



## Jewish Federation of Victoria and Vancouver Island Society

### CONSTITUTION AND BY-LAWS

AS TRANSITIONED TO THE NEW BC SOCIETIES ACT IN MAY 2018  
AND REVISED IN OCTOBER 2020 AND AUGUST 2023.  
SOCIETY INCORPORATION #S0022844

### CONSTITUTION

The **name** of the Society is the Jewish Federation of Victoria and Vancouver Island Society. Hereinafter referred to as "Federation."

The **purposes** of Federation are:

1. To **fund** qualified donees as defined by the Income Tax Act of Canada.
2. To provide or to support, for the **benefit** of the public:
  - i. lectures on educational, cultural, or religious topics of interest to members of the Victoria and Vancouver Island Jewish community;
  - ii. artistic, cultural, or educational events representative of the Jewish people within the region, and elsewhere;
  - iii. activities educating both Jewish and non-Jewish children about Jewish religion and culture, and about other religions;
  - iv. educating Jewish and non-Jewish religious communities and the general public on Vancouver Island about Canadian laws and programs that protect minority rights.
3. To **serve** the Jewish Community of Victoria, Vancouver Island, and Gulf Islands by:
  - i. acting as a representative of the Jewish Community of Victoria, Vancouver Island and the Gulf Islands;
  - ii. coordinating and implementing fundraising to finance services and activities of the Jewish community, locally, nationally and internationally;
  - iii. coordinating, planning, and supporting social, educational, cultural, health and welfare programs and activities;
  - iv. developing leadership in the Jewish Community of Victoria, Vancouver Island and the Gulf Islands;
  - v. maintaining communication and co-ordination with various organizations and individuals concerned with the welfare of the Jewish Community;
  - vi. supporting the integrity of Jewish communities locally, provincially, nationally and internationally, with particular regard for the State of Israel;

- vii. providing guidance and support to Jewish organizations on Vancouver Island in protecting the security of the Jewish community;
  - viii. working with individuals and organizations on Vancouver Island to combat antisemitism through education.
- 4. To advance education by providing programs and resources that foster knowledge and understanding of Jewish history, culture and religion for children and adults, both within and outside the Jewish community.
- 5. To advance education by providing scholarships and financial assistance to individuals for participation in educational programs, including those focused on Jewish studies or experiences in Israel.
- 6. To advance education by developing and delivering workshops and educational initiatives to combat antisemitism, promote human rights, foster inclusivity and understanding among diverse communities, including community leaders and the general public.
- 7. To advance the Jewish religion by organizing religious programs, students and observances in accordance with Jewish tenets and doctrines.

## **BY-LAWS**

### **ARTICLE I. MISSION**

- I.1 The **Mission** of the Jewish Federation of Victoria and Vancouver Island Society (JFVVI) is to support and advance the rich fabric of Jewish community life regionally, nationally and internationally by raising funds; allocating resources; partnering with other organizations, or sponsoring, community-related events; and maintaining communication with various organizations and individuals concerned with the welfare of the Jewish community locally, in Israel, and internationally.
- I.2 The Federation is guided by the values of “Tikkun Olam” – “Repair of the World” and by “Klal Yisrael” – The responsibility of each Jew for another, and to support the following **Five Pillars**:
  - a. assisting the vulnerable;
  - b. strengthening Jewish education and Jewish Identity;
  - c. supporting Israel;
  - d. advocating on behalf of the Jewish Community;
  - e. continuing community development.
- I.3 The Federation will be carried on without purpose of gain for its members, and any profits or other gains to Federation will be used in promoting its objectives.

### **ARTICLE 2. DEFINITIONS**

JFVVIS CONSTITUTION AND BY-LAWS, AS TRANSITIONED TO THE NEW BC SOCIETIES ACT IN MAY 2018 AND REVISED IN OCTOBER 2020 AND AUGUST 2023  
SOCIETY INCORPORATION #S0022844

- 2.1 **“Act”** means the Societies Act, R.S.B.C. 1996, c 433 and all associated amendments and regulations.
- 2.2 **“Annual General Meeting”** is a meeting of the Members as defined in Article 8.5.
- 2.3 **“Board of Directors”** or **“Board”** means the board of Directors of Federation as elected pursuant to Article 10.
- 2.4 **“Bylaws”** means these Bylaws of Federation as amended from time to time.
- 2.5 **“Community”** mean all Jewish persons, and all non-Jewish persons who donate to Federation, ordinarily resident in Victoria, or on Vancouver Island, or on the Gulf Islands (including those individuals in the surrounding areas as are deemed to be included as part of the Community by the Board from time to time).
- 2.6 **“Cause”** means statements, conduct, behaviour or actions that are detrimental to the best interests of Federation or any material breach of the By-laws and policies of Federation.
- 2.7 **“Conflict of Interest”** includes decisions related to direct or indirect financial benefits to partner agencies, Directors or people in conflict of interest relationships as defined below, grants to other organizations with which Directors are involved as staff or board members.
- 2.8 **“Conflict of Interest relationships”** means a first-degree family relative, grandparent or grandchild, or others living under the same roof.
- 2.9 **“Director”** means a person serving on the Board of Directors with the powers and duties as defined in Article 10.
- 2.10 **“Fiscal Year”** will mean the first day of April in any year and ending on the thirty-first day of March in the immediately following year or such other fiscal year as agreed to by the Board.
- 2.11 **“General Meeting”** means a meeting open to all the Members being either the Annual General Meeting or a Special General Meeting.
- 2.12 **“In Good Standing”** means that a member has made a minimal annual contribution as determined by the Board to the Federation Campaign, or other recipient as designated by the Board.
- 2.13 **“Member”** is a member of Federation as defined in Article 5.
- 2.14 **“Executive Officer”** means an officer of Federation as defined in Article 12.
- 2.15 **“Notice”** means the method of notice described in Articles 8 and 11.
- 2.16 **“Registered Office”** means the office of Federation registered pursuant to the Act.
- 2.17 **“Special General Meeting”** has the meaning ascribed in Article 8.6.
- 2.18 **“Special Resolution”** means a resolution passed:
  - a. at a general meeting of which not less than fourteen days notice specifying the intention to propose the resolution has been duly given;
  - b. and by the vote of not less than 75% of those Members who, if entitled to do so, vote in person;
  - c. or a resolution proposed and passed as a special resolution at a general meeting of which less than fourteen days' notice has been given, if 75% the members entitled to attend and vote at the general meeting so agree.
- 2.19 **“Federation”** means the Jewish Federation of Victoria and Vancouver Island Society also known as JFVVI.

- 2.20 “**United Jewish Appeal Campaign**” or “**UJA Campaign**” means the annual fundraising campaign of the Federation.

### ARTICLE 3. PROCEDURES

- 3.1 “**Procedures**” All matters of procedure for the members, Board of Directors, Executive Committee, committees or any other body of Federation which is not specifically prescribed or provided for by these By-laws will be governed by the latest published edition of Robert’s Rules of Order.

### ARTICLE 4. SINGULAR, PLURAL

- 4.1 Whenever the singular, plural, masculine, feminine or neuter is used herein same will be construed to include the plural, singular, feminine, masculine, neuter or body corporate as the context requires.

### ARTICLE 5. MEMBERSHIP DEFINITIONS

- 5.1 Membership is **not transferable**.
- 5.2 An individual will be a **Regular Member** of Federation if the individual:
- a. is **Jewish**, or the current spouse of a Jewish person;
  - b. is at least eighteen (18) years of age;
  - c. has made the Minimum Annual Contribution during the previous Fiscal Year:
    - i. personally, or
    - ii. indirectly by way of a corporation or foundation of which the individual or the individual’s spouse is a principal.
- 5.3 An individual may be an **Associate Member** of Federation if the individual:
- a. is **not Jewish**;
  - b. is at least eighteen (18) years of age;
  - c. has made the Minimum Annual Contribution during the previous Fiscal Year:
    - i. personally, or
    - ii. indirectly by way of a corporation or foundation of which the individual or the individual’s spouse is a principal.
- 5.4 An **Organization** may be a Member of Federation.
- a. Local Jewish organizations which have been in existence for at least one year with a minimum regular membership of thirty (30) individuals and whose purpose is the furtherance of Jewish religious, charitable, cultural, social service, recreational, and educational purposes, or any organization which has been approved for possible membership by the Board of Directors, may apply for **Organizational Membership**.
  - b. Application for organizational Membership by an organization meeting the above requirements will be made to Federation in such form as may be prescribed by the Board of Directors. **Approval of Organizational Membership** will be by two-thirds vote of the Board and will take place only at a duly constituted meeting of the Board. Registered Membership will commence in the budgetary year next following approval by the Board.

- c. An Organizational Member must have made a Minimal Annual Contribution during the previous Fiscal Year.
- 5.5 A Member is considered to be in **good standing** when all financial commitments have been met.
- 5.6 The Board at its sole discretion reserves the **right to refuse or refund a donation** to Federation at any time and thereby revoke membership at any time without cause.

## ARTICLE 6. RIGHTS OF MEMBERS

- 6.1 A **Regular Member** will have the right to:
  - a. notification of General Meetings;
  - b. the right to one vote at General Meetings;
  - c. view copies of the minutes of Board;
  - d. attend Board meetings as an observer in accordance with Article 11.7;
  - e. to have a matter placed upon the agenda of a Board meeting upon approval by the President;
  - f. be nominated to be a Director.
- 6.2 An **Associate Member** will have the right to:
  - a. notification of General Meetings;
  - b. observe General Meetings;
  - c. view copies of the minutes of Board;
  - d. attend Board meetings as an observer in accordance with Article 11.7;
  - e. to have a matter placed upon the agenda of a Board meeting upon approval by the President.
- 6.3 A **Organizational Member** will have the right to:
  - a. notification of General Meetings;
  - b. send an observer to General Meetings;
  - c. view copies of the minutes of Board;
  - d. attend Board meetings as an observer in accordance with Article 11.7;
  - e. to have a matter placed upon the agenda of a Board meeting upon approval by the President.

## ARTICLE 7. TERMINATION OF MEMBERSHIP

- 7.1 A Member wishing to **withdraw** from the Federation may do so by providing written Notice to the President or the Executive Director. A Member who withdraws from membership is not entitled to a refund of any UJA Campaign contributions.
- 7.2 Any Membership may be **terminated** if a majority of the Board has voted to terminate the Membership for Cause. Termination becomes effective immediately upon delivery of written notice of the expulsion to the Member.
  - a. Prior to terminating a Membership, the Board will advise the Member in writing of its intention and reasons why it intends to terminate the Membership. The Member will have ten (10) business days from receipt of the notice to provide written submissions as to why the termination should not

proceed. The Board will take into consideration the Member's submissions prior to deciding whether to terminate the Membership.

- b. A Member whose membership has been terminated is not entitled to receive a refund of any UJA Campaign contributions.

7.3 Notwithstanding termination, resignation of a membership, any **pledges to the UJA which are outstanding remain payable.**

## ARTICLE 8. MEETINGS OF MEMBERS

8.1 Ten (10) Regular Members present in person will constitute a **quorum** at any General Meeting. No business will be transacted at any meeting unless the requisite quorum is present at the time.

8.2 If a quorum is not present, the persons present and entitled to vote may **adjourn** the meeting to a fixed time and place but may not transact any other business.

- a. Provisions with regard to Notice will apply to such adjournment.
- b. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the persons present and being members entitled to attend and vote at the meeting will be a quorum.

8.3 Members of Federation may attend general meetings by **remote communications** if:

- a. each Member is able to communicate adequately;
- b. security measures are adequate;
- c. adequate procedures are available for establishing quorum and recording votes.

8.4 The President or designate will normally **chair** all General Meetings.

8.5 An **Annual General Meeting** will be held within ninety (90) calendar days after the end of the fiscal year.

- a. **Notice** of such meeting will be given to all Members not less than fourteen calendar (14) days prior to the scheduled Annual General Meeting. The Notice will specify the date, time, place and the agenda to be considered.
- b. Any such notice to be sent or delivered will be delivered personally or sent by prepaid mail, email or faxed to the addressee at the latest address known to Federation. A notice will be deemed to be given when it is delivered personally; emailed; or if mailed, three days after being deposited in a public letter box; and if by fax or email, when dispatched.
- c. Accidental omission to give notice or non-receipt of notice will not invalidate any action taken at any meeting otherwise validly held.
- d. At every Annual General Meeting, the following will be considered as **ordinary business**:
  - i. the minutes of the previous Annual General Meeting;
  - ii. a report on the activities of Federation;
  - iii. a report by the Treasurer on the financial affairs of Federation, which will include:
    - 1. the financial statements of Federation;
    - 2. the audit report, or the review engagement report, reporting on, and attached to, the annual financial statements of Federation;
  - iv. the appointment of a chartered professional accountant to audit, or review, the annual financial statements for the ensuing year;

v. the election of Directors.

8.6 A **Special General Meeting** may be held:

- a. at any time at the request of the **President**; or
- b. upon receipt by the President of a **petition** signed by at least thirty (30) Members setting out in detail the purpose for which the meeting is to be called and the resolutions to be put before it.
  - i. If the Board does not convene a special general meeting within twenty-one (21) days from the date of a petition, those who signed the petition may themselves convene the meeting.
  - ii. Any meeting so convened will be conducted in the same manner, as nearly as possible, as General Meetings convened by the Board and will be held within sixty (60) days from the date of the deposit of the petition.
- c. **Notice** of a Special General Meeting will be given to all Members not less than fourteen (14) days prior to the scheduled Special General Meeting and will specify the date, time, place and the agenda to be considered and no other business will be transacted.

8.7 At any General Meeting any **Ordinary Resolution** will pass upon a **majority vote** of the Members present and entitled to vote and who do vote upon such resolution.

- a. All votes will be conducted by a show of hands of the Members present and entitled to vote.
- b. A vote will be determined carried or not carried by declaration of the chair unless a count is demanded.
- c. A count may be demanded by any person entitled to vote at the meeting either before or after any vote conducted by show of hands. The result of a count will be deemed to be the resolution of the matter for which the count was demanded.
- d. A majority of Members may decide that a particular vote will be conducted by **secret ballot** instead of by a show of hands, in which case the vote will be conducted by secret ballot.

8.8 No **Special Resolution** may come before a General Meeting unless the full written text of the proposed resolution has been included with the Notice calling the meeting.

8.9 There will be no procedure for **proxy voting**.

8.10 The President, when chairing General Meetings, will not cast a vote unless there is a **tie vote**, in which case the President will cast the deciding vote.

## ARTICLE 9. SEAL AND RECORDS

9.1 The Board may adopt a **seal** to be used for all purposes of Federation and such seal may be affixed to any document.

- a. The seal will be kept at the **Registered Address** of Federation or at such other address as the Board of Directors approves and which complies with the Society Act.
- b. The seal of Federation will not be affixed to any instrument or document except in the presence of the following persons:

- i. any two of: the President, the Vice-President, the Secretary, the Treasurer, or
    - ii. such person or persons as the Directors may from time to time appoint by resolution;
  - c. and the persons in whose presence the seal is so affixed to an instrument will sign such instrument for the purpose of certifying that the documents under seal are **true copies**.
- 9.2 The **Minutes** of all meetings will be signed by the President or the Secretary and will be kept at the registered office of Federation or at such other address as the Board of Directors approves and which complies with the Society Act.
- a. All approved Agendas and approved Minutes of General Meetings and Board Meetings will be prepared and kept at the registered office of Federation or at such other address as the Board of Directors approves and which complies with the Society Act, and upon five (5) days notice may be inspected at Federation's office by Members during office hours.
- 9.3 Subject to the Freedom of Information and Privacy Act, all **records**, including the accounting records, will be open to inspection by any Director at any time during normal business hours of Federation.

## ARTICLE 10. BOARD OF DIRECTORS

- 10.1. Subject to the provisions of the Society Act of British Columbia and of the Constitution and Bylaws of Federation, the Directors will manage or supervise the affairs of Federation and may **exercise any and all of the powers** of Federation. Without limiting the generality of this clause or any other power or authority expressly granted to the Board of Directors by any other provision of these Bylaws, the Board of Directors will have the power to:
- a. appoint at any time and from time to time, **Chairs of all Standing, Ad Hoc and Special Committees**;
  - b. **create and disband any Ad Hoc and Special Committees**;
  - c. confirm or disapprove the **composition of all Standing, Ad Hoc and Special Committees**;
  - d. **establish and delegate to all committees such duties and powers** as may be necessary or advisable, and establish, where the Board of Directors determines, an annual budget for each committee;
  - e. solicit, collect and otherwise **raise money** in furtherance of the purposes of Federation and disburse and distribute such money for these purposes;
  - f. solicit, collect and receive **gifts, bequests, or otherwise, real and personal property** and hold, make use of, sell or dispose of such property, and disburse or distribute the whole or such part of such property or the income therefrom, as may be determined by the Board of Directors to best reflect the purposes of Federation;

- g. retain, on such terms and conditions as the Board of Directors may determine, such **persons deemed necessary for the proper functioning of Federation**;
  - h. commit Federation to any **contract**, agreement or arrangement as the Board of Directors may deem advisable in furtherance of the purposes of Federation;
  - i. **hear and determine complaints** against, discipline, suspend or expel any Member;
  - j. establish and administer any one or more **trust or endowment funds** to be used in furtherance of the purposes of Federation;
  - k. **enter into affiliation, agency or other arrangements** determined by the Board of Directors to be in the best interests of Federation.
- 10.2. The **number of directors** must be a minimum of six (6) to a maximum of eleven (11) as determined from time to time at a general meeting.
- a. **All directors will be regular members** of Federation or eligible for membership, becoming a member of Federation immediately upon being elected or appointed. Directors must not be in a **Conflict of Interest Relationship**.
  - b. The **immediate Past-President** of Federation is an *ex-officio* member of the Board of Directors with voting privileges.
- 10.3. The Board of Directors will be comprised of the following **executive officers and directors**:
- a. President
  - b. Vice-President
  - c. Secretary
  - d. Treasurer
  - e. and two or more other elected directors of Federation.
- 10.4. Members of Federation will **elect executive officers and directors** to conduct the business of Federation.
- a. Elections will be **held annually**.
  - b. At the start of the election, the **Chair of the Nominations Committee will present the committee's report**.
  - c. Members may submit **further nominations** at any time prior to the vote provided the nominee agrees to the nomination and is present at the meeting or has consented to the nomination in writing.
  - d. Subject to Article 10.5, directors whose terms expire, are eligible for **reappointment**.
  - e. **Election speeches** are permitted, but Federation may impose time limits on the duration of speeches.
  - f. The positions will be voted on in the following **order**:
    - i. President
    - ii. Vice President
    - iii. Secretary
    - iv. Treasurer
    - v. Directors-at-Large.
  - g. The new Board of Directors and the executive officers will **assume their positions** immediately following the adjournment of the AGM in which they were elected.

- 10.5. Each director will be elected for a **term** of up to two (2) years.
- Directors may be re-elected for a maximum of three (3) consecutive terms.
  - After serving three (3) consecutive terms, a director may be eligible to serve again as a director after an absence of two (2) years.
  - Notwithstanding the above, on an exceptional basis, the board may approve one (1) additional term for a director.
- 10.6. An act, decision, resolution or proceeding of the directors is not invalid merely because there are **fewer than the prescribed number of directors** in office.
- 10.7. The office of a director will be **vacated** if a director:
- resigns** from office;
    - A director wishing to resign from the Board, or as an officer on the Executive Committee, will **submit a letter** of resignation to the President, or in the case of the President, to the Board of Directors.
    - The President will, forthwith, **notify the Board of Directors** of the resignation.
  - ceases to be a member** in good standing of Federation;
  - fails to attend** three (3) successive regular meetings of the Board of Directors, unless the absences are excused by the President;
  - is **removed from office**.
    - A director may be removed from office before the expiry of their term **by special resolution** of the members; or
    - by a **majority of 75% of the directors** who vote on a resolution for removal of said director at a special meeting of the Board called for that purpose.
- 10.8. Should a **vacancy** arise on the Board of Directors, the remaining **directors** may at **any time appoint** a member as a director to fill the vacancy in the board. A director so appointed holds office only until the conclusion of the next Annual General Meeting of Federation, but is eligible for election at the meeting.
- 10.9. Directors will receive **no remuneration**, except that a director is entitled to be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of Federation.

## ARTICLE 11: MEETINGS OF THE BOARD OF DIRECTORS

- 11.1. **Meetings of the Board of Directors** will be convened and held a minimum of six (6) times per year, at such times and places as may be determined by the Executive Committee.
- 11.2. **The President may cancel any meeting** of the Board of Directors which the President deems to be unnecessary after consultation with the executive officers.
- 11.3. **Additional meetings** of the Board of Directors will be held upon the request of at least three (3) directors who will specify the objective(s) of such meetings. When so requested, in writing to the Secretary, the meeting will be held not less than seven (7) and not more than thirty (30) days from the date of the request.
- 11.4. Five (5) **members** of the Board of Directors, including a minimum of two (2) executive officers, will constitute a **quorum** of the Board of Directors.

- 11.5. Board **members** are **expected to attend** Board meetings on a regular basis (see Article 10.7.c). Board members must be present at a meeting, either in person, or by synchronous remote communication, to exercise their vote.
- 11.6. At all **meetings** of the Board of Directors, questions will be decided by a **majority vote**; that is, at least one vote more than fifty percent (50%) of eligible voting participants.
- a. The **Chair** of the meeting will not have a vote unless there is a **tie vote**, in which case the Chair will have the deciding vote.
  - b. Any **director** may request a question to be decided by **secret ballot** but if no ballot is demanded, the vote will be taken by a show of hands.
  - c. Where motions before the Board fail to achieve majority consensus, they will be declared **defeated**.
- 11.7. **Meetings** of the Board will be **open for attendance by any member** in good standing, except those meetings, or portions thereof, held in-camera. Non-Board members in attendance:
- a. shall have **no voting privileges** at Board meetings;
  - b. **may address the board** at the pleasure of the President.
- 11.8. Every director who is in a situation which may constitute a **conflict of interest**, or who is directly or indirectly interested in a proposed contract, transaction, or outcome with Federation shall, before beginning any discussion which might lead to a vote, disclose fully and promptly the nature and effect of such interest to the other directors.
- a. The Board may determine that a conflict of interest does, or does not, exist and whether it is sufficient to **require action**.
  - b. Unless otherwise determined by the Board, a director **will not participate** in any discussion relating to, or vote in respect of, any situation in which a conflict of interest exists, but that director will be **counted in the quorum** present at the meeting at which such vote is taken.
  - c. All declared cases of conflict of interest shall be recorded in the minutes of the Board or committee meeting.
- 11.9. Members serving on the Board of Directors, in carrying out any of its duties or functions in good faith, will not be exposed to any **personal liability**. Subject to the Society Act, Federation **will indemnify** each executive officer, director-at-large, member or agent of Federation for any and all actions, claims or expenses incurred arising from any action or undertaking taken on behalf of Federation in the course of their responsibilities or duties as an executive officer, director, member or agent of Federation.

## ARTICLE 12: EXECUTIVE COMMITTEE

- 12.1. The executive officers of Federation, hereafter called the “**Executive**,” will be elected by the general membership at an Annual General Meeting for a term of up to two (2) years. The Executive will be comprised of the elected officers plus the immediate Past-President:
- a. President
  - b. Vice-President

- c. Secretary
  - d. Treasurer
  - e. Immediate Past President, *ex officio*.
    - i. The immediate **Past President** of Federation will automatically become an *ex officio* member of the Executive, with voting privileges, during the first term of the immediately following President.
    - ii. The immediate Past President counts as a member of the Executive when determining a quorum.
- 12.2. The Executive will have the authority, subject to any limitation imposed upon it by the Board of Directors, to **exercise all the powers of the Board of Directors** as needed when the Board of Directors is not sitting. The Executive, without further reference to the Board of Directors, will have the power to:
- a. incur all Board approved **budgeted annual expenditures**;
  - b. without prior approval of the Board of Directors, **incur non-budgeted total annual expenditures** as follows:
    - i. for administrative purposes: up to \$500 annually;
    - ii. for programs sponsored by Federation: up to \$500 annually;
  - c. ensure that the Federation **office** is operating effectively;
    - i. retain, upon direction of the Board, **persons on contract** or otherwise to help Federation fulfill its purposes;
    - ii. ensure a process is in place for oversight and support of the **Executive Director**;
    - iii. provide advice, guidance, direction and support to **other persons retained** by the Board deemed necessary for the proper functioning of Federation;
  - d. oversee **compliance with all contracts** and contractual obligations;
  - e. establish a process to enable **timely response to critical community issues**;
- 12.3. All decisions made by the Executive Committee will be **reported to the Board of Directors** at the next meeting of the Board of Directors.
- 12.4. The **quorum** for a meeting of the Executive will be three (3).
- a. Matters arising will be decided by a **simple majority** of votes.
  - b. In the event of a **tie vote**, the Chair will have the deciding vote.
  - c. The Executive will **meet at least six times per year**.

## ARTICLE 13. DUTIES OF EXECUTIVE OFFICERS

- 13.1. The **President**:
- a. will **support and uphold the Constitution and By-Laws** of Federation;
  - b. will perform all necessary duties of a **presiding officer**;
    - i. will **preside** at the Annual General Meeting and at meetings of the Board of Directors and of the Executive.
    - ii. The President **may assign** another board member to preside at these meetings.
    - iii. Without such assignment, and in the absence of the president, the **Vice-President** will preside at these meetings.

- c. may, at any time, **call additional meetings** of Federation, the Executive, or the Board;
  - d. will be the **spokesperson** for Federation on all matters;
  - e. with the approval of the Executive, will **appoint delegates** to outside organizations;
  - f. will **report on Federation activities** since the previous meeting at every meeting of the Executive;
  - g. will submit a full and complete **report at the Annual General Meeting** covering the year's activities;
  - h. will be an *ex-officio* (non-voting) **member of all committees**;
  - i. **may delegate** any of the above powers and will notify the Board of such delegation at the first opportunity.
- 13.2. The **Vice-President** will:
- a. **assist the President** in the performance of the President's duties.
  - b. If the **President is unable to perform** the President's duties, the Vice-President will assume the duties of the President until the President is able to resume them, or until a successor is elected.
  - c. The Vice-President may assume such **other duties as assigned** by the President.
- 13.3. The **Treasurer** will:
- a. **maintain accurate records** of all assets and liabilities, receipts, and disbursements of Federation;
  - b. be a **signing authority**;
  - c. **chair the Budget and Finance Committee**;
  - d. prepare and present a **financial report** from time to time to the Board of Directors and to the Annual General Meeting;
  - e. prepare and recommend an **annual budget** for approval by the **Executive and Board of Directors**;
  - f. present the Board-approved **annual budget to the Annual General Meeting**.
- 13.4. The **Secretary** will:
- a. supervise and maintain all current **correspondence, records and documents** of Federation;
  - b. prepare **notices of meetings and agendas** for meetings of the Board of Directors, Executive, and General Meetings;
  - c. record, and circulate, **minutes of meetings** of the Board of Directors, Executive, and General Meetings;
  - d. file **Annual Reports** with the Registrar of Companies and such other reports as may be required by law.
- 13.5. With permission of the President, executive officers may delegate certain of their assigned tasks to the Executive Director to carry out, while the Officer retains overall responsibility.
- 13.6. The **signing officers** of Federation will be two (2) of:
- a. President
  - b. Treasurer
  - c. one other member of the Executive.

## ARTICLE 14: COMMITTEES

- 14.1. The Board will **establish terms** of reference to govern the membership, appointment, mission, goals, objectives and operations for Standing Committees and such other committees as may be established by the Board from time to time.
- 14.2. **Committees** will:
  - a. **carry out the purposes of Federation** within their terms of reference;
  - b. **recommend policy** within their terms of reference;
    - i. Committees may propose to the Board, changes to the terms of reference, membership, appointment, mission, goals, objectives and operations of their committees.
  - c. **present to the Board** for ratification, the recommendations and decisions of the committee.
- 14.3. The **Board** will select the Chair of each standing committee.
- 14.4. Each standing committee will have a minimum of three (3) members, one of whom must be a Board member. Committees are encouraged to include at least one non-Board member.
  - a. All committee members must be **Members of the Federation**.
  - b. Committees may **meet** and adjourn as they think appropriate in fulfilling their responsibilities.
  - c. A **quorum** will be a simple majority of members.
  - d. The **president** is an *ex-officio* non-voting member of all committees.
  - e. **Guests** may be invited to meetings, when appropriate, as non-voting participants.
- 14.5. Directors shall be members of at least one Committee of the Board.
- 14.6. Committee members must not be in a position of Conflict of Interest. Persons in positions of conflict of interest may serve on the Board or any committee of the Board so long as they do not serve together at the same time on the Board, or together at the same time on the same committee.
- 14.7. All **decisions and recommendations** of each committee will be reported to the Board at the next meeting of the Board.
- 14.8. Each committee is to **maintain a binder** with the mandate, proceedings, contacts, and procedures.
  - a. The Chair of each committee will maintain current binders.
  - b. Records from current and past years will be retained in the Federation office.
- 14.9. No committee will obligate Federation in any way for any **sum in excess of the amount budgeted** for the purpose by the Board, unless specifically authorized by the Board.
- 14.10. No committee will, without the prior authorization of the Board, **commit the use of Federation's monies, facilities or services** to any person or organization.
- 14.11 **Budget and Finance Committee** will:
  - a. provide **support to the treasurer**, who is the chair of the committee;
  - b. **work with persons retained by the Board**, as appropriate;

- c. ensure there is an **accurate accounting of the funds** of Federation, its budget and expenditures, and an accurate accounting of all organizational receipts and disbursements;
  - d. review **budget requests from committees**;
  - e. **prepare current financial overview reports** to the Board at its regular meetings;
  - f. **prepare year-end reports and proposed budgets** for the following year to the Annual General Meeting;
  - g. **submit Canada Employment Insurance (CEIC) and CPP payments** to CRA for any non-contract (staff) positions;
  - h. **file other financial reports** as necessary;
  - i. **conduct periodic reviews** to assess if Federation's financial software and systems are effective and efficient.
- 14.12 The **Annual Campaign Committee** will:
- a. **oversee the Annual Campaign** to raise funds through which allocations may be made to worthwhile programs and activities of agencies and individuals;
  - b. **liaise with the Allocations Committee**;
  - c. oversee such **other fundraising activities** as proposed by the Committee and adopted by the Board;
  - d. **report progress and results** of the Campaign to the Board.
- 14.13 The **Allocations Committee** will ensure **appropriate and orderly funding** of grants to worthwhile proposals in accordance with the policies of Federation by:
- a. **reviewing the criteria and funds available** for allocation;
  - b. **establishing the deadlines, Call for Applications, the application format** each year;
  - c. **circulating the Call for Applications**;
  - d. **recommending the global amount of funds to be allocated** as a result of the Call for Applications and the amount to be deferred for exigencies that arise during the year;
  - e. **reviewing all applications** throughout the year in a timely manner;
    - i. meet with the applicants if needed;
    - ii. present recommendations for specific funding to the Board;
  - f. maintaining and **documenting appropriate correspondence** with applicants;
  - g. **allocating funds** to programs and activities of agencies and individuals in the Jewish community, or that serve the welfare of the Jewish community locally and abroad;
  - h. **providing documentation/reports** for the Board regarding the use of the allocated funds.
- 14.14 The **Events Committee** may **work with other groups** on events for the entire Jewish community in order to promote and support education, cultural and religious topics of interest to members of the Victoria and Vancouver Island community.
- 14.15 The **Governance and Nominations Committee** will:
- a. act as a **resource on governance** to the Board;
  - b. **monitor and oversee the constitution and bylaws** of Federation;

- i. propose constitution and bylaw revisions to the Executive, Board, Membership, Registrar of Companies and such other legal entities as required;
  - c. **recommend policies** on governance to the Board of Directors;
  - d. recommend to the Board of Directors or the Annual General Meeting, as the case may be, **suitable candidates to fill Board and Executive** positions to serve either one- or two-year terms to best reflect a balance in the numbers of directors to be elected at each Annual General Meeting.
- 14.16 The **Communications and Technology** committee will:
- a. **provide direction** on communications and technology to persons retained by Federation;
  - b. maintain a **cohesive look** for print and electronic communications;
  - c. maintain a **social media** presence;
  - d. recommend to the Board **expenditures required** to upgrade or change communications and technology.

## ARTICLE 15: BORROWING

- 15.1 In order to carry out the purposes of Federation, the **Board of Directors may borrow up to \$10,000.00** upon the credit of Federation at such terms as they may think proper, with or without security, as may be required. Any amount greater than \$10,000 will require the approval of the members, by special resolution, at a general meeting.
- 15.2 A **debenture** must not be issued without the authorization of a special resolution.
- 15.3 The members may, by special resolution, **restrict the borrowing powers** of the directors, but a restriction imposed expires at the next annual general meeting.

## ARTICLE 16: AMENDMENTS

- 16.1 These by-laws must not be altered or added to except **by special resolution**.

## ARTICLE 17: CESSATION

- 17.1 Upon dissolution of Federation, and after all debts have been paid, the remaining **assets** of Federation will be paid, transferred, and delivered to a charitable organization of the members' choice. **This provision was previously unalterable.**