions for financial advancement directly or indirectly, except as approved by the Federation. Any Constituent member may be discharged from membership in the Federation by the

affirmative vote of three-fourths of the members of the Board of Governors present and voting at any special meeting duly called for the purpose of considering such discharge, at which there is a quorum present, but only after such member has been given opportunity for a hearing by the Board of Governors. Such Constituent member shall be given written notice of the proposed discharge, the right to a hearing and the date, time and place of the special meeting at least ten days prior to the special meeting.

Section 2. Annual and Special Meetings. The annual meeting of the Federation shall be held during the months of September, October or November at such time and place as may be designated by the Board of Governors. Special meetings of the members may be called by the President or Board of Governors, and shall be called upon written request of not less than fifty members of the Board of Governors, directed to the President, stating in detail the purpose or purposes thereof.

Section 3. Quorum. The presence of fifty individual members of the Federation's Board shall constitute a quorum for the transaction of business at any meeting of the members.

Section 4. Notice of Meetings. Notice of annual and special meetings of the members of the Federation and of any adjournments thereof shall be given to all members at least thirty (30) days in advance of the time fixed for the holding of such meetings. The notice of the annual meeting shall include a list of the individuals nominated by the Nominating Committee for election to the Board of Governors and the individuals nominated by petition for election to the Board of Governors. Notice shall be given as provided in Section 2 of Article VII.

ARTICLE III

BOARD OF GOVERNORS

Section 1. Powers. The business of the Federation shall be managed and directed by a Board of Governors, selected as hereinafter provided. The Board of Governors shall be vested with the complete authority and responsibility for the management and control of its business and property.

Section 2. Composition. The Board of Governors shall consist of the following classes of members, each of whom must be an individual member of the Federation:

(a) Fifty-seven at-large members, no less than-nineteen of whom shall be elected at each annual meeting of members to serve for three years. However, an at-large member of the Board of Governors who has served two consecutive terms of three years each, not including any partial term, shall not be eligible for reelection until one year has elapsed from the expiration of the last term of service. Any at-large member of the Board of Governors who is completing his or her last year of his or her last term of office, and who is elected as an officer to the Board of Governors, shall be allowed to extend his or her term of office for one additional three-year term.

(b) One member designated before September 15 of each year by each constituent agency of the Federation, with the term of office of such representative to commence at the annual meeting of members. The maximum term of office for a representative of a constituent agency is six one-year appointments. Constituent agencies are those agencies which are a part of the Federation planning and budgeting system, which receive an annual allocation from Federation's Annual Campaign. The constituent agencies include, among others that may be designated from time to time, (i) B'nai B'rith Youth Organization; (ii) Fresh Air Society; (iii) Hebrew Free Loan Association; (iv) Hillel Day School; (v) Hillel Foundation-MSU; (vi) Hillel Foundation-U of M; (vii) Hillel Foundation of Metro Detroit-; (viii) Jewish Academy of Metropolitan Detroit (ix) Jewish Community Center; (x) Jewish Community Relations Council; (xi) Jewish Family Service; (xii) Jewish Senior Life (xiii) Jewish Vocational Service; (xiv) Yeshivat Akiva Hebrew Day School, (xv) Yeshiva Beth Yehudah; (xvi) Yeshivas Darchei Torah; (xvii) Yeshiva Gedolah of Greater Detroit.

(c) The retiring President of the Federation following the completion of his or her term of office for the remainder of his or her lifetime, so long as he or she chooses to so serve.

(d) The Chairperson/Chairpersons of Federation's Annual Campaign during their term of service and for a term of three years following the completion of such term of service.

(e) The Presidents and two additional representatives of both the Women's Philanthropy and the NEXTGen Detroit Board of the Federation to be appointed annually by their respective Board of Directors.

(f) One member designated before September 15 of each year by each of up to twelve institutional members selected by the Board of Governors from time to time in such manner as to insure adequate rotation and involvement, with the term of office of such representative to commence at the annual meeting of members. The maximum term of office for a representative of an institutional member is six one-year appointments.

(g) Recipients of the Fred M. Butzel Memorial and the Lifetime Achievement Awards for the remainder of his or her lifetime so long as he or she chooses to so serve.

(h) Members of Federation who have attained the office of National Chairman of the Jewish Federations of North America (JFNA), or its predecessor organizations, for the remainder of his or her lifetime so long as he or she chooses to so serve.

(i) Chairpersons of certain committees of the Board of Governors as determined by the President.

(j) Individuals elected by the Board as honorary members, with such privileges as determined by the Board, such voting rights, in recognition of meritorious service for the remainder of his or her lifetime so long as he or she chooses to serve. The number of honorary directors shall not exceed twenty (20).

Section 3. Nomination.

(a) Not less than one hundred and twenty days (120) prior to the annual meeting of the members of Federation, the Executive Secretary shall give notice to the members which states the date of the annual meeting of the members, lists the names of the members of the Nominating Committee and states the requirements for nominating candidates for at-large membership of the Board of Governors by petition and contains an excerpt of Section 3 of Article III of the Bylaws. Notice shall be given as provided in Section 2 of Article VII.

(b) A petition for nomination of an individual for election to the at-large membership of the Board of Governors shall be signed by not less than one-hundred (100) members of the Federation and filed with the Executive Secretary not less than ninety(90) days prior to the date of the annual meeting. Only one person may be nominated in each petition, and no nomination shall be valid unless the nominee shall have consented to be a candidate in writing, either in the petition or in a separate written document. Those qualified petitioners, not otherwise included on the slate recommended by the Nominating Committee, shall be added to those voted upon at the Annual Meeting.

(c) Not less than forty-five days prior to each annual meeting, the Nominating Committee shall select from the membership of the Federation one eligible person for each of the at-large vacancies to be filled on the Board of Governors and shall present to the President the names of such nominees. If before the annual meeting any person selected as a candidate for the Board of Governors by the Nominating Committee shall decline to be a candidate or otherwise become unavailable for election, the Nominating Committee shall select a substitute candidate.

Section 4. Election. Elections to the Board of Governors shall take place at the annual meeting of the membership. If more persons have been nominated than there are places to be filled, the election shall be by ballot. Candidates with the highest number of votes cast shall be elected for each of the open slots. Each ballot cast shall contain votes for the exact number of persons to be elected.

Section 5. Vacancies. Vacancies in the at-large membership of the Board of Governors shall be filled by the Board of Governors. Vacancies for representatives of a constituent agency or an institutional member shall be filled by the constituent agency of institutional member.

Section 6. Removal. If any member of the Board of Governors shall neglect to perform the duties of his or her office, he or she may be removed from the Board of Governors by the affirmative vote of three-quarters of the members of the Board of Governors present and voting, but only after such

member has been given the opportunity for a hearing by the Board of Governors. Such member of the Board of Governors shall be given written notice of the proposed removal, the right to a hearing and the date, time and place of the meeting at least ten days prior to the meeting.

Section 7. Meetings. The Board of Governors shall meet not less than eight times during each calendar year at such places and times as it may designate. Special meetings of the Board of Governors may be called by the President, and shall be called upon the written request of not less than twenty-five members (25) of the Board of Governors, directed to the President stating in detail the purpose or purposes thereof.

Section 8. Quorum. The presence of not less than one-third of the elected and appointed members of the Board of Governors shall constitute a quorum for the transaction of business at any meeting of the Board of Governors.

Section 9. Notices. Notice of all meetings of the Board of Governors, and any adjournments thereof, shall be given to the members of the Board of Governors at least three days in advance of the time fixed for the holding of such meeting.

ARTICLE IV

COMMITTEES

Section 1. Executive Committee.

(a) There shall be an Executive Committee (formally known as the "Officers Group"), consisting of the elected Officers of the Federation, plus the President of the United Jewish Foundation, immediate Past Federation President, the Chairs of that year's Annual Campaign, the Chair of the Planning and Allocations Committee (PASC) the President of Women's Philanthropy, the Women's Philanthropy Campaign Chair and the President of NEXTGen Detroit

(b) .

(c) The Executive Committee will be chaired by President of the Jewish Federation.

(d) Meetings of the Executive Committee may be called at the discretion of the President, or shall be called by the Federation President upon written notice of not less than 4 members of the Executive Committee.

(e) The Executive Committee shall have and may exercise between meetings of the Boards, the authority of the Federation Board of Governors in the management of the business of the Federation except as otherwise determined by the Board and except as prohibited by law. The Board may delegate to the Executive Committee such additional powers of administration and management as it may deem necessary from time to time. Any actions taken by the Executive Committee shall be reported to the Board of Governors at its next meeting.

(f) The Federation's Executive Committee shall be given authority to approve actions that generally apply to operations and management issues, with the ability to approve items up to \$250,000, except that such limits shall not apply in the case of an emergency, as determined by the Executive Committee. An Executive Committee report of any actions taken will be made at the succeeding Board meeting. Approval by the Boards and/or the Executive Committee will still be required on non-emergency items of broad policy decisions and items above \$250,000.

Section 2. Nominating Committee. Not less than ninety (90) days prior to each annual meeting, the President of the Federation shall appoint a Nominating Committee Chair and five members of the Board of Governors whose terms do not expire at the date of the said meeting. Members of the Nominating Committee, should not themselves be nominated to be elected as Federation Officers.

Section 3. Other Committees

(a) The President shall appoint Standing Committees, as listed below, and such ad hoc committees as the Board of Governors from time to time shall designate, each of which shall exercise such power and perform such functions as the Board of Governors may designate. The Board of

Governors shall have the authority to abolish committees from time to time, with the exception of those committees set forth in the Bylaws.

(b) The Federation shall have the following standing committees:

- (1) Women's Philanthropy
- (2) NEXTGen Detroit
- (3) Financial Resource Development and Related Committees
- (4) Planning and Allocations Steering Committee and related Divisions
- (5) Federation's Alliance for Jewish Education
- (6) Finance and Related Committees
- (7) Israel and Overseas Committee

(c) The members of the standing and ad hoc committees shall be selected from the membership of the Federation by the President. The Chairman or the President of the standing and ad hoc committees shall be selected from the membership of the Board of Governors by the President.

Section 4. Quorum. The presence of a majority of the members of a committee shall constitute a quorum for the transaction of business at any committee meeting.

Section 5. Notice. Notice of the meetings of the committees herein provided for shall be given to the members thereof in such manner as each committee may determine.

ARTICLE V

OFFICERS

Section 1. Officers. The elected officers of the Federation shall consist of a President, the Immediate Past President, no more than six (6) Vice Presidents, a Treasurer, a Secretary, the President Elect, when such position is filled in accordance with Article V, Section 2, and such other officers as the Nominating Committee may deem appropriate or necessary from time to time, all of whom shall perform the usual services appertaining to their respective offices, and such other functions as may from time to time be designated by the Board of Governors. In addition, the Chief Executive Officer, - Chief Administrative Officer, Chief Financial Resource Development Officer, and Chief Financial Officer of Federation shall be non- elected officers of the Federation. The Chief Executive Officer of Federation shall in addition serve ex-officio as the Executive Secretary of the Federation, unless and until a successor is elected and qualified.

Section 2. Nomination of Officers. Not less than forty-five (45) days prior to the annual meeting, the Nominating Committee shall present to the Board of Governors the names of individuals to fill elected officer positions, each of whom must be a member of the Board of Governors. Further, if the individual nominated as President already has served two (2) consecutive terms, the Nominating Committee also shall nominate an individual to fill the office of President Elect for such third one (1) year term of the individual nominated to be President.

Section 3. Election of Officers. The President, Vice Presidents, Treasurer, Secretary and/or any other officers as provided in Section 1 of this Article V shall be elected by the Board following the annual meeting for terms of one (1) year. A member of the Board who has served three consecutive terms as President shall not be eligible for re-election as President until one year has elapsed from the expiration of such last term. A member of the Board who has served six (6) consecutive terms as Vice President, Treasurer, Secretary and/or as any other officer (with the exception of non-elected Officers) shall not be eligible for re-election as Vice President, Treasurer, Secretary or any other officer until one year has elapsed from the expiration of such last term.

Section 4. Chief Executive Officer. The Board of Governors shall elect a Chief Executive Officer who, subject to the control of the Board of Governors, shall administer the business of the Federation and be responsible to the Board of Governors for the execution of the policies thereof.

Section 5. Successor to President. If the President of the Federation resigns, dies, or is incapacitated, or is removed while in office, the President Elect, if then in office, shall fulfill the remainder of the one (1) year term of the President; otherwise the Immediate Past President shall serve in the capacity of President until the next annual meeting.

Section 6. Removal of Officers. If any officer of the Federation shall neglect or fail to perform the duties of his or her office, he or she may be removed from his or her office by the affirmative vote of three-quarters of the members of the Board of Governors present and voting.

Section 7. Vacancies. Vacancies in the offices of the Federation shall be filled by the Board of Governors upon recommendation of the President.

Section 8. Federation Signature Authority.

(a) The Chief Executive Officer, Chief Administrative Officer, Chief Financial Officer of Federation, any other elected officer of the Foundation (the "Authorized Signer(s)"), shall have the full power and authority to designate from time to time as depositories of the Foundation such bank, banks or trust companies as they deem to be in the best interest of the Foundation and to open with any such depository an account or accounts to be known by such titles as shall be designated by them; provided such account applications shall bear the actual signatures of two (2) Authorized Signers, only one (1) of which shall be a member of the Federation Executive Staff.

(b) Any depository designated as provided in Subparagraph (a) above shall be authorized to accept and deposit for the account of the Foundation for credit, or for collection, or otherwise, any and all checks, drafts, notes and other instruments of every kind endorsed by any persons or by hand stamped impression in the name of the Foundation or without endorsement

(c) Any Authorized Signer may take for and on behalf of the Foundation any of the following actions with respect to any such depository: (i) the signing (by facsimile or actual signature) of checks, drafts, acceptances and other instruments and orders for the payment or withdrawal of monies, credits, items and property at any time held by such depository for the account of the Foundation, (ii) any transfers between Foundation accounts, and such depository is hereby authorized to honor any and all thereof without limit as to amount; provided such instruments and orders not effecting transfers between Foundation accounts: (a) in amounts over \$5,000 bear the actual signatures of two (2) Authorized Signers; and (b) in amounts over \$25,000 bear the actual signatures of two (2) Authorized Signers, only one of which shall be a member of the Federation Executive Staff.

(d) Any of the Authorized Signers shall have full power and authority to designate a depository bank, banks or trust companies which may accept instructions given by telephone, facsimile transmission or telegram for the transfer of funds, or electronic transmission as it pertains to the transfer of funds through the Automated Clearing House System or through the Federal Reserve Wire Transfer System, from any account of the Foundation, and any such designated depository bank may act on such instructions so received, provided that instructions received (a) for amounts over \$5,000 are initiated by actual or facsimile instruments signed by two (2) Authorized Signers; and (b) for amounts over \$25,000 are initiated by actual or facsimile instrument signed by two (2) Authorized Signers, only one (1) of which shall be a member of the Federation Executive Staff.

(e) Any of the Authorized Signers shall have full power and authority on behalf of the Foundation to execute and deliver such contracts, agreements, documents or instruments as they may deem appropriate, the execution and delivery of such Authorized Signers thereof to be conclusive evidence of their authority to do so, provided that such contracts, agreements, documents or instruments (a) representing obligations of the Foundation exceeding \$5,000 or having a term exceeding one (1) year bear the actual signatures of two (2) Authorized Signers; and (b) representing obligations of the Foundation exceeding \$25,000 or having a term exceeding two (2) years bear the actual signatures of two (2) Authorized Signers, only one (1) of which shall be a member of the Federation Executive Staff.

(f) Any or all of the foregoing provisions may be altered, amended or modified, from time to time, by appropriate resolutions approved by the Board of Directors, then in office and such resolutions shall be deemed to have altered, amended or modified these by-laws without any further action.

ARTICLE VI

INDEMNIFICATION

Any person who was or is a party, or is threatened to be a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she was a member of the Board of Governors, director, officer, committee member, employee or agent of the Federation, or is or was serving at the request of the Federation as a director, officer, committee member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding in the manner and to the full extent permitted by Michigan law. The indemnification provided hereunder shall continue as to a person who has ceased to be a member of the Board of Governors, director, officer, committee member, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person. The words "employee" or "agent" as above used shall include, without limitation, any person who is, or may be deemed to be or have the status of an administrator or fiduciary under any employee welfare benefit plan or employee pension plan acting on behalf of the Federation. The words "action, suite or proceeding," as above used, shall include actions by third parties as well as actions by, or in the right of, Federation. The Federation may purchase and maintain insurance on behalf of any person comprising the class of persons intended to be indemnified under the preceding paragraph in the manner, and to the full extent, permitted by Michigan law.

ARTICLE VII

MISCELLANEOUS

Section 1. Bonding. All officers and members of the Board of Governors of the Federation who shall be authorized signers for the Federation shall be covered by appropriate bonds or other means of protection, at the expense of the Federation, in such amounts as may, from time to time, be determined by the Board of Governors.

Section 2. Notice to Members. Notice to the members of the Federation shall be by mail or by publication in an Anglo-Jewish periodical in the metropolitan Detroit area (or if no such periodical exists, by publication in a newspaper of general circulation in the metropolitan Detroit area).

Section 3. Waivers. Any member or director may, by a writing to be filed with the secretary of the corporation either before or after a meeting, waive notice of such meeting or any irregularity in connection therewith

ARTICLE VIII

AMENDMENT TO BYLAWS

Section 1. Amendments. These Bylaws may be altered, amended or repealed, and new ones enacted by a majority vote of the Board members of the Federation, then in office, present at any Board meeting, in which notice has been set forth, containing the substance of the proposed alteration, amendment, repeal or enactment.