

JEWISH COMMUNITY COUNCIL OF GREATER WASHINGTON

CONSTITUTION AND BY-LAWS

PREAMBLE

In order to achieve a coordination of the various forces in Jewish life; to help preserve and maintain the dignity and integrity of the Jewish people; to defend and protect its rights, wherever such rights are in jeopardy; in general, to advance and promote the cultural, social, economic, and philanthropic interests and the national and spiritual aspirations of the Jewish people, without in any manner interfering with the autonomy of any existing Jewish institution, organization, or agencies having similar or related purposes, we, the delegates of the undersigned Jewish organizations, do hereby adopt this CONSTITUTION OF THE JEWISH COMMUNITY COUNCIL OF GREATER WASHINGTON, and do dedicate ourselves faithfully to pursue the aims and purposes set forth in this PREAMBLE and in the provisions which follow:

ARTICLE I -- NAME

Section 1. The name of this organization shall be THE JEWISH COMMUNITY COUNCIL OF GREATER WASHINGTON.

ARTICLE II -- DEFINITIONS

Section 1. Member organization means an organization or institution which has been accepted and continues its membership in the Jewish Community Council of Greater Washington.

Section 2. Council means the Jewish Community Council of Greater Washington.

Section 3. Delegate Assembly means the body of delegates, as further specified in Article IV.

Section 4. Board means the Board of Directors of the Council, as constituted in accordance with Article VII.

ARTICLE III -- PURPOSES

Section 1. The purpose of this organization shall be as follows:

A. To help maintain the dignity and integrity of Jewish life.

- B. To develop an articulate, intelligent, and effective public opinion on Jewish problems and interests.
- C. To coordinate, insofar as possible, the activities of the Greater Washington Jewish community and to cooperate with other agencies when such action is deemed advisable.
- D. To promote and advance the cultural, social, economic, philanthropic and spiritual interests of the Jewish people.
- E. To help in promoting mutual understanding with the non-Jewish population.
- F. To help safeguard and defend the rights of the Jewish people.

## Section 2.

- A. The Council shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
- B. Notwithstanding any of the provisions of these By-Laws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation - contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

## ARTICLE IV -- MEMBERSHIP AND REPRESENTATION

### Section 1. ELIGIBILITY FOR MEMBERSHIP

- A. Any Jewish organization or institution with a membership; and any organization or institution composed of Jewish members, with a dues-paying or voting membership of not less than twenty-five (25), having an interest in the preservation of some aspect of Jewish life shall be eligible for membership, provided it has been in existence for at least one year prior to application for admission to the Council, and provided, further, that its programs and activities are in consonance with the purpose of the Council as specified in Article III, Section 1 of this Constitution and do not bring discredit upon the Council.
- B. The Board shall have the power at the Annual Election Meeting to submit to the Delegate Assembly for election as members of the Delegate Assembly for a term of two years commencing July 1 of the year of their election, the names of not more than fifteen (15) representative persons of our community who have distinguished themselves in Jewish matters or activities and who have not otherwise been appointed as delegates to the Delegate Assembly. Such persons when elected to membership shall function as "delegates-at-large" in the Delegate Assembly, whether or not they are delegates from any organization or institution, any provision in this Constitution contained to the contrary notwithstanding. The total number of such delegates-at-large shall never exceed fifteen (15) at any one time.
- C. Organizations which are primarily political in nature, and their affiliates, shall not be eligible for membership in the Council.

- D. Applications for membership in the Council shall be submitted in writing to the Board for approval or rejection. However, all applications for membership must be presented to the Delegate Assembly for final approval or rejection.

Section 2. METHOD OF REPRESENTATION

- A. The basis for determining the number of delegates to which each member organization of the Council is entitled shall be either the dues-paying or voting membership thereof, in good standing on the closing day of the month preceding the call for selection of such delegates.
- B. Each organization or institution with either a dues-paying or a voting membership of not more than one hundred fifty (150), except as in this Constitution otherwise provided, shall be entitled to and shall have two (2) delegates. Each organization or institution with either a dues-paying or a voting membership in excess of one hundred and fifty (150) shall be entitled to and shall have one (1) additional delegate for every additional one hundred and fifty (150) members or major fraction thereof. The maximum representation of any organizations shall be five (5).
- C. Any qualified organization whose membership consists of the delegates of ten (10) or more other organizations shall be entitled to one (1) delegate.
- D. Each delegate appointed in accordance with Article IV, Section 3; each delegate-at-large elected in accordance with Article IV, Section IB, and each officer and Board member designated in Article VII, Section 1 shall have one (1) vote, and shall be eligible to vote on all matters before the Delegate Assembly including elections.
- E. With respect to delegates appointed in accordance with Article IV, Section 3, only those delegates who are officially designated by member organizations and such designations are communicated in writing to the Council's office as of noon on the last workday prior to the day of a Delegate Assembly meeting, will be considered eligible to vote at such meeting.

Section 3. APPOINTMENT OF DELEGATES

- A. The Board shall, in March of every year, issue a call in writing to all member organizations for the appointment of their delegates to the Delegate Assembly and upon notice by such member organizations of the name of the delegate, the Council shall deem such person as the accredited delegate of such member organizations until notified otherwise in writing.
- B. The delegates shall serve for one year, or until the Council is notified of their respective successors in writing.
- C. Vacancies in representation may be filled for any unexpired term by the member organization in whose representation the vacancy has occurred.  
No person shall concurrently represent more than one organization.

Section 4.      EXPULSION OF DELEGATES

- A.      For good and sufficient reasons the Board may reject the credentials of a delegate submitted to the Council by any member organization. In the event of such rejection, such member organization may appeal to the Delegate Assembly at its next regular or special meeting or the member organization may submit to the Council the name of a new delegate in lieu of the rejected delegate, for action by the Council in the same manner as if the name of the rejected delegate had not been submitted. Appeals shall be made in accordance with the provisions of Article IX of this Constitution.

Section 5.      RECALL OF DELEGATES

- A.      Member organizations reserve the right to recall their delegates from the Delegate Assembly and to substitute other delegates in their place.

Section 6.      EXPULSION AND DISAFFILIATION OF ORGANIZATION

- A.      For good and sufficient reasons, the Board may recommend to the Delegate Assembly the expulsion of a member organization of the Council. Upon such recommendation, the matter shall be presented to the next regular or special meeting of the Delegate Assembly, the call of which shall include such subject. Upon an affirmative vote of two-thirds of the delegates present and voting at such meeting, the member organization shall be expelled.
- B.      The Delegate Assembly may, upon the recommendation of the Board, by majority vote, remove the name of any member organization upon receiving evidence that it has ceased to function.
- C.      A member organization is free to disaffiliate from the Council by submitting written notification of its intentions to the Council office.

ARTICLE V -- DELEGATE ASSEMBLY

Section 1.                      Meetings of the Delegate Assembly shall be held no fewer than 2 times a year, one of which, namely the Annual Election Meeting, must be held in May or June.

Section 2.                      Other meetings of the Delegate Assembly shall be held at the call of the Board or upon the written request of twenty (20) or more of the delegates, representing not less than five (5) constituent organizations not affiliated with each other, addressed to the President of the Council. Said written request shall contain in detail the matters to be presented at such meeting.

Section 3.                      The Delegate Assembly shall have the power to adopt such rules and regulations for the conduct of its business as shall not be inconsistent with any other provisions of this Constitution.

- Section 4. A quorum of the Delegate Assembly shall consist of thirty five (35) accredited delegates.
- Section 5. Each delegate in the Delegate Assembly shall be entitled to one vote.
- Section 6. Members of the Delegate Assembly shall have the following duties:
- A. Disseminate Council information within their organizations.
  - B. Motivate their organizations to take action recommended by the Council.
  - C. Convey concerns of their organization to the Council.

#### ARTICLE VI -- OFFICERS

- Section 1. **The officers of the Council shall consist of a President, three Vice-Presidents, a Recording Secretary, a Financial Secretary, and a Treasurer, all of whom shall be elected as provided for in Article VIII of this Constitution.**
- Section 2. The duties of the Vice Presidents shall be designated by the President and may be rotated during the term of office. Other officers of the Council shall have such duties as generally appertain to their respective offices and such other duties as may from time to time be assigned to them by the President.
- Section 3. No person shall serve more than one (1) term in the same office with the exception of a) Vice Presidents, who if duly elected, shall be eligible to serve three (3) consecutive terms; b) an officer who has served not more than one (1) year under the provisions of Article VIII, Section 5 shall be eligible to succeed himself in the office held.
- Section 4.
- A. The Executive Committee shall consist of the President, who is its chairman, the immediate past President, three Vice-Presidents, two Secretaries and Treasurer. The Executive Director shall be a non-voting participant in all sessions of the Committee except when the Committee meets in executive session, at which time the Director may be excused.
  - B. The President may invite to such Executive Committee meetings, any person whose presence may be necessary or helpful in forwarding the specific business for which a meeting is called.
  - C. Meetings of the Executive Committee may be called by the President or any three (3) members of the Committee. The quorum for the Committee shall consist of four (4) members.

- D. The Executive Committee shall have power to authorize emergency action and shall report such action to the Board of Directors.

## ARTICLE VII -- BOARD OF DIRECTORS

Section 1. The Board shall consist of:

- (a) the elected officers of the Council;
- (b) one (1) delegate (who shall be an officer or past president) from each of between nine (9) and thirteen (13) local Washington area affiliates of major national Jewish organizations whose programs and activities address a broad range of issues reflecting both the domestic and international community relations agenda as set forth in the Council's appended Mission Statement;
- (c) one (1) delegate from each of the umbrella lay organizations representing the Orthodox, Conservative, Reform and Reconstructionist movements and one (1) delegate from the Washington Board of Rabbis;
- (d) one (1) delegate each from ten (10) other Council member organizations not included in (b) above;
- (e) twenty-one (21) individuals who are representative of the broader Jewish community of greater Washington;
- (f) all past Presidents of the Council; and
- (g) up to three (3) persons who may be appointed by the President, with the advice and consent of the Board, whose terms shall coincide with that of the appointing President.

Board members identified in categories (b) and (c) shall be designated by their respective organizations for a term of one or two years as determined by their designating organizations, such terms commencing on July 1 following designation. Board members identified in categories (d) and (e) shall be elected pursuant to these By-Laws for a term of two years commencing on July 1 following election. In addition, the President and Executive Vice-President of the UJA Federation shall serve as ex-officio members of the Board, without a vote.

The officers, five (5) of the ten (10) Board members to be elected from category (d) ten (10) of the Board members to be elected from category (e) shall be elected in even years; the remainder of the elected members shall be elected in odd years.

Unless otherwise recommended by the Board and approved by the Delegate Assembly, the

organizations described in category (b) shall be:

1. American Jewish Committee
2. American Jewish Congress
3. Anti-Defamation League of B'nai B'rith
4. B'nai B'rith International
5. B'nai B'rith Women
6. Hadassah
7. Jewish Labor Committee
8. Jewish War Veterans
9. Na'amat USA
10. National Council of Jewish Women
11. Women's American ORT

Other organizations may be included in category (b), if they meet the eligibility criteria set forth in (b), provided that the total number of organizations included therein does not exceed thirteen (13) nor fall below nine (9). Their inclusion shall be determined by the Delegate Assembly, at a regular or special meeting, after receiving a recommendation of the Board of Directors. In the event that the Board concludes that an organization included in category (b) no longer meets the eligibility criteria under (b), and therefore, should no longer be included in that category, it shall submit a recommendation to that effect to the Delegate Assembly, which shall determine at a regular or special meeting whether the organization shall continue to be included in this category.

Section 2. No person elected under the provisions of Article VII, Section 1 shall be eligible to serve for more than four (4) consecutive two-year terms as a member of the Board excluding terms as officers of the Council. However, the above restriction shall not preclude the election of any member as an officer of the Council. Nothing contained herein shall preclude the election of a person having served four (4) consecutive terms on the Board after an intervening period of two years.

Section 3. FUNCTIONS OF THE BOARD OF DIRECTORS

- A. It shall perform all functions and mandates assigned to it by the Delegate Assembly, in accordance with the other provisions of this Constitution.
- B. It shall carry out the purposes of the Council, unify the activities of the various appointive

committees, and recommend appropriate action to the Delegate Assembly.

- C. It shall prepare the agenda for the meetings of the Delegate Assembly.
- D. It shall set the number of delegates to which each member organization is entitled under the provisions of this Constitution.
- E. It shall set the rules for the certification and eligibility of organizations, in accordance with the provisions of this Constitution.
- F. It shall have power to adopt such rules and regulations for the conduct of its business, and for carrying out its duties, as shall not be inconsistent with other provisions of this Constitution.
- G. It shall submit a report to each meeting of the Delegate Assembly, setting forth its activities since the last meeting thereof, together with such written recommendations as it desires to have considered by the Delegate Assembly.
- H. The Board in addition to the powers and duties given it by this Constitution shall have such other powers and duties as may from time to time be delegated to it by the Delegate Assembly.
- I. The Board shall have the power to establish standing committees, the chairman of which shall be appointed by the President in consultation with the other officers, and announced at the next meeting of the Board, with the latter reserving the right to reject any such appointment by a two-thirds vote of those present and voting at the time of such an announcement.
- J. Fifteen (15) members of the Board shall constitute a quorum.

Section 4. Appeals from decisions of the Board shall be made in the manner provided for in Article IX of this Constitution.

Section 5. Ordinarily the Board shall meet once in each month, during the period of September-June and at least once during the months of July or August upon the call of the President of the Council or a Vice President thereof, in the event the President is not available.

Section 6. The Board shall have such other meetings as it may prescribe and it shall meet upon the call of the President or at the request in writing of ten (10) members of the Board. Said written request shall specify the matters to be presented at such meeting.

ARTICLE VIII -- ELECTIONS AND VACANCIES

Section 1.

- A. Except as provided in Article VIII, Section 5, election of officers shall be held in even numbered years at the Annual Election Meeting as defined in Article V, Section 1.
- B. Except as provided in Article VIII, Section 5, election of members of the Board in accordance with the provisions of Article V, Section 1 shall be held at the Annual Election Meeting as defined in Article V, Section 1.

Section 2. Nominating Committee

- A. The Nominating Committee shall consist of a chairperson and eight members. At the beginning of the program year, the President shall appoint a chairperson who shall be chosen from the Board of Directors. With the concurrence of the Board of Directors, the President shall appoint four Board members to the Nominating Committee. Four members of the Delegate Assembly who are not members of the Board shall be elected at the Annual Election Meeting.
- B. The Nominating Committee shall serve for a term of one (1) year or until a new committee is chosen. No member of the Nominating Committee shall serve for more than two consecutive terms.

Section 3. At least thirty (30) days prior to the Annual Election Meeting, the list of nominations for officers and/or members of the Board shall be mailed to each delegate. Further nominations must be made by petition signed by twenty (20) delegates representing no fewer than three (3) member organizations not affiliated with each other. Nominations must be received by the Chairman of the Nominating Committee no later than fifteen (15) days prior to the Annual Meeting. Each nomination by petition must be accompanied by the written consent of the nominee. Names shall be listed on the ballot in alphabetical order.

Section 4.

- A. There will be no proxy or absentee voting.
- B. In advance of each election, the President shall appoint three (3) individuals as a Credentials Committee to decide such credentials and voting issues or disputes as may arise in connection with the election.
- C. The President shall appoint an appropriate number of individuals in advance of each election meeting to serve as tabulators during the course of the election.

Section 5.

- A. **A vacancy in the office of the President shall be filled for the balance of the President's term by a Vice President to be selected by the officers and ratified by the Board of Directors.**

- B. A vacancy in any elective position other than President, shall be filled by majority vote of the Board upon recommendation of the Nominating Committee, in consultation with the President. Such recommendation shall be made to the Board of Directors within two Board meetings after the vacancy occurs.

ARTICLE IX -- APPEALS

- Section 1. Should the Board deny admission to the Council of any applicant for membership or reject the name or credentials of a delegate submitted to the Council by a member organization, it shall at once notify the applicant for membership or member organization of its action. Such applicant for membership or member organization may then appeal to the Delegate Assembly. Notice of such appeal and the reason therefore shall be submitted in writing to the President of the Council within thirty (30) days after notice of the rejection shall have been mailed to the applicant for membership or member organization.
- Section 2. The President shall direct that the appeal shall appear on the agenda for the next regular or special meeting of the Delegate Assembly. The Delegate Assembly shall not consider the appeal unless it has been submitted in the manner herein before specified.
- Section 3. The Delegate Assembly may, at such meeting, by a majority of the delegates present and voting, overrule any decision of the Board. Its action shall be final.
- Section 4. If an application for membership by an organization has been rejected by the Delegate Assembly, the Board shall not consider an application for membership from that organization for one year from the date of rejection.

ARTICLE X -- DUES

- Section 1. Annual dues shall be payable in January of each year in advance for the period January 1st to December 31st. Dues shall not be prorated and organizations joining the Council during the year shall pay the full amount of dues.
- Section 2. Delegates of any member organization or a delegate-at-large shall not be entitled to be heard or vote on any matter presented at any meeting of the Delegate Assembly unless and until the dues for the then current year have been paid in full. Any organization that has not paid dues for two (2) successive years may be disaffiliated from the Council by action of the Delegate Assembly upon the recommendation of the Board.
- Section 3. Each member organization and each delegate-at-large shall pay dues as set by the Board of Directors from time to time.

ARTICLE XI -- AMENDMENTS

**Section 1.** Proposed amendments to this Constitution shall be submitted in writing to the President of the Council signed by at least twenty (20) delegates, or may be proposed by the Board. The Board shall examine the merits of such amendments and report the proposed amendments and its recommendations with regard thereto to the next regular or special meeting of the Delegate Assembly.

**Section 2.** At least thirty (30) days prior to the meeting of the Delegate Assembly at which amendments are to be considered there shall be mailed to the respective member organizations and to each delegate of the Delegate Assembly, to the address registered with the office of the Council, the texts of the proposed amendments to the Constitution.

**Section 3.** Amendments to this Constitution shall require for their adoption a two-thirds vote of the delegates present and voting at the meeting, the call of which shall include notices of said amendments which are to be considered at the said meeting.

ARTICLE XII -- MISCELLANEOUS

**Section 1.** A By-Laws Review and Revisions Committee is to be established as a permanent standing committee of the Council.

**Section 2.** The proceedings of all meetings shall be governed by this Constitution and By-Laws, and all points not covered thereby, by the current Robert's Rules of Order.

**Section 3.** Any person serving on the Board of Directors at any time during calendar year 2012 and during each succeeding year shall be required to make a monetary contribution to the Council and to the Jewish Federation prior to December 31 of each such year, in an amount to be determined by such person in his or her discretion. Any person serving on the Board of Directors on December 31, 2012, and any person serving on the Board of Directors on December 31 of each succeeding year, who has not made a contribution to both organizations during such year on or before December 31 of that year, shall be required to resign from the Board of Directors and, if that person refuses, shall be removed from the Board of Directors as of January 1 of the succeeding year, without need for any action by the Board of Directors or Delegate Assembly. The position occupied by such person shall be deemed vacant, provided that, the President of the Council may reinstate such person on the Board during the succeeding year if the President finds that (a) circumstances justify reinstatement, and (b) such person has subsequently fulfilled the requirements of this section with respect to the preceding year.

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