

Board of Directors Board Meeting

***June 7, 2022, 5:30 pm
MINUTES***

On June 7, 2022, Jewish Community Partners, Memphis Jewish Federation and Jewish Foundation of Memphis held a Board Meeting to conduct its business via Zoom.us.

At 5:30 pm, Mr. Scott Vogel, chair of the Jewish Community Partners, called the meeting to order.

Jewish Community Partners Board of Trustees in Attendance

Herbert Gerson, Mark Gillenson, Lee Harkavy, Charles Jalenak, Michael Kaplan, Gary Kaplan, Marty Kelman, Jason Salomon, Irvin Skopp, Ken Steinberg, and Scott Vogel

Memphis Jewish Federation Board of Trustees in attendance

Cindy Finestone, Hal Fogelman, Jonathan Frisch, Jan Groveman, Lee Harkavy, Michelle Katz, Susanne Landau, Emily Lennon, Steve Libby, Alla Lubin, Scott Notowich, Eileen Posner, Shelley Robbins, Jill Shanker, Kimberlee Strome, Elissa Taub, Andie Uiberall, Keri Unowsky, Scott Vogel and Craig Weiss.

Jewish Foundation of Memphis Board of Trustees in Attendance

Dot Bilsky, Stanley Bilsky, Judy Bookman, Sam Chafetz, Pace Cooper, Rick Fogelman, David Greenberg, Paula Jacobson, Reed Landau, Ron Lazarov, Anthony Morrison, Judy Moss, Laura Paller, Wendy Rotter, Judy Royal, Jason Salomon Irvin Skopp, and Elkan Scheidt.

Jewish Community Partners Staff in Attendance

Sheri Gadberry, Judy Lansky, Laura Linder, Carrie Richardson, Larry Schaffer, Matt Timberlake, Sarah Vanderwalde, Tim Wheat, and Bluma Zuckerbrot-Finkelstein.

Budget Review and Approval (see attached budget notes that were reviewed by Jason Salomon.)

Local Grants FY22-23 budget shows a total of \$48k of unallocated funds. Local and regional organizations - JCRS, NCSY and Plough Towers received an increase in funding over last year. FJFS is not listed on the grants budget as the funding needed was provided by the new endowment, an increase in United Way and a budget surplus from the prior year. Lee Harkavy noted that the largest grantee that we allocate funds to is Memphis Jewish Federation programs, \$564k.

Laura Linder stated that the total budget is broken down into the following:

- 81.8% of funds goes to programming
- 3.49% of funds goes to Israel programming
- 7.56% of funds goes to Fundraising
- 7.15% of funds goes to Administration

With no other questions, Jason Salomon called for motion to approve the budgets. Lee Harkavy moved the Federation and Foundation FY2022-2023 Budgets be approved and Eileen Posner seconded the motion. The FY2022-2023 Federation Operational, Federation Local Grant Budget and Foundation Operational Budget were approved.

Lemsky Grants

Scott Notowich, VC Israel and Overseas, reviewed the Lemsky Fact Finding Mission trip to Israel. the group visited serval JAFI programs that we fund. The final grants meeting had to be postponed to meet June 15th and then recommendations will be presented to the board.

President's Report

Laura Linder, JCP President and CEO, shared what her community concerns are for Memphis: meeting community needs, the next generation, aging donors, attitudes toward Israel and political issues. JCP personnel update in welcoming Judy Lansky , Director of Development and Phyllis Abraham, Operations Analyst. Upcoming events will be June 8 is the Lion of Judah Spring Reception and June 22 is the Annual Meeting.

The meeting was adjourned at 6:30 pm.

Attachments:

-Budget Summaries

Memphis Jewish Federation Budget Summary/Highlights

2022/2023

2021/2022 Wrap-up

- Anticipate \$40,000 Surplus – this will be held back and put into the FY 23/24 budget
- Accrued and unbudgeted major expenses are \$90,000
 - Website redesign
 - Severance
 - Bonus for 8 staff post COVID
 - ATA finance evaluation

2022/2023 - Highlights

- Compensation Changes:
 - Added 2.5 FTE's
 - Campaign Associate (beginning in January)
 - Operations Analyst
 - Grants and Technology Director
 - COL and merit increases (\$32,000)
 - Compensation is Net decrease of \$31,000 vs LY
- Unrestricted pledges to date are up approximately \$126,000 or 5.4%
- \$45,000 of operating surplus from 2020/2021 into 2022/2023 budget
- Increase in Security grant from \$45,000 to \$85,000
- MJF Budget covering costs of Israel @ 75 = \$35,000
- The total SBA PPP funds totaled \$172,000. \$57,000 were allocated to 2021-2022 budget year and the remaining \$115,000 are to be held in reserve for unforeseen events such as the effects of market volatility to fundraising.
- Increased Leadership Development Budget to cover GA costs for both Israel and Chicago (+\$5,000)
- Increased FedLEd and engagement budget (+\$5,000)
- Informal time study done on MJF staff to determine amount of time spent on:
 - Local Programs (e.g. community relations, holocaust memorial, security oversight, coalition building, grants process, priority setting/needs assessment, task forces, Jewish advocacy, etc.)
 - Overseas Program (e.g. Missions, partnership, Teen Israel, inquiries, Israel education, rallies memorials, Emergency campaigns, etc.)
 - Fundraising
 - Administration
- Time study outcome determined how the campaign supports Federation program and operating budgets. Three grants made to Federation from unrestricted dollars approximately \$50,000 more than LY or 4.2%:
 - From Unrestricted total = \$560,000 for fundraising and administrative costs
 - From Unrestricted overseas allocable dollars = \$60,982
 - From Unrestricted local allocable dollars = \$564,044

Jewish Foundation of Memphis

2022-2023 Budget Proposal

2021-2022 Wrap-up

25% of the ATA finance evaluation charged to JFOM.

Projected Surplus approximately \$170K largely due to fees generated from market values. This surplus includes the entire amount obtained by JFOM from the SBA PPP program of \$58,000.

2022-2023 Highlights

Fees are estimated based on lowest calculated quarter of the 2021-2022 year.

Compensation projected for the 2022-2023 budget year includes changes to personnel allocations including CEO.

Adding 2 FTE's including a Foundation Admin position as soon as possible and a Foundation Associate position scheduled to start 10.01.2022.

\$54,000 of the budget surplus from 2021-2022 is allocated to the 2022-2023 budget to support, in part, recommendations of the JFOM strategic Plan. The remaining \$116,000 of the projected surplus will be held in reserve in the event operating funds are needed to offset potential reduction in fee revenue due to market volatility. In addition, if needed and pending board approval, these funds may be utilized to further support strategic plan recommendations including technology upgrades.



Action Items, September 19, 2022

Tonight we have several action items in need of board approval all of which relate to the finance and investment functions of Federation. Each action item relates to the work we've been doing with our legal counsel to insure clear separation among managed entities and JCP. There will be additional action items to approve at our next board meeting.

Action 1: By-law Amendment

7.1 **Officers.** The authorized officers of the Federation shall be the Chair, the Secretary, the Treasurer (unless the Corporation has engaged a management company in which case a Vice Chair of Finance shall be elected by Corporation to serve in a similar capacity as the Treasurer would have) and such other Vice Chairs and officers as may be deemed necessary by the Board of Directors, from time to time.

Action 2: Election of Vice Chair, Finance

And given this by-law amendment, Jonathan Frisch has been nominated to serve as Vice Chair, Finance for a two-year term.

Action 3: Election of Vice Chair, Investment

Article 7, Section 1 of the bylaws provides for the election of other Vice chairs as may be deemed necessary. Given this, and the recommendation from counsel, we propose the election of a Vice Chair, Investment. Eileen Posner has been nominated to fill this role for a two-year term.

SECOND AMENDED AND RESTATED BYLAWS

OF

MEMPHIS JEWISH FEDERATION

Amended December 15, 2021

Amended September 19, 2022

ARTICLE 1: ORGANIZATION

- 1.1 **Name and Office.** The name of this corporation is and shall be Memphis Jewish Federation (the “Federation” or the “Corporation”). The office of the Federation shall be located at 6560 Poplar Avenue, Memphis, Tennessee, or at such other location as the Board may determine from time-to-time.
- 1.2. **National Affiliation.** The Federation is a member of the Jewish Federations of North America and/or its successors and shall remain a member until the Board of the Federation determines otherwise by a vote of not less than a Supermajority Vote of the Entire Board (as defined below).
- 1.3 **A Not-For-Profit Corporation.**
- 1.3.1 **Corporation’s Purpose.** The Corporation is formed exclusively for religious and charitable purposes, which may be carried on either directly or indirectly through contributions to organizations which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and its successor (the “Code”). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- 1.3.2 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- 1.3.3 Notwithstanding any other provision herein, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code.
- 1.3.4 The Corporation is prohibited from engaging in any act of self-dealing, from retaining any excess business holdings, from making or retaining any investments, and from making any taxable expenditures which would subject this Corporation or any other person to tax under Sections 4941, 4943, 4944, or 4945, respectively,

of the Code. Further, the Corporation shall make distributions at such times and in such manner as not to subject the Corporation to tax under Section 4942 of the Code.

- 1.3.5 Upon dissolution or final liquidation of the Corporation, its assets shall be distributed by the Corporation's Board to such organizations as the Board deems most worthy of carrying out the purposes and goals of the Corporation, as expressed in its Charter and these Bylaws; provided, however, that in no instance shall any assets be distributed or caused to be distributed by the Board of Directors to any institution or entity that is not a Section 501(c)(3) organization as defined by the Code. Notwithstanding the above provisions, however, in all instances, upon dissolution or final liquidation, corporate assets shall be distributed in accordance with the provisions of T.C.A. Section 48-64-106 and the Tennessee Nonprofit Corporation Act, as amended.
- 1.4 **Registered Agent.** The Corporation has designated and shall continue to have a registered agent in the State of Tennessee. If the registered agent resigns or is for any reason unable to perform its duties, the Corporation shall promptly designate another registered agent. If required, the Corporation may, by resolution of its Executive Committee, appoint such other agents for the service of process and other jurisdiction as the Executive Committee may determine.

ARTICLE 2: PURPOSES AND OBJECTIVES

The purposes and objectives of the Federation are and shall be as follows:

- 2.1 To promote and maintain the welfare and unity of the Jewish people, and to provide financial and other assistance and participation in agencies, organizations, and programs which engage in or promote religious, welfare, health, philanthropic, community relations, educational, cultural, and social service activities and projects for the benefit of Jews in the local community, in the United States, or internationally (hereinafter collectively called "Jewish Activities").
- 2.2 To serve as a central Jewish needs assessment, priority setting, fund-raising and granting agency in the Memphis metropolitan area, and to approve, sponsor, conduct, clear and coordinate the raising and allocation of funds in such areas in order to build and sustain a vibrant Jewish community in Memphis, Israel and around the world that is cared for, connected and engaged.
- 2.3 To cooperate with, provide leadership development for, and otherwise assist local, national, and international agencies and organizations and local synagogues, and to establish and implement proper programs in order to plan, coordinate, promote and advance a sustained Jewish community on a local, national, and international level.

- 2.4 To promote and nurture harmony, understanding, consensus, and good relations among the members of the Jewish community and between the Jewish community and the larger communities of which it is a part.
- 2.5 To represent the Jewish community in the Memphis metropolitan area in all matters of general Jewish interest and concern as to which there exists a recognized consensus in the Jewish community.
- 2.6 To plan, establish and implement educational and promotional programs and activities for the benefit of the people of Israel, and to serve as spokesperson and representative in the Memphis metropolitan area for Jewish Federations of North America (JFNA), World ORT, American Jewish Joint Distribution Committee, Jewish Agency for Israel (JAFI), Hebrew Immigrant Aid Society (HIAS), and other organizations assisting the people of Israel and worldwide Jewry as the Board may determine.

ARTICLE 3: FISCAL YEAR/ANNUAL CAMPAIGN

- 3.1 **Fiscal Year.** The fiscal year of the Federation shall end on the last day of June in each year (“Fiscal Year”). Each Fiscal Year shall be designated by the calendar year within which such Fiscal Year ends; for example, the Fiscal Year which ends on June 30, 2015, shall be designated Fiscal Year 2015.
- 3.2 **Annual Campaign.** The principal fund-raising activity of the Federation shall be an annual campaign with the goal of soliciting all Jews in the Memphis metropolitan area (the “Annual Campaign”). Each Annual Campaign shall be designated for the Fiscal Year within which it is completed.
- 3.3 **Budgeting.** The reasonably anticipated proceeds of each Annual Campaign (after allowance of such reserves as the Board may determine, including a reserve for uncollectible pledges) shall be budgeted as follows:
 - 3.3.1 For the Federation’s fundraising and administrative budget for the next Fiscal Year (for example, 2015 Annual Campaign proceeds for the Fiscal Year 2016 management budget);
 - 3.3.2 For the Federation’s program budget for the next Fiscal Year;
 - 3.3.3 For the Fiscal Year of any Federation Grantee Organization or Affiliate Agency (as defined in section 4) to which a grant is made which begins within the calendar year corresponding to such Annual Campaign (for example, the 2015 Annual Campaign shall be granted for the Fiscal Year of such Federation Grantee Organization which commences within calendar year 2015); and
 - 3.3.4 Otherwise as determined from time-to-time by the Board.

- 3.4 **Other Fund Raising.** Nothing herein shall be construed to prevent the Federation from engaging in such other or additional fund-raising campaigns, programs, or activities as the Board from time-to-time may determine.

ARTICLE 4: FEDERATION GRANTEE ORGANIZATION

- 4.1 **Grantee Organization.** A “Federation Grantee Organization” may be eligible to receive grants from Federation’s annual campaign and shall be any agency providing services to the Jewish community of the Memphis metropolitan area, designated as a Federation Grantee Organization by the Board or these Bylaws, and which participates with the Federation in a continuing community service planning and priority setting relationship.

4.1.2 The Board shall determine whether an agency qualifies as a “Federation Grantee Organization” based on such agency’s commitment to and compliance with criteria presented and agreed to annually as part of Federation’s grants process and may be amended, from time to time, to best meet the goals of Federation. These criteria include but are not limited to:

- (a) does work consistent with the mission and purpose of the Federation;
- (b) demonstrates to the Federation that it has instituted financial controls consistent with standard accounting practices and allows for Federation representatives to review the books and records of the agency;
- (c) recognizes, acknowledges and adheres to mutual responsibilities, including the expectation that each Jewish member of its own Board of Directors or Trustees will actively participate and donate to the Annual Campaign;
- (d) does not engage in any regular or special fundraising campaign during the Annual Campaign “primary period” (which shall mean the regularly reoccurring time period during which the Annual Campaign is conducted based on prior practice) without prior consultation with the Federation; and
- (e) actively and willingly supports Federation’s community planning and priority setting agenda by sharing demographic and membership information, participation trends, and any other relevant information as requested and needed;
- (f) acknowledges its partnership with the Federation in its marketing materials, including without limitation using the Federation logo in promotional materials, on its website and in public forums such as the organization’s annual meeting.

- 4.2 **Affiliate Agencies.** An “Affiliate Agency” shall be any agency providing services to Jewish people in the Memphis metropolitan area, nationally or internationally and which is designated as an Affiliate Agency by the Board.
- 4.2.1 An Affiliate Agency may receive grants from Federation’s annual campaign but is not subject to all of the requirements of a Federation Grantee Organization. Based on the level of support, and the nature of the organization, an Affiliate Agency, as part of its grant agreement with Federation, may be subject to one or more criteria listed in section 4.1.2.
- 4.3 **Allocations/Scholarships.** Nothing herein shall be deemed a requirement that the Federation grant funds to any Federation Grantee Organization or Affiliate Agency from any Annual Campaign, special campaign or other Federation resources. No organization shall be deemed a Federation Grantee Organization or an Affiliate Agency solely because patrons of such organizations receive scholarships or similar funds from the Federation.
- 4.4 **Approval.** Any organization meeting the requirements of Section 4.1 or 4.2, may, upon proper application and fulfillment of any requirements contained in these Bylaws or prescribed by the Board, become a Federation Grantee Organization or an Affiliate Agency of the Federation, making them eligible to receive Federation annual campaign funds, upon the affirmative vote of at least two-thirds of the Directors entitled to vote and present at a meeting of the Board, but in any event not less than a majority of the Entire Board.
- 4.5 **Termination.** Any Federation Grantee Organization or Affiliate Agency may be suspended or terminated as such upon the affirmative vote of at least two-thirds of the Directors entitled to vote and present at a meeting of the Board, but in any event not less than a majority of the Entire Board. In no event shall any Federation Grantee Organization or Affiliate Agency be terminated as such unless such agency shall have been given not less than five (5) days’ prior notice of the meeting of the Board at which such termination will be discussed and voted upon and the opportunity to have its representative attend such meeting and make a presentation regarding such proposed termination.
- 4.6 **Action of Directors and Notice.** Any action of the Board authorized in Sections 4.4 and 4.5 above may be taken at any regular or special meeting of the Board held in person or over Zoom (or another similar virtual meeting platform), provided that at least five (5) days’ prior written notice of such meeting is given and said notice specifies in reasonable detail the action proposed to be taken.
- 4.7 **Action Without Meeting.** Action taken by a majority of the Directors (other than those authorized in Sections 4.4 and 4.5) without a meeting, and without prior notice, in accordance with applicable provisions of the Tennessee Nonprofit Corporation Act is nevertheless Board of Directors action and shall be valid as provided under such Act. An

electronic transmission may be used to consent to an action, if the electronic transmission contains or is accompanied by information from which the Corporation can determine the date on which the electronic transmission was signed and that the electronic transmission was authorized by the Director. Delivery of a written consent to the Corporation under this section is delivery to the Corporation's registered agent at its registered office or to the secretary of the Corporation at its principal office (or to a designated mailing address such as a post office box if the United States Postal Service does not deliver to the Corporation's principal office).

- 4.8 **Internal Matters.** All matters concerning religious doctrines, laws, practices, curricula, and the ceremonies for each Federation Grantee Organization and Affiliate Agency shall be determined by its own Board of Directors or Trustees. Except as otherwise especially provided herein, the Federation will not control the internal governance or programming of any Federation Grantee Organization or Affiliate Agency.

ARTICLE 5: RESERVED

ARTICLE 6: BOARD OF DIRECTORS

- 6.1 **General Powers.** The business and operations of the Federation shall be managed as directed by the Board of Directors (the "Board"). As used in these Bylaws, "Entire Board" shall mean, at any time, all of the Directors then serving and entitled to vote.
- 6.2 **Directors.** The Board shall have not more than forty (40) directors (the "Directors"), who shall continue to be elected in three classes of approximately equal size each for a term of three (3) years. One such class of directors shall be elected at each annual meeting of the Board to serve for such three (3) year term, or until their successors shall have been appropriately elected. At the annual meeting of the Board of Directors, each voting member shall have a number of votes equal to the number of Directors' positions to be filled, but there shall not be cumulative voting. In the event there should be a greater number of persons nominated for Directors than the number of Directors to be elected, the nominees receiving the greatest number of votes shall be elected to the Directors' positions up for election. Each Director shall be entitled to one vote on all matters to be approved by the Board.
- 6.3 **RESERVED.**
- 6.4 **Vacancies.** Any vacancy occurring among the Directors shall be filled by the Board. A Director elected to fill such vacancy shall serve for the unexpired term of his/her predecessor in office.
- 6.5 **Removal.** A Director may be removed for cause by an affirmative vote of a majority of the Entire Board at any meeting of the Board. Cause shall include, but not be limited to, failure to attend two (2) consecutive meetings of the Board in any Fiscal Year, without adequate excuse. A Director may be removed without cause by a Supermajority Vote of

the Entire Board. In either event, the Director proposed to be removed must be given at least seven (7) days prior notice of the time, place and purpose of such meeting at which such removal will be acted upon and the opportunity to make a presentation regarding why he/she should not be removed.

- 6.6 **Duties.** Each Director shall be required to sign a written statement to the Board and to the Federation stipulating expectations for his/her service on the Board which shall include, but not be limited to, (a) being familiar with the work of the Federation and its agencies and serving as an ambassador to the community; (b) attending all Board meetings; (c) making a leadership gift to the Annual Campaign; and (d) serving on at least one Standing Committee or Sub-Committee of the Federation (or any management company engaged by the Federation for the purposes of conducting its business). The Chair shall be responsible for discussing the continued service of any Director failing to meet these duties.

6.6.1 Each Director of the Board shall sign and deliver to the Federation a “Conflict of Interest Policy”.

- 6.7 **Term Limits.** The term for a Director shall be three (3) years. No Director shall serve more than three (3) consecutive three (3) year terms as a Director. After a period of one (1) year or more in which such individual does not sit on the Board, he/she shall then be eligible to serve on the Board again subject to the term limits set forth herein.
- 6.8 **Delegation of Authority.** The Board may delegate some or all of its authority to another entity to manage the operations of the Federation and to take all actions required or permitted to be done by the Federation pursuant to these Bylaws or otherwise.

ARTICLE 7: OFFICERS

7.1 **Officers.** The authorized officers of the Federation shall be the Chair, the Secretary, the Treasurer (unless the Corporation has engaged a management company in which case a Vice Chair of Finance shall be elected by Corporation to serve in a similar capacity as the Treasurer would have) and such other Vice Chairs and officers as may be deemed necessary by the Board of Directors, from time to time.

Any two or more officers may be held by the same person, except the offices of Chair and Secretary. Except as otherwise specifically stated in these Bylaws, the Board shall determine the general duties of all officers.

- 7.2 **Term.** Each officer shall serve for a term of two (2) years, or until his/her successor shall have been elected, if such successor shall not have been elected within such term. No person shall serve in the same office for more than three (3) consecutive terms, not including any balance of an unexpired term resulting from a vacancy.

- 7.3 **Qualification.** No person shall be elected an officer unless that person shall have, at some time or times within the five (5) year period preceding his/her election, served as a Director or officer of the Federation.
- 7.4 **Election.** All officers shall be elected at the annual meeting of the Board. Nominees receiving a majority of the votes cast shall be elected; and if no nominee for an office receives such a majority, there shall be a run-off election between the two nominees receiving the largest number of votes.
- 7.5 **Vacancy, Removal.** Any officer can be removed for cause by an affirmative vote of a majority of the Entire Board at any meeting of the Board. Any officer can be removed without cause by a Supermajority Vote of the Entire Board. No officer shall be removed unless he/she shall have received seven (7) days prior notice of the time, place and purpose of the meeting at which such removal will be voted upon and the opportunity to make a presentation regarding why he/she should not be removed. A vacancy in the office of Chair shall be filled for the balance of the unexpired term as provided in Section 7.8. In the event of a vacancy in any other office, a successor shall be elected by the Board to serve for the balance of the unexpired term.
- 7.6 **Chair.** The Chair shall be the chief executive officer of the Corporation and in such capacity shall (a) preside at all meetings of the Board of Directors, (b) have general and active management responsibility of the business of the Corporation, (c) see that all orders and resolutions of the Board of Directors are carried into effect, (d) be empowered to execute all contracts, notes, mortgages and any other instruments approved by the Board of Directors and thereby bind the Corporation, (e) appoint a counsel, up to 3 at-large members to the Executive Committee, all Committee members, and determine the number of members of each committee; and (f) otherwise perform the duties customarily performed by the chief executive officer of a not-for-profit corporation.
- 7.7 **Chair-Elect.** The Board may, at any time, but is not obligated to, elect a Chair-Elect to serve during the last one (1) year term of office of a Chair. If the Board does so elect a Chair-Elect, then the Chair-Elect shall become Chair at the end of the then current Chair's term(s) of office.
- 7.8 **Succession to Chair.** In the event the Chair shall fail to perform his/her duties by reason of absence or incapacity, the Chair-Elect (if any) shall perform those duties until the Chair is able to resume his/her duties. If the Chair should resign or be removed from office, the Chair-Elect (if any) shall become the Chair for the unexpired term of the Chair, shall continue to serve as Chair for the next term, and shall be eligible to be elected for one additional one-year term. In the event there is no Chair-Elect then serving, or the Chair-Elect should fail or refuse to fill such a vacancy or otherwise serve as Chair, then a person shall be elected to serve as Chair by the Board for any unexpired term and then by the Board at the next annual meeting. One of the officers as selected by the Board (by an affirmative vote of a majority of the Directors entitled to vote present at a meeting duly called and having a quorum) shall perform the duties of the Chair in the event of the failure of both the Chair and Chair-Elect to perform such duties, until the Chair or Chair-

Elect shall resume such duties or a successor Chair shall have been elected, as the case may be.

- 7.9 **Secretary.** The Secretary shall record and keep (or supervise the recording and keeping of) the minutes of all meetings of the Board and Executive Committee and serve such notices as are required or permitted hereunder and perform all other customary duties of a corporate secretary.
- 7.10 **Other duties.** In addition to the duties specified above, the officers shall have such duties, consistent with the duties specified above, as may be assigned to them by these Bylaws or, from time-to-time, by the Board or the Chair. Each of the officers may establish subcommittees or other structures relative to such officer's duties and responsibilities to assist in the implementation of the duties and responsibilities of the officer and his or her Committee(s).
- 7.11 **Effectiveness.** The officers established herein shall remain effective and unchanged until modified by the Board.

ARTICLE 8: STAFF

- 8.1 **President.** Unless the Corporation has engaged a management company (in which case the president or executive paid employee of such management company will serve as the President of Corporation, but remain an employee of the management company), (i) the Corporation shall employ a President, who shall be the principal full-time employee of the Corporation and shall be a person with training and/or experience in the types of services performed and supported by the Corporation; (ii) the President shall be selected and employed by the Board under a contract negotiated by a special committee headed by the Chair, members of which are approved by the Board, and (iii) unless otherwise reserved by the Board, the special committee shall have the authority to determine the President's compensation. The President shall manage and direct day-to-day affairs and functions of the Corporation and supervise the work and duties of other Corporation staff (unless the Corporation has engaged a management company (in which case the Corporation may have no employed staff), including having authority to hire, manage, discipline fire, as may be necessary, the other employees of the Corporation, according to policies set by the Board and subject to the provisions of the following section 8.2. The President's work and activities and that of the other staff members/employees of the Corporation shall be coordinated with the Chair and other appropriate officers of the Corporation.
- 8.2. **Other Staff.** Subject to the Corporation's administrative budget approved by the Board and as otherwise delegated to any management company, the President is authorized to select, employ, manage, discipline, terminate, and assign the duties and compensation of all other employees of the Corporation; provided, however, that the employment of, promotion to and thereafter, demotion or discharge of any employee with the title or substantive responsibilities of Chief Operating Officer or Executive Vice President shall

be subject to the affirmative approval of a majority vote of all the members of the Executive Committee.

- 8.3. **At Will Employees.** All employees of the Corporation, if any, shall be employees “at-will”, unless otherwise approved by the Board.
- 8.4. **Representation.** The President shall be a nonvoting member of the Board of Directors and all other committees of the Corporation.

ARTICLE 9: COMMITTEES

- 9.1 **Executive Committee.** The Executive Committee shall manage the affairs of the Corporation between meetings of the Board. The Chair of the Executive Committee shall be the Chair of the Corporation. The members of the Executive Committee shall be the officers of the Corporation, the immediate past Chairman and up to three (3) additional members as appointed by the Chair and approved by the Board of Directors. The Executive Committee shall have no authority to amend, alter or repeal the Bylaws; authorize any distributions or allocations of the Corporation's funds, other than in the ordinary course of business; elect, appoint or remove any director or officer of the Corporation; amend the Charter; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the sale, lease, exchange, mortgage of all or substantially all of the property and assets of the Corporation; authorize the voluntary dissolution of the Corporation or revoking proceedings therefor; adopt a plan for the distribution of assets of the Corporation; or amend, alter or repeal any resolution of the Board that by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual director of any responsibility imposed by law.
- 9.2 **Committees.** The Board may, from time-to-time, authorize and appoint (or authorize the Chair to appoint) such committees as the Board may determine.

ARTICLE 10: RESERVED

ARTICLE 11: MEETINGS

- 11.1 **Annual Meeting of Donors.** An annual meeting of donors to the Federation shall be held within the last quarter of each Fiscal Year, at such time and place (in Shelby County, Tennessee) as the Chair shall determine. At such annual meeting, the donors shall receive reports on the activities and status of the organization for the Fiscal Year then ending, and conduct such other business as may properly come before the meeting. Such annual meeting may be in conjunction with or part of the annual meeting of any management company appointed by the Board.
- 11.2 **Annual Meeting of Board.** An annual meeting of the Board shall be held jointly with or immediately following each annual meeting of donors for the purpose of electing a new

class of Directors and officers for the coming Fiscal Year and conducting such other business as may properly come before the meeting.

- 11.3 **Regular Meetings of Board.** Regular meetings of the Board shall be held as needed but no less than quarterly and determined by the Chair in order to fulfill the mission of MJF, at such time and place (either in person or via zoom or another acceptable virtual meeting platform) as the Chair shall determine. The Board may meet in regular session as the Chair shall determine.
- 11.4 **Notice.** All meetings of donors, the annual meeting of the Board, and each regular meeting of the Board, shall be held following no less than five (5) days prior notice, unless otherwise specifically provided for in these Bylaws. A special meeting of the Board may be called at any time by the Chair or, in his/her absence, the Chair-Elect with no less than five (5) days prior notice or as otherwise specifically required in these Bylaws. All notices shall be in writing, shall be served on the directors or donors, as the case may be, by facsimile, email or prepaid U.S. mail, addressed to the Director or donor at his/her address contained in the records of the Federation, shall be deemed served when faxed, emailed or deposited in such mail, and shall state the date, time and place of the meeting to which such notice relates.
- 11.5 **Quorum and Supermajority Vote.** Except as otherwise specified in these Bylaws, a majority of the Directors entitled to vote shall constitute a quorum of all meetings of the Board. For purposes of these Bylaws, any reference to or requirement of a “Supermajority Vote of the Entire Board” shall mean the affirmative vote of seventy percent (70%) of the members of the Entire Board (which means all Directors entitled to vote).
- 11.6 **Vote.** Except as otherwise specified in these Bylaws, the Charter of the Corporation, or the Tennessee Nonprofit Corporation Act, as amended, all matters coming before any meeting of the Board (at which a quorum is present and acting throughout) shall be decided by an affirmative vote of a majority of those present.
- 11.7 **Adjournment.** Any annual or regular meeting of the Board at which a quorum is not present and acting throughout may be adjourned to such later date and time as the Chair may determine, without further notice.
- 11.8 **Waiver of Notice.** Any notice required or permitted by these Bylaws may be waived as provided in the Tennessee Nonprofit Corporation Act, as amended.

ARTICLE 12: CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

- 12.1 **Contracts.** Subject to the delegation of such authority to any management company, any authorized contract or other instrument to be executed and delivered on behalf of the Federation shall be executed and delivered by the Chair or President of the Corporation. The Board may authorize a management company to also execute contracts and other instruments for the Corporation.

- 12.2 **Checks.** Subject to the delegation of such authority to any management company, all checks, drafts or orders for the payment of money, notes, and otherwise evidences of indebtedness issued in the name of the Federation, shall be signed as follows (a) in the case of such instruments drawn for under the amount set from time-to-time by the Board (or, if the Board shall not have set any such amount, \$500), such instruments shall be signed by any of the President, Chief Operating Officer, or Executive Vice President (or any substantially comparable position to any of the foregoing), Chair, Chair-Elect, or any officer the duties of whom include having charge of the funds of the Federation and (b) in the case of all such instruments other than those described in (a) above, such instruments shall be signed by any of the President, Chief Operating Officer, or Executive Vice President (or any substantially comparable position to any of the foregoing), Chair, Chair-Elect, or any officer the duties of whom include having charge of the funds of the Federation and countersigned by any elected officer other than the first signatory. Notwithstanding the foregoing, the Board may authorize a management company to execute all checks, drafts or orders for payment of money, notes, and otherwise evidences of indebtedness issued in the name of the Federation.
- 12.3 **Deposits.** All funds of the Federation shall be deposited in accounts in the name of the Federation in such bank or banks, as the Board may designate. This authority may be delegated to a management company or the Committees of the Federation approved by the Board to perform such functions.
- 12.4 **Gifts.** The Board, or its designee, may apply for and/or accept, on behalf of the Federation, any grant, contribution, gift, bequests or devise for the purposes of the Federation.
- 12.5 **Appropriations.** Appropriations from the Endowment Fund whether restricted or unrestricted, shall be made upon the recommendation of the Finance Committee and approval of the Board, unless otherwise delegated to a management company. Appropriation of all other funds of the Federation, including (but not limited to) income of investments, proceeds of the annual Campaign, unallocated proceeds from past Annual Campaigns, and surplus from the administrative or any program budget of a prior Fiscal Year, shall be made by the Board, or as otherwise delegated to a management company. As used herein, “appropriation” shall include allocation and budgeting; PROVIDED, HOWEVER, that the Board may appropriate funds to a specific program of the Federation, for further distribution or appropriation by the committee of the Federation which administers such program.

ARTICLE 13: BOOKS AND RECORDS

- 13.1 **Books and Records.** The Federation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board, all committees having and exercising any of the authority of the Board, and the Board Development Committee, as well as a record giving the names and addresses of all members entitled to vote. All books and records of the Federation, except those deemed confidential by the

President, may be inspected by any Director or donor for any proper purpose at any reasonable time.

- 13.2 **Annual Report.** The Federation shall publish an annual report for each Fiscal Year as soon as practical, which shall include a summary of the audit for such Fiscal Year prepared by the Certified Public Accountants to the Federation.

ARTICLE 14: INDEMNIFICATION

- 14.1 **Indemnification.** The Corporation shall and does hereby indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, including actions or suits by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by applicable Tennessee law, particularly any relevant provisions of the Tennessee Nonprofit Corporation Act, as amended.
- 14.2 **Contract.** Section 14.1 shall be deemed to be a contract between the Corporation and each Director, officer, employee and agent of the Corporation, who serves in such a capacity at any time while this section and the relevant provisions of the Tennessee Nonprofit Corporation Act, as amended, are in effect, any repeal or modification of this section or such provisions of the Tennessee Nonprofit Corporation Act shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing as it relates to any action or proceeding theretofore brought or threatened, based in whole or in part upon such state of facts; provided, however, that the right of indemnification provided in this section shall not be deemed exclusive of any other rights to which any other such person may now be or hereafter entitled apart from this section.
- 14.3 **Insurance Authorized.** The Federation may purpose and keep in force, from time-to-time, policies of insurance to cover liabilities of officers and directors arising from their actions or omissions on behalf of, or in the name of, the Federation. The purchase of such insurance shall be in the discretion of the Board. The Federation shall purchase and keep in force policies of insurance to cover employee dishonesty.

ARTICLE 15: AMENDMENTS

These Bylaws may be altered, amended, modified or repealed, and new Bylaws may be adopted, by a Supermajority Vote of the Entire Board at any regular or special meeting. Any such alteration, amendment, modification, repeal, or adoption of a Bylaw by the Board shall be effective on the date of such action by the Board or as otherwise approved in such action. The notice of any meeting of the Board at which any such amendment or other action is proposed

shall contain the full text of the proposed change and shall be given no less than five (5) days prior to such meeting.

Adopted the 15 day of December, 2021.

Secretary