

RESTATED BYLAWS

**OF THE JEWISH FEDERATION
OF GREATER EL PASO**

Amended on the 24th day of January, 2022

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JEWISH FEDERATION OF GREATER EL PASO**

TABLE OF CONTENTS

		PAGE
ARTICLE I	NAME AND MISSION	4
1.1	Name	4
1.2	Status	4
1.3	Mission and Purpose.....	4
ARTICLE II	MEMBERSHIP	4
2.1	Individual Membership	4
2.2	Voting Membership	4
ARTICLE III	BOARD OF DIRECTORS	4
3.1	Composition and Number	4
3.2	Selection and Term of Directors	5
3.3	Powers of the Board	6
3.4	Responsibilities of Board Members	6
ARTICLE IV	OFFICERS	7
4.1:	Officers	7
4.2:	Election and Term	7
4.3:	Duties of Officers	7
ARTICLE V	MEETINGS OF MEMBERS	8
5.1	Annual Membership Meeting	8
5.2	Special Meetings	8
5.3	Quorum	8
ARTICLE VI	MEETINGS OF BOARD OF DIRECTORS	9
6.1	Regular Meetings	9
6.2	Quorum	9
6.3	Parliamentary Procedure	9
6.4	Electronic Voting	9
6.5	Telephone Voting	11
6.6	Financial Limitation on Electronic and Phone Voting.....	12
ARTICLE VII	COMMITTEES	12
7.1	Eligibility	12
7.2	Executive Committee	12
7.3	Campaign Cabinet.....	12
7.4	Finance Committee	13

 PAGE
7.5	Granting Evaluation Committee.....13
7.6	Jewish Community Relations Council14
7.7	Nominating Committee.....14
7.8	Long Range Planning Committee.....15
7.9	Additional Committees15
7.10	Board/Committee Interaction Procedures..... 15
7.11	General Rules and Procedures16
ARTICLE VIII	MISCELLANEOUS17
8.1	Depositories17
8.2	Expenditures17
8.3	Audit 17
8.4	Fiscal Year17
8.5	Indemnification17
8.6	Corporate Seal and Attestation17
8.7	Amendment18
APPROVAL:18

**RESTATED BYLAWS OF THE
JEWISH FEDERATION OF GREATER EL PASO DBA Jewish El Paso**

ARTICLE I. NAME AND MISSION

- 1.1 **Name.** The name of this organization shall be the Jewish Federation of Greater El Paso (the "Federation" DBA Jewish El Paso) and its principal place of business shall be in the City of El Paso, El Paso County, Texas. For purposes of these Bylaws "Greater El Paso" means El Paso, Texas; Las Cruces, New Mexico, and surrounding areas of West Texas and Southern New Mexico.
- 1.2 **Status.** The Federation shall be a non-profit corporation organized under the laws of the State of Texas. The Federation shall maintain its operations and take all necessary actions to retain its tax-exempt status and shall not discriminate in any manner contrary to law whatsoever.
- 1.3 **Mission and Purpose.** Serving the Jewish community by engaging, connecting, supporting and celebrating Jewish life, values and culture in Greater El Paso, Israel and beyond.

ARTICLE II. MEMBERSHIP

- 2.1 **Individual Membership.** Any person who is thirteen (13) or more years of age who subscribes to the purpose of the Federation, and who makes a financial contribution to the Federation, shall be a member. Any person who is or has been a member shall continue to be a member so long as such person or his/her spouse satisfies the aforementioned requirements.
- 2.2 **Voting Membership.** Any member making a contribution of \$72.00 or more within the twelve (12) month period prior to any meeting(s) at which a member is entitled to vote, and who is not in arrears with respect to the payment of any pledge or contribution, shall be a voting member for purposes of such meeting(s).

ARTICLE III. BOARD OF DIRECTORS

- 3.1 **Composition and Number.** The Federation's Board of Directors shall consist of the following:
- A. All of the Federation's elected Officers;
 - B. Chair(s) of the Jewish Community Relations Council;
 - C. The Immediate Past President;
 - D. All of the Past Presidents who serve in an advisory, non-voting capacity;

- E. A minimum of twelve (12) and maximum of sixteen (16) members elected at large.

3.2 **Selection and Term of Directors.**

- A. Only persons who have been voting members of the Federation for at least a year shall be eligible to be a Director.
- B. No staff member (*i.e.*, fulltime or part time paid employee) of the Federation may serve on the Board.
- C. All elected Officers shall be voting members for the term of their office, except for Past Presidents who shall serve in an advisory capacity in perpetuity.

D. At-Large Members.

- (i) Directors at Large shall be elected at the annual membership meeting. The terms of all Directors at Large shall be two (2) years and eight (8) Directors at Large shall be elected at each annual meeting.

- (ii) At least one hundred (100) days prior to the date of each annual membership meeting, the President shall appoint a Nominating Committee consistent with the requirements of Section 7.7 of these Bylaws. The Nominating Committee shall first meet at least seventy-five (75) days prior to the date set for the annual meeting and shall have the duty to pre-screen and nominate qualified candidates for each of the vacant Directorships at Large.

- (iii) The Nominating Committee shall submit to the President, not less than sixty (60) days prior to the date of the next annual meeting, a written list of the qualified candidates pre-screened and nominated to serve on the Board of Directors and as Officers together with the terms for which each candidate for the Board of Directors has been nominated.

- (iv) The President shall then submit the slate of nominees to the Board of Directors for a vote of approval.

- (v) Following board approval, the President and/or Secretary shall notify all voting Federation members by mail or email at least thirty (30) days before the next annual membership meeting of the following:

- (a) The time and place of the meeting;
- (b) The slate of candidates nominated for Officers and Directors at Large; and

- (c) The term for which each candidate has been nominated.
 - E. No member may serve as a Director at Large for more than three (3) full consecutive terms. After the expiration of these term limits an interval of at least one year must pass, after which any qualified person may again serve as a Director for a future period as provided above.
 - F. Any vacancies occurring on the Board of Directors between the annual meetings of the Federation shall be filled, for the remainder of the unexpired term(s), by an election by the Board of Directors upon recommendation of the President.
- 3.3 **Powers of the Board.** All powers of authority of the Federation shall be vested in and exercised by the Board of Directors, which shall establish policies and procedures for administering the affairs of the Federation, adopt an annual budget for its operations, and approve the allocation of the Federation's campaign funds. The Board of Directors has the power and authority to act with respect to the following matters among others:
- A. Employ the Executive Director to manage the day-to-day operations of the Federation; fix the salary, terms of employment and duties of the person so employed; and have the right to terminate such Executive Director in accord with the terms and conditions of the Executive Director's Employment Agreement.
 - B. Perform all functions and duties required by the provisions of these Bylaws.
 - C. Perform such other functions and duties as it determines, in its discretion, to be in the best interests of the Federation.
- 3.4 **Responsibilities of Board Members.** The Board shall be responsible to:
- A. Actively engage to implement the mission and purpose of the organization and reevaluate it periodically;
 - B. Select and oversee a qualified Executive Director and review/evaluate her/his performance on at least an annual basis;
 - C. Actively support the Executive Director in the performance of her/his functions;
 - D. Work to ensure the organization has adequate resources to fulfill its mission and purpose;

- E. Participate in raising and overseeing the resources of the Federation effectively;
- F. Determine, monitor, and actively participate in the organization's programs and services;
- G. Sign and abide by a conflict of interest statement and confidentiality agreement;
- H. Take action consistent with these Bylaws to enhance the Federation's public image to the greatest degree possible; and,
- I. Regularly attend Board meetings, actively participate in the Campaign and on at least one other committee of the Federation. Regular attendance at Board meetings and active participation in committee meetings means missing no more than two Board meetings and two committee meetings per year absent unusual circumstances. It also means participating actively in any other email and phone discussions and phone voting conducted by the Board and by the committee(s) in which the Board member participates.
- J. At the discretion of the President and/or the Board, any Board member not meeting the forgoing responsibilities set forth in parts A – I above may be asked to resign from the Board and/or be removed from the Board.

ARTICLE IV. OFFICERS

- 4.1 **Officers.** The Officers of the Federation shall be the President, one or more Vice Presidents, the Secretary, the Treasurer, the Campaign Chair(s), the Immediate Past President, and such additional Officers as the Board of Directors may from time to time determine.
- 4.2 **Election and Term.**
 - A. At the annual meeting, the President, Vice Presidents, Treasurer and Secretary shall be elected by the membership. Such Officers must be voting members of the Federation. The President and other Officers must have served for at least one year in a leadership position on the Board or the Executive Committee of the Federation. Such Officers elected shall serve for a term of two (2) years, commencing with the meeting at which they are elected, and terminating with the election of their successors. Such Officers, including the President, also may serve an additional one (1) year term at the discretion of the President and with the approval of the Board.
 - B. Any vacancies occurring among the Officers between the annual meetings of the Federation shall be filled, for the remainder of the unexpired term(s), by an election by the Board of Directors upon recommendation of the President.

4.3 **Duties of Officers.**

- A. **President.** The President shall preside at all meetings of the Board of Directors and of the Executive Committee. The President is an ex-officio member of all committees, except the Nominating Committee and is a voting member of the Nominating Committee. The President shall make a full and complete report of the activities of the Federation at the annual membership meeting, shall be signatory on all Federation accounts, shall supervise the activities of the Executive Director, shall appoint the chair and members of each committee, and shall perform such other duties as are required by these Bylaws or as are normally performed by a President. In addition, the President is responsible for overseeing the annual Federation campaign.
- B. **Vice President(s).** The Vice President(s) shall perform such duties as are delegated by the President including Campaign Chair and other duties. Additional Vice Presidents may be appointed at the discretion of the President with the approval of the Board.
- C. **Secretary.** The Secretary shall be responsible for the keeping of the minutes of the regular and special meetings of the membership and the Board of Directors. The Secretary also shall assure that all matters of a sensitive nature (e.g., personnel matters and litigation matters) are discussed in Executive Session and that such discussions are not recorded in the meeting minutes. When discussions are held in Executive Session the minutes shall state only that the meeting went into Executive Session to discuss a matter, came out of Executive Session following the discussion, and the results, if any, of the Executive Session discussion.
- D. **Treasurer.** The Treasurer shall supervise the financial operations of the Federation, including investment and reinvestment of its funds, control of such funds and the maintenance of the financial records of the Federation. The Treasurer shall work closely with the external auditors of the Federation.
- E. **Other Officers.** Other Officers shall perform such duties as may be specifically assigned to them by the President or the Board of Directors.

ARTICLE V. MEETINGS OF MEMBERS

- 5.1 **Annual Membership Meeting.** Members of the Federation shall meet annually at such time and place as may be determined by the President. At the annual meeting, the members shall elect the requisite Directors and Officers of the Federation, and receive the oral and/or written reports of the President and other Officers as to the activities of the Federation.

- 5.2 **Special Meetings.** Special meetings of the members of the Federation may be called at any time by the President and must be called by the President within seven (7) days upon a written request of seven (7) members of the Board of Directors, or upon the written request of fifty (50) voting members of the Federation. A notice of any special meeting shall be sent by mail or email to members at their addresses as they appear on the records of the Federation. Notice of any special meeting shall state the purpose or purposes thereof.
- 5.3 **Quorum.** Twenty (20) voting members of the Federation shall constitute a quorum for the transaction of business at any meeting of the members. Unless otherwise provided in these Bylaws any motion approved at an annual or special meeting shall be valid if it receives a simple majority (51% or more) vote in approval, except that no such action shall be valid unless it receives the affirmative vote of at least fifteen (15) voting members.

ARTICLE VI. MEETINGS OF BOARD OF DIRECTORS

- 6.1 **Regular Meetings.** At least five (5) regular meetings of the Board of Directors shall be held each year with not less than five (5) days' notice given for any regular meeting. Special meetings of the Board of Directors may be called at any time with not less than five (5) days' notice, which must include the purpose of the meeting for any special meeting. All notices required by this section must be provided to all members of the Board of Directors and may be provided by either mail or email.
- 6.2 **Quorum.** Fifty-one percent (51%) of the voting Board members shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Unless otherwise provided in these Bylaws, any motion approved at a Board meeting where a quorum is present shall be approved if it receives a simple majority (51% or more) vote in favor from the voting Board members present.
- 6.3 **Parliamentary Procedure.** All meetings of the members and the Board shall be conducted according to such procedures as the President determines, unless there is a dispute concerning meeting procedures in which case Robert's Rules of Order shall govern.
- 6.4 **Electronic Voting.**
- A. When the Board is not in session, voting on issues that the President deems to require the Board's immediate attention may be conducted by e-mail pursuant to the procedures described in this Section. If the President is not available, the officer ("Other Officer") who would normally preside over a vote in the President's absence, may function in the President's stead for purposes of electronic voting.
 - B. Electronic voting by the Board shall address only a single issue at one time. If

multiple issues are required to be addressed, separate electronic votes shall be taken on each issue. Provided a motion being voted on electronically receives votes or abstentions from at least fifty-one percent (51%) of the members, a quorum of the Board shall be presumed to exist at the time of the electronic voting.

- C. When an electronic vote is to be conducted, the main motion shall be e-mailed to the President, or Other Officer as provided above. The Board member must specifically state what he/she is proposing and must provide the specific language of the motion. The President or Other Officer then shall e-mail the motion to the Board members at their last known e-mail addresses. The subject line of the message shall read: "Federation Board Vote Required" and the message shall be e-mailed with high importance.
- D. No second shall be required for any motion made pursuant to this Section.
- E. Once the main motion is e-mailed to the Board members, the Board shall have 24 hours to discuss the motion electronically. During the electronic discussion period, potential subsidiary motions and amendments may be discussed, but no motions or amendments are allowed to be officially proposed in order to provide for a full discussion on the main motion. Emails sent for purposes of discussion shall be in the form of a "Reply All" message to all Board members in a single email chain.
- F. After the discussion period has passed, the President, or Other Officer, shall announce to the Board members by e-mail that the time for discussion on the main motion has expired and Board members may offer amendments and motions within 24 hours pursuant to the procedure described in Section F ii below.
 - i. No amendments or subsidiary motions proposed. If no amendments or other subsidiary motions are proposed during the 24-hour time period, the President or Other Officer shall announce that voting on the main motion shall proceed. The Board shall then have 24 hours to vote on the motion. If during the discussion period a Board member unambiguously announces his/her vote and does not change his/her vote during the voting period, then the announced vote will count as if the Board member voted during the voting period.
 - ii. Proposed amendments and subsidiary motions.
 - a. Board members proposing amendments and other subsidiary motions to the main motion must do so formally by e-mailing a "Reply All" message to all Board members. The Board member must specifically state what he/she is proposing and must provide

the specific language of the amendment or other subsidiary motion.

- b. If any amendments or other subsidiary motions are proposed, the Board members will have 24 hours to discuss them. If more than one amendment and/or subsidiary motion is proposed, the amendment and/or subsidiary motion will be addressed by the Board in the order received as determined by the date and time stamp on each e-mail message. However, the President or Other Officer may, in his/her discretion alter the order of voting on multiple amendments or subsidiary motions if doing so would make more sense.
 - c. At the end of the discussion period, the President or Other Officer shall announce via a "Reply All" message to all Board members that the time for discussion has expired and that voting by the Board on the amendments or other subsidiary motions shall proceed. The Board shall then have 24 hours to vote on the amendments or other subsidiary motions.
 - d. When the time period for voting on the amendments or other subsidiary motions has expired, if the original main motion has not been disposed of, the Board shall then have 24 hours to vote on the original main motion if the amendment or the subsidiary motion does not pass. If during the discussion period, a Board member unambiguously announces his/her vote on the amendment or subsidiary motion and does not change his/her vote during the voting period, the announced vote will count as if the Board member voted during the voting period.
- G. For a motion to pass by electronic voting, it must receive the same number of votes required for passage as if the Board was meeting in person and a quorum of Board members was present, *i.e.*, the affirmative vote of a simple majority of a quorum of at least fifty-one percent (51%) of the Board members.
- H. If for any reason the President or Other Officer determines that voting should be done by secret ballot, instead of electronic voting via "Reply All" messages to all Board members, members will vote by privately e-mailing their votes to the President or other Officer during the prescribed voting period.
- I. Any time period for voting and/or discussion mentioned above may be altered (*i.e.* shortened or lengthened) within the sole discretion of the President or Other Officer depending on the exigencies of the circumstances, or the complexities of the motion(s).

- J. At the conclusion of the voting period, the President or Other Officer shall announce the results of the vote via a "Reply All" message to all Board members. The Secretary shall combine all threads of the Board's electronic discussions and voting on the issue(s) as needed to assure the record is complete, print the entire thread of the discussion and voting and retain the printed thread as the minutes of the Board's discussion and vote.
- 6.5 **Telephone Voting.** When the Board is in session, any Board members who are unable to attend the meeting in person, may participate via telephone in any discussion and in voting on any issues that the Board puts to a vote. If for any reason the President or Other Officer determines that voting on a particular motion or issue should be done by secret ballot, any Board members participating via telephone may vote by privately telling their votes to the President or Other Officer during the voting period.
- 6.6 **Financial Limitation on Electronic and Phone Voting.** The electronic and phone voting methods, as set forth in Sections 6.4 and 6.5 above, may be used by Board members for voting on all issues including financial decisions regarding allocation and/or expenditure of Federation funding. However, electronic and phone voting may not be used for voting on a financial decision to allocate or spend an amount exceeding the equivalent of 1% (one percent) of the Federation's annual budget.

ARTICLE VII. COMMITTEES

- 7.1 **Eligibility.** A person must be a voting member of the Federation in order to be appointed to any committee.
- 7.2 **Executive Committee.**
- A. **Composition.** The President shall be the chair of the Executive Committee. The Executive Committee shall be composed of the following:
- (i) All elected Officers currently serving their terms;
 - (ii) The immediate Past President of the Federation.
 - (iii) The JCRC Chair; and
 - (iv) Up to three (3) additional Board members as the President may appoint.
- B. **Powers and Duties.** The Executive Committee shall have such power as may, from time to time, be delegated to it and shall perform such duties as it may be charged with by the Board of Directors. The Executive Committee shall be responsible for the operation of the Federation on a regular basis, subject to

policies set by the Board of Directors. The Executive Committee shall consult with the Board of Directors in regard to the enforcement, collection, compromise and write off of pledges and other claims. The Executive Committee shall meet at least ten (10) times annually. A simple majority shall constitute a quorum of the Executive Committee for any official meeting provided that a minimum of three (3) officers are present.

7.3 **Campaign Cabinet.**

- A. **Composition.** The chair of the Campaign Cabinet will be appointed by the President. The Cabinet will be comprised of three (3) to five (5) members appointed by the Chair of the Cabinet. The members of the Cabinet may be Board members, but are not required to be.
- B. **Powers and Duties.** The Campaign Cabinet shall be responsible for all matters relating to the fundraising functions of the Federation, including the annual campaign.

7.4 **Finance Committee.**

- A. **Composition.** The Finance Committee shall consist of not less than five (5) members of the Federation.
- B. **Powers and Duties.** This Committee shall specify the form of budget to be maintained by all of the committees handling funds, requiring each such committee to submit its budget to the Federation at such times as the Finance Committee may prescribe, and develop procedures for working with and assisting such committees regarding their financial and management operations. This Committee shall be responsible for such audits/reviews of the Federation's finances as may be required by the Board of Directors.

7.5 **Granting Evaluation Committee.**

- A. **Composition.** The Granting Evaluation Committee shall consist of not less than seven (7) members.
- B. **Powers and Duties.** This Committee shall review and consider all requests for grants from the funds of the Federation, including both annual and special bequests, whether submitted by committee beneficiaries or other beneficiaries, and recommend allocations to the Finance Committee who will make recommendations to the Board of Directors. This committee also should advise applicants for funds to inquire as to the availability of funds from other sources.

7.6 **Jewish Community Relations Council.**

A. **Composition.** The Jewish Community Relations Council ("JCRC") shall consist of three (3) members of the Board of Directors and at least five (5) members from the community at large who are to be appointed by the chair of the Council. To the extent possible, the JCRC shall include members affiliated with Jewish organizations within the community, which shall be solicited for nominee recommendations. The JCRC shall be a constituent member of the Jewish Council for Public Affairs ("JCPA").

B. **Powers and Duties.** The JCRC shall have the following powers and duties:

- (i) To promote mutual understanding among groups in the community, and further, through education and otherwise, general public acceptance and practice of the principles promoting human dignity, individual rights and fraternal relationships across religious, racial and ethnic lines and groups;
- (ii) To educate and advocate Jewish interests in the community;
- (iii) To develop an intelligent and effective public opinion within and outside the Jewish community on Jewish community relations problems, concerns and commitments; and
- (iv) To function as a coordinating and advisory body for the development and implementation of coordinated programs and policies for, and participation by, local Jewish organizations in the field of community relations in Greater El Paso (as defined herein).

7.7 **Nominating Committee.**

A. **Composition.** The Nominating Committee shall be composed of not less than five (5) members at least two (2) of whom are board members. The President shall appoint the Chair of the Nominating Committee. Other members of the Nominating Committee may be appointed by the Nominating Committee Chair or the President. Members of this Committee should be drawn from various Jewish agencies in the Greater El Paso community (as defined herein).

B. **Powers and Duties.** The powers and duties of the Nominating Committee are as set out in these Bylaws in Sections 3.2 D. ii and iii.

7.8 **Long Range Planning Committee.**

- A. **Composition.** The chairperson of this Committee shall be a Past President or a current member of the Federation's Executive Committee. Other interested persons appointed by the President also shall be members of this Committee.
- B. **Powers and Duties.** The powers and duties of this Committee are to consider the long-range objectives of the Federation and to make recommendations to the Executive Committee relating thereto.

7.9 **Additional Committees.** The President may establish additional committees and assign such powers and duties to them as the President may determine in her or his discretion.

7.10 **Board/Committee Interaction Procedures.**

- 1. As a general rule and with the sole exception outlined in part 2 below, disputed issues in Committees will be processed as follows:
 - a. Thorough discussion in Committee with all Committee members given full opportunity to present their views in the Committee meeting;
 - b. A majority wins vote in Committee with majority defined as 51% or more;
 - c. Adoption of the majority vote by the entire Committee as the recommendation of the Committee to the Board;
 - d. United presentation of the recommendation by the Committee to the Board within time limits determined by the President; and
 - e. A brief Board discussion (time limited as determined by the President) followed by a Board vote which is final.
- 2. On the rare occasion of a narrow split (as defined below) on a Committee about the recommendation to be made to the Board, disputed issues in Committee will be processed as follows:
 - a. Thorough discussion in Committee with all Committee members given full opportunity to present their views in the Committee meeting;
 - b. A majority wins vote in Committee with majority defined as 51% or more **and only one vote separating the majority and minority positions;**
 - c. Preparation by the Committee of brief written summaries of the Committee's majority and minority positions on the issue;
 - d. Presentation of the written summaries to the Board in advance of the meeting in accord with the deadlines governing other Board packet materials;
 - e. Designation by the Committee of one advocate to present each position (majority view and minority view) at the Board meeting with each advocate allowed no more than 5 minutes to present their position; and

- f. A brief Board discussion (time limited as determined by the President) followed by a Board vote which is final.
 3. In keeping with the principles and procedures set forth in parts 1 and 2 above, all Board members are expected to conduct themselves as good “team players” in Committee and Board meetings and no Board members will be permitted to relitigate Committee issues in Board meetings with the sole exception of doing so by adherence to the requirements and procedures in part 2 above.
 4. The Board recognizes that timed agendas are extremely important for Committees and Boards to get organizational work done in an effective manner and that adherence to timed agendas shows honor and respect for volunteers and their precious time. Accordingly, the Board understands and agrees as follows:
 - a. Each person leading a Board or Committee meeting has authority to require everyone attending the meeting to follow time limits set forth in the agenda, or as otherwise determined by the meeting leader;
 - b. All persons attending Board or Committee meetings agree that a meeting leader must move meetings along and get through timed agendas in a timely manner so the organization functions efficiently and effectively to get its work done;
 - c. All persons attending a Board or Committee meeting will respect the authority of the meeting leader to guide the meeting and move the agenda along as needed to adhere to allotted and determined time limits;
 - d. All persons attending a Board or Committee meeting will act with the understanding that even though at times they may not get to say everything that is on their mind, the greater good of organizational effectiveness and efficiency is paramount in importance; and
 - e. All persons attending a Board or Committee meeting agree that they will respectfully allow the meeting leader to move the agenda along even when they may have more to say on a closed topic.
 5. At the discretion of the President (and with approval from the Board), any Board or Committee member not following the principles and procedures set forth in parts 1 through 4 above may be asked to resign from and/or be dismissed from their Committees and/or from the Board.
- 7.11 **General Rules and Procedures.** All committees are accountable to, and their actions shall be subject to, the approval of the Board of Directors. Each committee shall exercise only those powers and perform those functions as provided for in these Bylaws, or as may be expressly given or assigned to it. Each committee may adopt its own rules and regulations and its own procedures provided that such rules, regulations and procedures must be consistent with these Bylaws and the policies of the Federation. In the event of any inconsistencies, these Bylaws shall

control. The President or President's designee shall be a nonvoting, *i.e.*, ex-officio, member of each committee unless otherwise indicated by these Bylaws.

ARTICLE VIII. MISCELLANEOUS

- 8.1 **Depositories.** Funds of the Federation and any of its committees/constituent agencies shall be kept in such banks, savings and loan associations, credit unions or brokerage accounts under such names as the Board of Directors may from time to time determine. Policies shall be set up to provide for the signatures of approved parties for the cashing of checks.
- 8.2 **Expenditures.** Expenditures of funds shall be in accordance with the approved budget unless otherwise approved by the Board of Directors.
- 8.3 **Audit.** An annual audit and/or review shall be made of all the receipts and disbursements of the Federation and any of its committees/constituent agencies with such audit or review to be performed by a public accounting firm the Board of Directors engages for such purpose. Employment of an auditing firm shall be done in accordance with policies set by the Board of Directors.
- 8.4 **Fiscal Year.** The fiscal year of the Federation shall begin January 1 and end December 31 of each year.
- 8.5 **Indemnification.** Each director and officer of the Federation and its constituent agencies now or hereafter serving as such, shall be indemnified by the Federation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted or neglected by him or her as such director or officer; and the Federation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claims or liability arising out of his or her own willful misconduct or gross negligence. The amount paid to any officer or director by way of indemnification shall not exceed the actual, reasonable and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by the Board of Directors, which determination shall be binding on the indemnified officer or director. In addition, the Directors, Trustees, and other volunteers of the Federation or any of its committees or organizations shall be entitled to the statutory benefits of limited liability under the laws of the State of Texas.
- 8.6 **Corporate Seal and Attestation.** Neither the corporate seal nor the attestation by the Secretary shall be necessary, and all documents signed without the same are deemed to be effective.

8.7 **Amendment**. These Bylaws may be altered, amended or repealed at any properly convened meeting of the Board of Directors at which a quorum is present by the affirmative vote of two-thirds (2/3) of the members present at such meeting, provided written notice of the proposed alteration, amendment, or repeal has been provided to the Board members by mail or email at least ten (10) days prior to the meeting.

APPROVAL:

In accordance with all the requirements set forth above, these Restated Bylaws were approved by Resolution of the Federation's Board of Directors on the 24th day of January, 2022.



Monika Kimball, President