

AGENDA
NJHSA Board of Directors
Sunday, February 9, 2020; 9am-3pm EST; St. Petersburg, Florida

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| I. | <u>Welcome and Announcements:</u> <ul style="list-style-type: none">a. Approval of Minutes of November 4, 2019b. Update: 2019 Board Campaignc. Disclosures and Approval of Agendad. Meeting Dates: FY 2020/21 | Perry Ohren |
| II. | CEO's Report | Reuben Rotman |
| III. | CPO's Report | Lisa Loraine Smith |
| IV. | Review: Financial Statements | David Marcu |
| V. | <u>Committee Reports/Action Items</u> <ul style="list-style-type: none">a. Advocacyb. Best Practicesc. Canadian Agency Directorsd. Governancee. Innovationf. Membershipg. Nominating | <ul style="list-style-type: none">Aviva SufianAndrea SteinbergBrian ProuskyErik LindauerReuben RotmanJudy HalperPaula Goldstein |
| VI. | <u>Lunch Presentations</u> <ul style="list-style-type: none">a. Terri Balliet, COO, Gulf Coast JFCSb. Sheila Solomon Rudd, Executive Director, Tampa Bay Job Linksc. Beth Ann Gemunder, CEO, Tampa JFS | |
| VII. | <u>Report on Conferences</u> <ul style="list-style-type: none">a. 2019 Executives' Networking Forum/Plans for 2020b. 2020 Annual Conference | <ul style="list-style-type: none">Lisa Loraine SmithJudy Halper |
| VIII. | <u>Follow Up: November Board Meeting</u> <ul style="list-style-type: none">a. Report on Board Self-Assessmentsb. International Presence of NJHSAc. Strategic Plan | <ul style="list-style-type: none">Susan Friedman, Paula GoldsteinJohn ColbornReuben Rotman |
| IX. | Good and Welfare/Executive Session/Adjournment | Perry Ohren |

COMMITTEE: BOARD OF DIRECTORS		MEETING MINUTES
DATE/TIME:	Monday, November 4, 2019; 12 Noon – 4pm	
LOCATION:	Arizona Biltmore; Phoenix, Arizona	
ATTENDEES:	<p><u>In Person:</u> Perry Ohren, Chair; John Colborn, Sandy Muskovitz Danto, Paula Goldstein, Jordan Golin, Judy Halper, Jim Kahn, David Marcu, Jay Miller, Lori Moss, Leslie Reis, Leah Rosenbaum, Andrea Steinberg, Fred Stock.</p> <p><u>Participating Via Zoom:</u> Julie Chapnick, Susan Freidman, Robert Hyfler, Stephan Kline, Erik Lindauer.</p>	
NOT PRESENT:	Claudia Finkel, June Gutterman, Michael Hopkins, Brian Prousky, Larry Reader, Ray Silverstein, Aviva Sufian.	
QUORUM/CALL TO ORDER:	The meeting was called to order at 12 Noon. A quorum was present.	
AGENDA:	<ol style="list-style-type: none"> 1) Welcome, D'var Torah and Conflict Disclosure Reminder 2) Approval of Agenda and Approval of Minutes of July 28, 2019 3) CEO's Report 4) CPO's Report 5) Proposed Operating Budget: FY 2020 6) Canadian Entity/Canadian Bank Account 7) Governance Committee Report 8) Grants/Opportunities Committee Report 9) Membership Committee Report 10) Nominating Committee Report 11) Proposed Strategic Plan 12) Board Self-Assessment Process 13) Good and Welfare 14) Executive Session and Adjournment 	
VOTES TAKEN / ELECTIONS/ACTIONS TAKEN/DECISIONS MADE	<ul style="list-style-type: none"> o No conflicts were reported, and a motion was made by John Colborn and seconded by Lori Moss and unanimously approved to accept the agenda for the meeting. o A motion was made by Jay Miller and seconded by Jordan Golin and unanimously approved to accept the minutes of the meeting of July 28, 2019. o A motion was made by Jim Kahn and seconded by Judy Halper and unanimously approved to accept the proposed operating budget for FY 2020. o A motion was made by Perry Ohren and seconded by Andrea Steinberg and unanimously approved to dissolve Network of Jewish Human Service Agencies CANADA, the Canadian subsidiary of NJHSA and to close the NJHSA's Canadian bank account, held at the RBC Bank in Toronto. o A motion was made by Perry Ohren and seconded by Lori Moss and unanimously approved to accept the Strategic Plan for 2020-2023 as presented by the Strategic Planning Committee. 	
KEY DEVELOPMENTS/DECISIONS REPORTED:	<p>Jordan Golin delivered the D'var Torah for the meeting.</p> <p>Reuben Rotman presented his CEO report and noted that the Network has been recommended to participate in the Preside Leadership Development/Capacity Building training program, sponsored by Legacy Heritage Foundation. If selected, the program will engage the CEO, Board Chair and another board member in a 15-month learning program, which includes in person gatherings, coaching and peer learning via zoom. The program also includes a capacity building grant opportunity,</p>	

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DATE/TIME:	<p>Monday, November 4, 2019; 12 Noon – 4pm</p> <p>where LHF will provide a grant of up to \$250,000 once NJHSA raises a match of up to \$500,000 for total funding potential of \$750,000.</p> <p>Lisa Loraine Smith presented a summary of the rebranded Executives' Networking Forum and explained that this year's Forum attracted 55 attendees, representing 47 member agencies, an increase of 10 attendees over last year. The program is expected to generate a small surplus. Lisa also presented a brief update on the status of the 2020 Annual Conference noting that over 70 workshop proposals have been received and advertising content will begin in early January to promote attendance.</p> <p>David Marcu and Reuben Rotman presented a summary of the proposed operating budget and noted the following as key highlights:</p> <ul style="list-style-type: none"> • Revenue includes Year Two of two-year grant from Weinberg Foundation to support the NJHSA Jewish Poverty Challenge. • Revenue also includes pending request of \$267,350 grant from JFNA/ACL to bring Uniper Cares technology to 7 member agencies to address social isolation of Holocaust survivors. If approved, NJHSA will receive overhead funding of \$26,735 (this amount is not in the budget as grant is pending). • Revenue assumes year three of three-year phase in plan for agency dues (investment contributions) and does not assume any new member agencies. • Conference revenue and expenses are based on 2019 experience. • Current three-year lease for New Jersey office is scheduled to end April 2020. Lease has been extended for additional year with no increase. Additionally, contract for accounting services with Jewish Federation of Northern New Jersey will also be extended for an additional year with no increase. • New expense line of \$72,239 has been established to support Contingency Fund within NJHSA Investment Fund. <p>Reuben Rotman reported on behalf of Brian Prousky and explained that the Canadian agencies are making a recommendation to dissolve Network of Jewish Human Service Agencies CANADA, a subsidiary of NJHSA and to close the NJHSA Canadian bank account, at RBC Bank in Toronto. This account has had no activity for well over a year and the Canadian agencies believe that a separate Canadian corporate entity is no longer needed, as the agencies feel fully integrated with NJHSA.</p> <p>Erik Lindauer reported on behalf of the Governance Committee and explained that moving forward the Board will follow a consent agenda approach for routine resolutions at its meetings. Erik also noted that the staff are continuing to populate the Board portal with documents and the Board will be able to consult the portal for board related materials, policies, etc.</p> <p>Robert Hyfler reported on behalf of the Grants and Opportunities Committee and noted that the committee will be working with representatives of the Gimbal Foundation to select two agencies for participation in a digital marketing campaign which will be developed and implemented in partnership with Gimbal. He also noted that the committee developed a final reporting form the 2018 Legacy Heritage Fund grantees and that the NJHSA will be submitting an aggregated final report to Legacy Heritage Fund in February 2020. Robert explained that moving forward the committee will be developing criteria to be used when considering grant opportunities.</p> <p>Judy Halper reported on behalf of the Membership Committee and explained that a successful recruitment meeting was held in September with 10 New York City based JCC's/Y's. She also noted that 7 new member agencies have joined the Network as a result of our new member incentive program which was launched in May and 4 new member agencies have joined since the last board meeting in July (CJE SeniorLife in</p>

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<p>DATE/TIME:</p>	<p>Monday, November 4, 2019; 12 Noon – 4pm</p> <p>Chicago, Keshet in Chicago, Jewish Residential Services in Pittsburgh and Cummings Centre in Montreal). Judy explained that she has engaged support from a pro-bono attorney to help think through membership criteria with a view to developing additional principles for application to membership questions by the committee and the Board. Consensus on membership criteria is especially important given the range of agencies we have welcomed and the increased advocacy efforts of the Network as a whole. The membership committee will be developing these criteria for approval by the Board.</p> <p>Paula Goldstein explained that a Nominating Subcommittee of the Governance Committee has been established for this year's annual election process and its members are Paula Goldstein as Chair, Jim Kahn, Perry Ohren, Leah Rosenbaum and Aviva Sufian. Paula explained that the committee will begin its work shortly and will work toward being able to present a full slate at the February Board meeting. She encouraged Board members to contact her if they would like to discuss their own seat on the Board and she also encouraged Board members to be thinking of prospects for consideration by the Nominating Subcommittee.</p> <p>For Good and Welfare, Perry acknowledged the upcoming retirements of Claudia Finkel, Leah Rosenbaum and Fred Stock and thanked them for their many contributions to the field and to the Network. Perry congratulated Sandy Muskovitz Danto, who together with her husband Jim, was recently honored by the Detroit Chapter of American Friends of Magen David Adom. Special congratulations were extended to Lori Moss on the recent birth of a granddaughter and to Bob Hyfler on his recent move to Boynton Beach, Florida. Sandy Danto thanked the Board for their condolences following the recent passing of her mother.</p> <p>An Executive Session was held and the Board meeting was adjourned at 4:00 pm.</p>
<p>DISCUSSION ITEMS OF INTEREST</p>	<ul style="list-style-type: none"> ○ Perry Ohren and Reuben Rotman presented the recommendations of the Strategic Planning committee with respect to adoption of a Network Strategic Plan, which includes a Mission Statement for NJHSA and a set of Values. The Committee reported that it would now shift its focus toward detailed Plan implementation and monitoring and that the Plan will include timelines, responsible parties and measurable objectives. Reuben reviewed the recommendations and noted that a public version of the Plan will be presented to the membership at the annual conference in May 2020 and will be placed on the NJHSA website. ○ In the context of the Strategic Plan, Perry also asked the question of <i>"What does it mean for NJHSA to be an international membership association"</i>. The Board engaged in a generative discussion on this question and raised many benefits including shared learning and potential for increased impact and greater collaboration/joint program development. The Board also noted the logistical challenges in fully engaging international agencies in all aspects of NJHSA and it was noted that perhaps not all NJHSA services/resources need to be available for all member agencies, in equal measure? It was agreed that Perry would process these issues further with Reuben to determine next steps for consideration and planning implications for NJHSA. ○ Paula Goldstein reviewed the plan for the Board Self-Assessment process and reviewed a draft form of proposed Board agreement which each Board member was be asked to sign. In the discussion that followed, questions were raised about some concepts of the draft, including whether it should be referred to, and structured as an "agreement" or as a less formal "memorandum of understanding" or "accepted responsibility principles". There was particular discussion about the manner in which Board members fiduciary obligations require they put the interests of NJHSA ahead of obligations to other organizations (or to withdraw from a discussion in accordance with the NJHSA

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	<p>conflict of interest policy where they cannot do so. On the basis of questions asked, and feedback provided, the Governance Committee agreed to review the proposed document with a view to presenting a revised draft for consideration and approval at the February Board meeting. Paula also explained that the Board will be receiving an individual self-assessment survey, via email and the responses of the survey will help to guide the Nominating Sub-Committee in their deliberations.</p>
TASKS / ASSIGNMENTS / FOLLOW UP:	<ul style="list-style-type: none"> • The Governance Committee will prepare revised draft of the “Board Agreement” for consideration by the Board at its meeting in February. • The Strategic Planning Committee will prepare an updated version of the Plan to include timelines, responsible parties and measurable objectives
NEXT MEETING DATE / AGENDA	<p>Next meeting date: Sunday, February 9, 2020 Time: 9:00 am to 3:00 pm EST Location: Hyatt Place Hotel, St. Petersburg, Florida</p>
MINUTES TAKEN BY:	Judy Halper, Board Secretary



Meeting Schedule

Board of Trustees

2020-2021

Monday, May 4, 2020	12:15 pm – 2:15 pm	Fairmont Hotel Dallas, Texas
Sunday, July 26, 2020	9:00 am – 3:00 pm	Sullivan & Cromwell 125 Broad Street New York, New York
Monday, November 16, 2020	12 Noon – 4:00 pm	Embassy Suites by Hilton* Scottsdale, Arizona
Sunday, January 31, 2021	9:00 am – 3:00 pm	TBD New Orleans, Louisiana
Sunday, April 18, 2021 - Tuesday, April 20, 2021	Date/Time TBD	Minneapolis Marriott City Center Minneapolis, Minnesota

*November 2020 Board Meeting is part of the Network's Executives' Conference in Phoenix, AZ, scheduled to begin with Opening Dinner on Saturday evening, November 14, 2020 and going through 4:00 pm on Monday, November 16, 2020.

**April 2021 Board Meeting is part of the Network's 2021 Annual Conference in Minneapolis, MN, scheduled to begin on Sunday, April 18, 2021 and going through 12 Noon on Tuesday, April 20, 2021. The exact date and time of the Board meeting will be announced separately.

CEO's Report for NJHSA Board Meeting of February 9, 2020

This report covers the period of November 5, 2019 – February 9, 2020

Funding:

- NJHSA has received a grant award of \$309,085 to serve as lead agency, in partnership with 7 NJHSA member agencies, from the JFNA Center for Advancing Holocaust Survivor Services, with funding from the US Administration on Community Living. The grant provides funding to utilize technology to address senior isolation. The proposed program will support homebound Holocaust survivors and will utilize livestream technology developed by Uniper Cares, a sponsor from the 2019 annual conference in Atlanta. Participating agencies: JFS Cincinnati, Blue Card, Kings Bay Y, JSSA, CJE SeniorLife, JFCS Philadelphia, JFCS of the Suncoast.
- NJHSA has been invited to submit a new proposal to the Weinberg Foundation to support the development of a compilation of Best Practice Employment Services for Persons with Disabilities, with a focus on the Jewish community.
- Allocation increases have been received from several Federations (To date: Baltimore, Chicago, Detroit, Miami).

Membership:

- Information meeting for NYC JCC's/Y's was held in September at the JCC Manhattan. Follow up continues to be underway with the 10 JCC's/Y's which participated.
- Recruitment incentive is well underway and has engaged 9 new member agencies since May 2019. Incentive provides providing one free NJHSA conference registration for successful referrals from current member agencies.
- Welcomed the following new member agencies since November 2019:
 - **Cummings Centre** (Montreal) via Gail Small, **Ometz**
 - **JARC** (Southfield, MI) via Perry Ohren, **JFS Detroit**
- Developed advocacy endorsement for inclusion on Membership Application.
- Developed proposal detailing terms of membership for Affiliate Members

Board Committees:

Advocacy:

- Submitted comments in coordination with JFNA in response to the administration's proposed changes to the US SNAP (Supplemental Needs Assistance Program).
- Working with selected presenters to further develop Advocacy related sessions for 2020 Annual Conference.
- Processed updates of 2020 Public Policy Agenda with Advocacy Committee and with Canadian Directors.

Best Practice:

- Developing NJHSA definition of Best Practice toward establishment of NJHSA Best Practices Registry.
- Consulted with Center for Medicare Services and Catholic Charities USA on the development of their Best Practice designations.

Budget and Finance:

- Reviewed financial statements for period ending December 2019.

Governance:

- Continued uploading documents/policies, etc. to online board portal of NJHSA website.
- Developed updates and revisions for the following governance documents:
 - Amendment to NJHSA Charter to reflect Advocacy Pillar of NJHSA
 - Amendments to By-Laws
 - Amendments to Governance Committee and Nominating Subcommittee Charters
 - Amendment to Annual Conflict of Interest Certification

Innovation:

- The three selected communities of the *NJHSA Jewish Poverty Challenge* (JFS Columbus, JFS Detroit, JVS Human Services Detroit and Yad Ezra and JFCS Philadelphia) are continuing their efforts working with the team at StartCo to facilitate their planning process.
- Secured support from Leading Edge to crunch data for NJHSA member agencies which participated in Leading Edge Employee Engagement Surveys. Data will inform planning process of Recruitment/Retention Work Group.

Nominating:

- Developed slate of officers and incoming board members for approval.

Strategic Planning:

- Updated Strategic Plan for Board review/approval to now include responsible parties for each recommendation, timelines and measurable impact.

Program/Travel for CEO:

- Worked with Grants and Opportunities Committee to select two successful agencies (JFCS East Bay and JFS Hamilton) from a pool of over 30 which responded to the NJHSA RFP for Digital Marketing Campaign, supported by Gimbal Foundation.
- NJHSA staff worked with Conference Workshop Subcommittees to finalize selections for 2020 Annual Conference.
- Worked with Marketing and Communications Manager and with Conference Liaisons for Sponsorships to implement Sponsorship outreach and solicitation process.
- Met with staff from Corporation for a Skilled Workforce to introduce National Workforce Development Benchmarking Survey to NJHSA membership.
- Met with staff from Leading Edge to introduce 4th Annual Employee Engagement Survey to NJHSA membership.
- Presented to Food Justice Committee of Rabbinical Assembly on NJHSA Member Agency Responses to Food Insecurity
- Met with CEO of ERAN (Israel's volunteer based national mental health phone line) to develop plans to bring the model to the US, in partnership with NJHSA, to support Israelis living in the US.

- Worked with Canadian member agencies to sponsor educational program addressing 2018 Demographic Study of Jews of Canada and connections with human service needs. Meeting also served as outreach opportunity for prospective member agencies.
- NJHSA staff have participated in several meetings with consultant to facilitate transition to new database system.
- Presented at FedLab conference of JFNA on Jewish Poverty Challenge.
- Represented NJHSA in planning meetings to support the Jewish Funders Network Affinity Group on Jewish Poverty and its meetings in West Palm Beach (of its Steering Committee) and in Dallas (of the full Affinity Group).
- Met with National Association for Jewish Chaplains to develop terms of affiliation with NJHSA.
- Represented NJHSA at Board Meeting of SourceAmerica in San Antonio.
- At the request of the Jewish Federation of Portland, provided consultation services on site at JFCS Portland and at the Jewish Federation of Portland, resulting in a comprehensive written report to support JFCS planning and service delivery efforts.
- Met with representatives of Repair the World to explore potential partnership opportunities.
- Met with representatives of Avodah to explore potential partnership opportunities.
- Represented NJHSA at national gathering of Faith Based Human Service Associations.
- Represented NJHSA on JFNA Taskforce on Gun Violence Prevention.
- Represented NJHSA
- Represented NJHSA on newly established Advisory Committee for Foundation for Jewish Camp and its need for support in administering a grant to enhance mental health support services at Jewish summer camps.

Notes to Budget Report for Period Ending December 2019:

REVENUE:

- Grants: The Legacy Heritage Fund decided to restructure their giving and to suspend grantmaking to outside organizations. They have decided to invest more significantly in projects they administer themselves. The budget has now been adjusted to reflect no renewal of this grant for 2019.
- Weinberg Foundation: New two-year grant for 2019 and 2020 of \$50,000 for each year to support Jewish Poverty initiative.
- Dues: Over 60% of agencies took advantage of 5% discount incentive and paid their 2019 dues in full by the end of January 2019. Reductions reflect both approved reductions as well as transition of lapsed agencies to inactive status.
- Registration for Executives' Conference: Higher attendance than 2018.
- Sponsorships for Executives' Conference: Secured sponsorships totaling \$5,000, which was not factored in original budget.
- Registrations for Annual Conference: Increase over budgeted amount reflects fee increase and higher attendance than previous year, with almost all paying at the full conference rate.
- Sponsorships for Annual Conference: Secured sponsorships totaling \$67,250, increase of \$7,250 over budget.
- Allocation: Several Federations (Baltimore, Chicago, Detroit, Miami) have made increases in their allocations. Total allocations were \$19,517 better than budget.
- Other Income Sources: Contributions came in \$10,000 higher than budget. Revenue sharing agreements from service partnerships came in \$3,000 higher than budget.

EXPENSE:

- Consultants: \$16,000 variance resulting from increased activity associated with Jewish Poverty Challenge.
- Audit: Reducing budgeted expense to reflect fee arrangement of new auditors (\$25,000 per year locked in for three years).
- Washington Office: negative annual adjustment of \$4,000 to reflect increased cost associated with new hire for NJHSA Washington Representative position (increased expense will be incurred beginning in July 2019).
- Database: Secured donation to cover purchase of new CRM database. Installation is in progress.

[illegible]

Network of Jewish Human Service Agencies

Budget

January - December 2019

As of December, 2019

		YTD		
		Budget	Actual	Variance
Allocation				
	JFNA Alliance Allocation	0	0	0
	<u>Other Federation Allocation</u>			
	St. Paul	1,000	1,000	0
	Jewish Federation Northern New Jersey	5,000	5,000	0
	Youngstown Area Jewish Federation	0	500	(500)
	Greater Metrowest NJ Federation	5,000	5,000	0
	Jewish Federation of Columbus, OH	2,750	0	2,750
	Jewish Federation of Detroit	3,000	5,000	(2,000)
	Jewish Federation of Milwaukee	356	356	0
	Jewish Federation of Cleveland	7,800	7,800	0
	Jewish Federation of Boston	1,106	1,106	0
	Jewish Federation Greater Washington	2,500	2,500	0
	The Greater Miami Jewish Federation	4,000	5,000	(1,000)
	Jewish Federation of Central NY	0	200	(200)
	United Jewish Federation of Tidewater	0	1,187	(1,187)
	Jewish Comm.Federation of Baltimore	0	3,000	(3,000)
	Jewish Federation of Southern Arizona	0	200	(200)
	Jewish Federation of Metro Chicago	7,000	12,000	(5,000)
	Jewish Federation of Greater Pittsburgh	0	633	(633)
	Jewish Federation of Springfield Illinois	0	33	(33)
	New York City	<u>24,000</u>	<u>32,514</u>	<u>(8,514)</u>
	Total Other Federation Alloc.	63,512	83,029	(19,517)
	Total Allocation	63,512	83,029	(19,517)
Other Income Sources				
	Combined Federal Campaign	500	260	240
	Contributions	35,000	45,607	(10,607)
	Investment Income	2,000	2,735	(735)
	Income - other	1,000	4,613	(3,613)
	Unrealized Gain/Loss on Investments	7,000	37,701	(30,701)
	Total Other Income Sources	45,500	90,916	(45,416)
Total Operating Revenue		2,129,157	1,268,510	860,647

Network of Jewish Human Service Agencies

Budget

January - December 2019

As of December, 2019			
	YTD		
	Budget	Actual	Variance
Operating Expenses			
<i>Personnel</i>			
Salaries	486,304	479,404	6,900
FICA Taxes	36,200	30,104	6,096
NJ Unemployment Taxes	12,100	3,579	8,521
PA Unemployment Taxes	1,900	271	1,629
MD Unemployment Taxes	1,400	26	1,375
Payroll Processing Fees	3,000	3,967	(967)
Employee Insurance Benefits	35,000	39,567	(4,567)
Retirement	42,000	40,286	1,714
Total Personnel Expenses	617,904	597,204	20,700
<i>Professional</i>			
Consultation Expenses	41,003	57,457	(16,454)
Audit and Legal Expenses	37,000	25,075	11,925
Contractual Accounting Fees	45,000	45,000	0
MIS Fees	21,000	21,682	(682)
Washington Office	36,000	28,232	7,768
Canadian Office Expense	0	0	0
Data Base Purchase	0	1,610	(1,610)
Staff Development	2,000	32	1,968
Staff Recruitment	1,000	0	1,000
Total Professional Fees	183,003	179,088	3,915
<i>Bank Fees & Interest</i>			
Canadian Exchange Fees	500	188	312
Bank Fees	18,000	13,785	4,215
Total Bank Fees & Interest	18,500	13,973	4,527
<i>Supplies</i>			
Furniture Rental NJ	6,100	3,318	2,782
Office Supplies	2,500	2,772	(272)
Copier Rental NJ	2,500	2,525	(25)
Total Supplies	11,100	8,615	2,485
<i>Insurance</i>			
Business Insurance	10,600	9,490	1,110
Total Insurance	10,600	9,490	1,110

Network of Jewish Human Service Agencies

Budget

January - December 2019

	YTD		
	Budget	Actual	Variance
Operating Expenses			
<i>Other</i>			
Telephone	3,200	3,248	(48)
Misc.	1,000	7,311	(6,311)
Postage & Shipping	1,500	375	1,125
Total Other	5,700	10,934	(5,234)
<i>Occupancy</i>			
NJ Rent	25,200	25,200	0
Total Occupancy	25,200	25,200	0
<i>Conferences & Meetings</i>			
Staff Travel & Expenses	20,000	16,095	3,905
Conference Expenses	211,300	217,500	(6,200)
Executive Conference Expenses	0	35,098	(35,098)
Regional Training	0	9,080	(9,080)
Speaker Expenses	40,500	20,618	19,882
Meeting Expenses	10,000	2,406	7,594
Total Conference & Meetings	281,800	300,797	(18,997)
<i>Special Projects</i>			
Grants payable to agencies	950,000	0	950,000
Total Special Projects	950,000	0	950,000
<i>Printing & Publications</i>			
Printing & Publicity	3,000	303	2,697
Website Development / Maintenance	600	791	(191)
Total Printing & Publications	3,600	1,094	2,506
<i>Dues & Subscriptions</i>			
Council of Accreditation	6,250	0	6,250
Subscriptions / Licensing	1,000	6,878	(5,878)
Memberships	5,500	4,377	1,123
Total Dues & Subscriptions	12,750	11,255	1,495
<i>Depreciation</i>			
Depreciation Expenses	9,000	12,488	(3,488)
Bad Debt Expense	0	6,576	(6,576)
Total Depreciation	9,000	19,064	(10,064)
Total Operating Expenses	2,129,157	1,176,714	952,443
Excess Revenues Over Expenditures	0	91,797	

Network for Jewish Human Services Agency
Balance Sheet
As of 12/31/2019

	<u>December, 2019</u>	<u>December, 2018</u>
<u>Assets</u>		
Cash & Cash Equivalents		
Cash In Bank - PNC Operating	184,006.40	263,277.16
Cash In Bank - PNC Money	171,508.10	21,151.80
Cash in Bank - PNC Charge Card	35,354.79	3,054.16
Cash in Bank - Royal Bank of	52,867.90	54,508.26
Investments-WP	<u>148,036.55</u>	<u>109,179.11</u>
Total Cash & Cash Equivalents	591,773.74	451,170.49
Accounts Receivable		
Accounts Receivable - Other	23,466.26	914,154.44
Allowance for Doubtful Account	(23,527.50)	(368.50)
Dues Receivable	19,000.00	37,265.25
Prepaid Expenses	<u>12,895.67</u>	<u>17,451.68</u>
Total Accounts Receivable	31,834.43	968,502.87
Other Assets		
Security Deposits	<u>2,100.00</u>	<u>2,100.00</u>
Total Other Assets	2,100.00	2,100.00
Property & Equipment		
Furniture fixtures and	41,710.31	37,034.25
Software - Website Developmt	72,458.00	68,758.00
Accumulated depreciation	(100,080.89)	(84,272.87)
Total Property & Equipment	<u>14,087.42</u>	<u>21,519.38</u>
Total Assets	<u>639,795.59</u>	<u>1,443,292.74</u>
<u>Liabilities</u>		
Accounts Payable		
Accounts Payable Control- Fund	1,513.32	6,408.81
Accrued Miscellaneous Payables	25,000.00	944,841.00
Flexible Spending Acct - Health	<u>2,016.92</u>	<u>656.14</u>
Total Accounts Payable	28,530.24	951,905.95
Deferred Revenue		
Deferred Revenue	26,630.00	17,525.00
Prepaid Dues	<u>299,030.16</u>	<u>203,158.75</u>
Total Deferred Revenue	325,660.16	220,683.75
Other Liabilities		
Loans and Exchanges	(44,315.12)	(2,544.70)
Total Other Liabilities	(44,315.12)	(2,544.70)
Total Liabilities	<u>309,875.28</u>	<u>1,170,045.00</u>
<u>Net Assets</u>		
Beginning Net Assets	238,123.40	366,806.04
Current YTD Net Income	<u>91,796.91</u>	(93,558.30)
Total Net Assets	<u>329,920.31</u>	<u>273,247.74</u>
Total Liabilities and Net Assets	<u>639,795.59</u>	<u>1,443,292.74</u>

Network for Jewish Human Services Agency
Statement of Revenues and Expenditures
From 1/1/2019 Through 12/31/2019

YTD Actual

Operating Revenue

Grant Revenue	
Grants Other Agencies	<u>50,000.00</u>
Total Grant Revenue	<u>50,000.00</u>
Dues Revenue	
Membership Dues	679,692.55
Canadian Agency Dues	38,866.00
Dues Reductions	(23,159.00)
Total Dues Revenue	<u>695,399.55</u>
Executive Conference	
Executive Conference	29,850.00
Sponsorship	<u>5,000.00</u>
Total Executive Conference	<u>34,850.00</u>
Annual Conference	
Annual Conference	234,711.77
Sponsorship	<u>67,250.00</u>
Total Annual Conference	<u>301,961.77</u>
Regional Meetings	
Regional Meeting	<u>9,080.00</u>
Total Regional Meetings	<u>9,080.00</u>
Board & Committee	
Board & Committee	<u>3,275.00</u>
Total Board & Committee	<u>3,275.00</u>
Allocation Revenue	
Other Federation Allocations	<u>83,028.51</u>
Total Allocation Revenue	<u>83,028.51</u>
Other Income	
Combined Federal Campaign	260.08
Contributions	45,607.00
Income - Misc.	4,612.93
Unrealized Gain/Loss on Investments	37,700.97
Investment Income	<u>2,734.62</u>
Total Other Income	<u>90,915.60</u>
Total Operating Revenue	<u>1,268,510.43</u>

Operating Expenditures

Personnel Expenses	
Salaries	479,403.87
FICA Taxes	30,104.14
NJ Unemployment Taxes	3,579.36
PA Unemployment	270.67
MD Unemployment	25.50
Employee Insurance Benefits	39,567.24
Retirement	40,285.94
Payroll Processing Fees	<u>3,967.00</u>
Total Personnel Expenses	<u>597,203.72</u>

Network for Jewish Human Services Agency
Statement of Revenues and Expenditures
From 1/1/2019 Through 12/31/2019

	<u>YTD Actual</u>
Professional Fees	
Audit and Legal Expenses	25,075.00
Consultation Expenses	57,457.14
Contractual Accounting Fees	45,000.00
MIS Fees	21,681.98
Staff Development	31.93
Washington Office	<u>28,231.81</u>
Total Professional Fees	177,477.86
Bank Fees and Interest	
Foreign Exchange Fees	188.46
Bank Fees	<u>13,784.72</u>
Total Bank Fees and Interest	13,973.18
Supplies	
Office Supplies	2,274.93
Office Expense	497.43
Equipment Rental - Copier	2,524.57
Equipment Rental	<u>3,318.18</u>
Total Supplies	8,615.11
Business Insurance	
Business Insurance	<u>9,490.02</u>
Total Business Insurance	9,490.02
Other	
Telephone	3,248.10
Postage	375.29
Miscellaneous Expenses	<u>7,310.83</u>
Total Other	10,934.22
Occupancy	
Rent Expense	<u>25,200.00</u>
Total Occupancy	25,200.00
Conferences & Meetings	
Staff Travel & Expenses	16,095.44
Conference Expenses	217,500.07
Executive Conference Expenses	35,097.55
Meeting Expenses	2,390.41
Meals	15.18
Regional Training	9,080.00
Speakers	<u>20,618.00</u>
Total Conferences & Meetings	300,796.65
Printing & Publications	
Printing & Publicity	302.85
Website Development/Maintenance	<u>2,401.00</u>
Total Printing & Publications	2,703.85
Dues & Subscriptions	
Subscriptions and Dues	6,878.01
Memberships	<u>4,376.88</u>
Total Dues & Subscriptions	11,254.89
Depreciation	
Depreciation Expense	12,488.02
Bad Debt Expense	<u>6,576.00</u>
Total Depreciation	<u>19,064.02</u>
Total Operating Expenditures	<u>1,176,713.52</u>
Net Revenue Over Expenditures	<u>91,796.91</u>

Network for Jewish Human Services Agency
Statement of Cash Flows
As of 12/31/2019

	<u>Current Period</u>
<u>Cash Flows from Operating Activities</u>	
Net Income (Loss)	91,796.91
Accounts Receivable	951,799.09
Prepaid Expenses	4,556.01
Accounts Payable & Accrued Expenses	(920,765.72)
Deferred Revenue	<u>9,105.00</u>
Total Cash Flows from Operating Activities	<u>136,491.29</u>
<u>Cash Flows from Investing Activities</u>	
Property & Equipment	<u>4,111.96</u>
Total Cash Flows from Investing Activities	<u>4,111.96</u>
Net Increase (Decrease) in Cash	140,603.25
Cash Balance, Beginning	451,170.49
Cash Balance, Ending	<u>591,773.74</u>



NETWORK of Jewish Human Service Agencies

2020 Public Policy Agenda

The Network of Jewish Human Service Agencies (NJHSA) is the membership association for 140+ non-profit organizations that provide a full range of human services for members of the Jewish community and beyond in the United States, Canada, and Israel. The Network is the leading voice for Jewish human service organizations, the go-to resource for advocacy, best practices, innovation, and partnerships. As NJHSA strengthens and supports member agencies that serve their communities through a wide range of human services, its public policy agenda reflects identified needs within these service areas. The areas of focus listed below are intended to be flexible to accommodate the changing health and human services landscape, and differences which may occur on a local, state, or federal level.

Aging: Empowering older adults to age with dignity and an enhanced quality of life by:

- Supporting access to home- and community-based services such as affordable and accessible transportation, nutrition, affordable housing, supportive services, and respite and family caregiver support;
- Providing older adults the opportunity to live in their own homes and communities safely, independently, and comfortably, regardless of age, income, or ability level through programs to promote aging in place;
- Safeguarding the critical needs of Holocaust Survivors through funding, partnerships, supportive services, and enhancement of safety net services that promote their dignity, strength, and empowerment;
- Promoting policies to serve Holocaust Survivors' unique social welfare, health, and emotional needs; and
- Promoting funding research and services for Alzheimer's disease and other forms of dementia.

Children and Families: Sustaining families by:

- Supporting programs that help families combat poverty and meet their basic needs;
- Ending food insecurity by supporting kosher and non-kosher food banks, home meal programs, and congregate nutrition sites, as well as protecting and strengthening supplemental nutrition assistance and child nutrition programs;
- Supporting resources and protections for victims of domestic violence and sexual assault and harassment, including particular at-risk populations such as children, people with disabilities, and older adults;
- Maintaining policies and programs which support both domestic and international adoption; and
- Supporting and affirming full Lesbian, Gay, Bisexual, Transgender, Queer & Questioning (LGBTQ+) inclusion and equality.

Immigration Reform and Protecting Refugees & Asylum-Seekers: Carrying out the tradition of "Welcoming the Stranger" and affirming our Jewish values and history by:

- Promoting comprehensive immigration reform and policies that support family unity in immigration reform and provide protection for undocumented immigrant youth brought as children;
- Advocating for the continuation of refugee resettlement programs;
- Advocating for safe, humane and legal asylum systems and the refugee resettlement program;
- Supporting Jews and other religious minorities fleeing persecution; and
- Advocating for robust funding that supports the integration of refugees in their new communities.

Workforce & Employment: Helping increase the diversity and number of individuals receiving education or training toward joining the workforce by:

- Supporting continued funding to help address adult education and workforce training for all individuals to successfully enter and succeed in the job market;
- Supporting job training and integrated, competitive employment for individuals with disabilities while allowing for choice; and
- Reducing barriers to senior employment and enhancing opportunities for older workers.

Other NJHSA Areas of Focus *(listed in alphabetical order):*

Disability Rights: Advocating with and on behalf of people with disabilities across the lifespan by:

- Encouraging full inclusion and physical accessibility for all aspects of life and in the workplace;
- Promoting funding and policies for recruitment, hiring, retention, and promotion; and
- Advocating for affordable and accessible transportation, housing, supportive services, respite care for caregivers, and the right of all people with disabilities to live in and receive support in their own homes and communities.

Gun Violence Prevention and Response Efforts: Addressing the impact of gun violence on the communities and populations we serve. Examples of advocacy on this issue include but are not limited to:

- Advocating for increased funding for mental health services, peer support for teens, and societal education on gun violence, including but not limited to domestic violence, suicide, and mass shootings;
- Promoting policies that support safer communities and training for law enforcement and other helping professions on the traumatic impact of gun violence, especially on children and in underserved communities; and
- Supporting access to quality mental health care for every person in need, including survivors, their families, first responders, and the broader communities impacted by the traumas inflicted by gun violence.

Healthcare: Protecting long-term care, mental health and wellness initiatives, and the health safety net for all by:

- Accessing health information technology funding for behavioral health and long-term care;
- Promoting mental health services, including full mental health parity;
- Supporting efforts to bring increased prevention and treatment options for those struggling with the impact of opioid, substance abuse, and other forms of addiction;
- Supporting incentives to transition those living in nursing homes and other institutions into less restrictive settings;
- Advancing preventative measures and promoting efforts that would reduce the number of uninsured; and
- Advocating for funding to support the programs for children's health insurance at all levels of government; and
- Supporting Social Determinants of Health interventions via pilot programming and research on impact.

Housing & Homelessness: Advocating for the expansion of affordable housing options for low-income and at-risk populations, including older adults, people with disabilities, refugees and other communities by:

- Promoting social and economic services to low- and moderate-income tenants and homeowners, older adults, and persons with disabilities;
- Combatting homelessness across age groups, income levels, and sexual orientations; and
- Advocating for programs that include housing preservation and stabilization efforts, crime prevention initiatives, and commercial revitalization activities.

Security & Institutional Support: Supporting interests and goals of human service organizations by:

- Advocating for funding to improve the security of human service organizations;
- Advocating for reduction of barriers in obtaining disaster assistance for individuals and organizations;
- Safeguarding charities from regulations that threaten to reduce charitable activity;
- Opposing restrictions on the advocacy rights of charities while preserving laws which prohibit charities' intervention on behalf of or in opposition to political candidates;
- Instituting safeguards that prevent houses of worship from proselytizing or using other prohibited forms of religious practice to deliver publicly-funded social services;
- Advocating for nonprofit access to public funding streams to build and support infrastructure; and
- Promoting policies that improve education, respectful workplaces, staff development, and retention in the social services sector.



NETWORK
of Jewish Human
Service Agencies

2020 Canadian Public Policy Agenda

The Network of Jewish Human Service Agencies (NJHSA) is the membership association for 140+ non-profit organizations that provide a full range of human services for members of the Jewish community and beyond in the United States, Canada, and Israel. Network agencies provide assistance and services to the Jewish community, and to other diverse communities. The Network is the leading voice for Jewish human service organizations, the go-to resource for advocacy, best practices, innovation, and partnerships. The NJHSA advances advocacy priorities at multiple levels of government, including at the local, provincial or state, and national level. As NJHSA strengthens and supports member agencies that serve their communities through a wide range of human services, its public policy agenda reflects identified needs within these service areas. The areas of focus listed below are intended to be flexible to accommodate the changing health and human services landscape, NJHSA's public policy priorities* for 2020 include:

**The following items are listed in alphabetical order; not in order of stated priorities.*

Aging: Empowering older adults to age with dignity and an enhanced quality of life by:

- Advocating for the Government of Canada to make the Canada Caregiver Credit a refundable tax credit, ensuring that call Canadians caring for relatives with a physical or mental impairment are treated equally.

Children and Families: Sustaining services by:

- Supporting resources and protections for victims of domestic violence and sexual assault and harassment, including particular at-risk populations such as children, people with disabilities, and older adults;
- Supporting programs that help families meet their basic needs;
- Maintaining policies and programs which support both domestic and international adoption; and
- Supporting and affirming full Lesbian, Gay, Bisexual, Trans, Queer and Questioning, and Two-Spirit (LGBTQ2+) inclusion and equality.

Disability: Advocating with and on behalf of people with disabilities across the lifespan by:

- Encouraging federal and provincial governments to review and address how tax and other benefits offered to Canadians with disabilities are adversely affected by employment;
- Engaging the Government of Canada to make the Disability Tax Credit criteria more inclusive, the government should work with disability advocates to make the application process simpler, less subjective. And more accessible for individuals and medical professionals alike.

Healthcare: Protecting long-term care, mental health and wellness initiatives, and the health safety net for all by:

- Advocating for the preservation of conscience rights of physicians who object to physician-assisted dying in Canada; and
- Advocating for provincial governments across Canada to pass legislation banning discrimination on the basis of genetic test results within their jurisdiction (in light of the uncertain status of the federal Bill S-201, which is currently before the courts).

Holocaust Survivor Assistance: Easing the lives of survivors of the Holocaust by:

- Continuing to level diplomatic pressure on countries in Eastern Europe that have evaded their responsibility to pass meaningful restitution laws.

Housing: Advocating for the expansion of affordable housing options for low-income and at-risk populations, including older adults, people with disabilities, refugees and other communities by:

- Ensuring that the federal Government's national housing strategy is implemented in partnership with the provinces. Ottawa should set a goal of ensuring five cents of every dollar spent on affordable housing goes to units for those with developmental disabilities.

Immigration Reform and Protecting Refugees & Asylum-Seekers: Carrying out the tradition of "Welcoming the Stranger" and affirming our Jewish values and history by:

- Working to ensure the Government continues to support refugees who are targeted for genocide or persecution;
- As with the Private Sponsorship of Refugees Program, initiatives to support targeted minorities should draw on Canadian civil society partners as sponsors and volunteers in supporting integration.

Institutional Support: Supporting interests and goals of human service organizations by:

- Advocating for changes to Canada's national census (on which Jewish Federations and agencies significantly rely for planning) to address a deficiency in the "ethnic/cultural origin" question that led to the massive underreporting of the Jewish "ethnic" population in the 2016 census;
- Advocating for continued federal and provincial support across Canada for Jewish and other ethno-specific service agencies, particularly those working to combat poverty, and urging governments to continue engaging these agencies in policy development;
- Advocating for greater federal and provincial support for at-risk minority communities across Canada to cover the costs of security for their facilities (including houses of worship, schools, and community centres); and
- Advocating for amendments to Canada's federal tax laws to recognize the value of volunteering.

Proposed Network Charter Revision

(b) No part of the activities of the corporation shall be carrying on propaganda, formal lobbying, or ~~otherwise attempting to influence legislation,~~ or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office, in each case, in any manner that would conflict or be materially inconsistent with the corporation's intentions to remain at all times qualified as exempt from income tax as expressed in paragraph 2(a) above.

FOR DISCUSSION ONLY
2020 DRAFT AMENDMENTS
1/15/2020
FOR BOARD APPROVAL



NETWORK of Jewish Human Service Agencies

BYLAWS

APPROVED JULY 28, 2017
AMENDED JANUARY 27, 2019
AMENDED FEBRUARY 2020

ARTICLE I PURPOSES

1. CORPORATE PURPOSE: The purposes of the NETWORK OF JEWISH HUMAN SERVICE AGENCIES, Inc. (herein called the "NETWORK") are to enhance the ability and capacity of its Members to serve their respective constituencies.

ARTICLE II PRINCIPAL AND OTHER OFFICES

1. LOCATION: The NETWORK shall maintain such offices or addresses as may be required by its Certificate of Incorporation and the state of its incorporation and may maintain an office in other states and at such other places as the Board of Directors shall from time to time determine.

ARTICLE III MEMBERSHIP

1. AGENCY MEMBERS: The membership of the NETWORK shall be comprised of non-profit, non-partisan and non-political American, Canadian and overseas Jewish human service and similar agencies (each an "Agency") whose primary purpose is the rendering of human services in their respective communities.

Each current Agency Member of the NETWORK, as of the date of adoption hereof, shall remain a Member of the NETWORK, subject to the provisions of these Bylaws, and any other Agency described above shall be eligible to become an Agency Member of the NETWORK.

Member agencies shall designate an individual authorized to vote on its behalf for any vote of the Members of the NETWORK.

2. **AFFILIATE MEMBERS:** In order to enhance the reach and value of the NETWORK, agencies, individuals and other entities that are not Agencies shall be entitled to apply for non-voting membership in the NETWORK. Such individuals and individuals designated by such entities can serve as Board members but shall not have voting rights in annual membership meetings. They shall otherwise be entitled to certain services provided by the NETWORK and to participate in certain conferences, conference calls and other activities which provide professional and organizational enrichment.

3. **MEMBERSHIP APPROVAL:** The Board Chair shall appoint a Membership Committee as described further in Article VII, Section 5 of these Bylaws, to review all applications for membership (Agency or Affiliate) and make recommendations. The Membership Committee shall ~~itself review and approve Affiliate Members and shall~~ review, endorse with its recommendation for action, and forward to the Board Chair and the President/CEO, all approved applications for Agency Membership. The Membership Committee shall also review and it may itself approve Affiliate Members or, in circumstances that it deems appropriate, refer an application for Affiliate Membership for further review and action by the Board Chair and President/CEO. If the Board Chair and the President/CEO do not agree to approve any ~~forwarded Agency application forwarded to them for consideration~~, the application will be presented to the Board of Directors for its consideration and approval or rejection. All application outcomes must be reported to the Membership at the next Annual Meeting.

4. **DUES:** Both Agency and Affiliate Members will be assessed yearly dues which shall be fixed by the Board of Directors acting upon recommendation of the Membership Committee. Only Agency Members current in their dues payment may vote at the Annual Membership meeting. Members which are paying over the course of the year, as long as they have communicated this fact to the CEO and are current on the agreed plan, will be considered current in their dues. No dues refunds will be provided to organizations who resign from the NETWORK or have for other reasons left the NETWORK.

5. **ANNUAL MEETING AND SPECIAL MEETINGS:** The Annual Meeting of the Members shall be held for the purpose of the election of the directors as hereinafter provided, the presentation of all annual reports, including a report of the financial status of the NETWORK, and the transaction of such other business as may properly come before the meeting.

Special meetings of the Members may be called by the Board Chair on his/her own initiative and shall be promptly called by the Secretary or pursuant to a resolution of the Board of Directors, or upon the request in writing of at least 25 Agency Members of the NETWORK. In any of the aforesaid cases, the Secretary shall forthwith call such meeting. The purpose of such meeting shall be as stated in the notice thereof. No other business may be conducted. Affiliate Members shall be invited to all membership meetings but shall not have the right to vote in meetings of the Members (but shall be voting members of the Board of Directors or committee thereof on which they may serve).

6. **NOTICE OF ANNUAL, REGULAR, OR SPECIAL MEETING:** The time, place, and purpose of any meeting of Members shall be given in writing by the Board Chair or Secretary of the NETWORK. Such notice shall be given not less than 15 nor more than 30 days prior

to an annual or regular meeting and not less than 15 days or more than 30 days prior to a special meeting, to each Member.

7. WAIVER OF NOTICE OF MEETING: The transactions at any meeting of Members, however called and wherever held, are as valid as though they occurred at a meeting duly held after regular call and notice provided a quorum of the total membership is present, and if, either before or after the meeting, the majority of Agency Members entitled to vote, signs or approves a written or electronic waiver of notice or a consent to the holding of the meeting. All such waivers, consents, and approvals shall be filed with the **NETWORK** records and made a part of the minutes of the meeting.

Attendance of an Agency Member at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the Member objects at the beginning of the meeting to the transaction of any business because proper notice of such meeting has not been given. Attendance at any meeting shall not constitute a waiver of any right to object to the consideration of matters required by these Bylaws to be included in the notice but not so included, if such objection is expressly made at the meeting. Neither the business to be transacted, nor the purpose of any regular or special meeting of Members need be specified in any waiver of notice, consent to the holding of the meeting, or approval of the minutes thereof.

8. QUORUM: The presence in person, by telephone or electronic connection, or by proxy of at least thirty percent of the Agency Members in good standing for the transaction of any business, except as otherwise provided by statute, Certificate of Incorporation, or by these Bylaws shall constitute a quorum. If such number of Agency Members shall not be so present or represented by proxy, those present in person or represented by proxy shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present in person or by proxy, at which time any business may be transacted as though the meeting was properly constituted as originally called.

9. VOTING: Each Agency Member of the **NETWORK** that is current with its dues shall have one vote which may be cast by its designated representative in person, by telephone, electronically or by proxy at any meeting of the Members of the **NETWORK**. Voting at meetings of Members of the **NETWORK** shall be by a voice vote or show of hands or electronic communication unless it is the desire of at least five of the Agency Members present that voting shall be by secret ballot.

10. WITHDRAWAL OF A MEMBER: Any Member of the **NETWORK** may at any time withdraw from membership in the **NETWORK** upon written notice to the President/CEO, and upon such withdrawal, the Member shall pay to the **NETWORK** any fees or dues then owing to the **NETWORK**.

11. EXPULSION OR SUSPENSION OF A MEMBER: An Agency or Affiliate Member may be expelled or suspended, and membership rights may be terminated or suspended, by three-quarters vote thereof by the Board of Directors at any annual, regular, or special meeting, provided the subsequent procedure is followed:

A. Action to suspend or expel an Agency or Affiliate Member may be commenced upon written demand of (i) the President/CEO or Chair of the **NETWORK**, (ii) the Membership

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Committee Chair, acting at the direction of a majority of such committee, or (iii) the Board of Directors, acting on a duly adopted resolution requesting commencement of such action:

B. The Member is given 30 days' prior notice of the proposed expulsion, suspension, or termination and the reasons therefore; and

C. The Member shall have the right to respond to such proposed action, provided such written response is mailed to the President/CEO of the **NETWORK** within 15 days after receipt of notice by the Member of such proposed action; and

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D. The Member is granted a hearing (if requested ~~by him or her~~) upon reasonable notice at or prior to such meeting of the Board of Directors. Such hearing may be held before a committee appointed by the Board Chair, and in such case, the committee shall report its recommendation to the Board of Directors.

E. In evaluating any expulsion or suspension action, the Board shall take such action as it determines to be in the best interests of the **NETWORK** its members collectively, and achievement of the purposes for which the **NETWORK** has been organized and operates. Any good faith determination by the Board in accordance with these procedures shall be conclusive, non-reviewable and binding on all parties.

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Any notice of such proposed action shall be given to the Member by certified or registered mail sent to its last address as shown on the **NETWORK** records.

ARTICLE IV **BOARD OF DIRECTORS**

1. **AUTHORITY OF THE BOARD AND NUMBER OF DIRECTORS:** The affairs of the **NETWORK** shall be managed by the Board of Directors which shall consist of such number of directors as the Board of Directors acting at the time may determine. The total number of directors shall be fixed from time to time by the Board of Directors, but for a period of two years from the date of adoption of these Bylaws the number shall, without regard to any ex-officio members, not be fewer than 13 nor more than 25 persons. Except such time as a vacancy exists, the number of directors shall be an odd number. In the event of such a vacancy, the position must be filled promptly.

2. **QUALIFICATIONS AND ELECTION OF DIRECTORS:** Any individual shall be eligible for election to the Board of Directors as director; provided, however, that such person at the time of his/her initial election as a member of the Board of Directors of the **NETWORK** shall be a member of the Board of Directors or a staff person in good standing of an Agency Member of the **NETWORK** or an Affiliate Member agency, or be an individual Affiliate Member who shall have demonstrated an understanding of the community's need for service provided by and the purposes of the **NETWORK** and the willingness to participate actively in the work and duties of the Board of Directors of the **NETWORK**. The persons nominated and elected to the Board of Directors shall, as far as practical, include a balanced representation from different sections of the United States, Canada and Israel, and from the different groups making up its population and be representative of large, intermediate, and small agencies. Except in case of the appointment by the Board Chair and approval by the Board of Directors to fill any vacancy on the Board Directors for a term extending beyond such meeting, the

Agency Members of this **NETWORK**, at its Annual Meeting, shall elect directors to succeed those directors whose term is expiring as of the time of such Annual Meeting. No Member Agency may have more than two of its own employees or directors serving at one time as members of the **NETWORK** Board.

More than fifty percent of all directors shall be directors or employees of Agency Members at all times.

3. **NOMINATION:** Those persons eligible to be elected as directors shall be those recommended as such in a report of the Governance Committee acting on the recommendations of its Nominating Subcommittee. The report of the Governance Committee shall be submitted to the Board of Directors for its approval of the nominees named therein at least 30 days prior to the Annual Meeting of Members.

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In addition, any Agency Member of the **NETWORK** may nominate persons to be elected as members of the Board of Directors by submitting such nomination to the Secretary of the **NETWORK** by December 31st or such other date as may be determined by the Chair of the Nominating Subcommittee of the Governance Committee and the President/CEO. Members of the **NETWORK** shall be given at least 30 days' notice of the date by which any such nominations must be submitted.

The Secretary shall submit the names of all nominees submitted and approved pursuant to these Bylaws to the Members of the **NETWORK** at least 30 days prior to the date of the election at the Annual Meeting of Members.

4. **TERM OF DIRECTORS:** Directors shall serve, without compensation, for a three-year term (or, in the case of initial directors, the one, two or three year term to which they were elected). All serving directors may be nominated and re-elected to one subsequent three-year term. No person who has been a director for two consecutive terms shall be eligible to serve again until the annual meeting a year following the completion of the director's last previous term. However, (i) any director appointed to fill a vacancy may serve two consecutive three year terms following the term to which they have been appointed, and (ii) any director who serves as an Officer, as provided in Article V, may serve beyond two terms while an Officer. Should an Officer resign from an office, that person may remain a director if serving within the two term limit.

6. **EX-OFFICIO DIRECTORS:** The President/CEO of the **NETWORK** and all past Board Chairs, shall serve as a non-voting, ex-officio members of the Board of Directors (provided that the immediate past Chair, if not then serving as an elected director, shall be an ex-officio voting member) and may participate in any and all meetings of the Board except where a majority of those Board members present may determine the need to enter "executive session" without the CEO or such other ex-officio members, as the case may be, present.

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7. **VACANCIES:** Vacancies on the Board of Directors, whether by reason of resignations, removals, incapacity to serve, or by increase in the number of the Board of Directors, may be filled by the Board Chair's nomination and approval thereof by a vote of a majority of the members of the Board acting at a special, regular, or Annual Meeting of the Board of Directors; provided, however, that any person so appointed to replace any elected director so resigning or being removed, incapable to further serve, or otherwise filling a new vacancy shall serve for

the unexpired term of such director so resigning or so incapable of serving or the vacancy otherwise created and, thereafter, shall be eligible to serve two full consecutive three year terms.

8. **BOARD POWERS:** The Board of Directors shall have the power to:

- (a) establish and carry out the policies and purposes of the **NETWORK** as part of its ultimate fiduciary responsibility for the governance of the organization;
- (b) Employ, terminate, evaluate and determine the compensation of the CEO/President.
- (c) establish committees to study, oversee, handle or determine the matter of implementation of specific areas of operation of the **NETWORK**, its specific or general goals and programs, and its current and foreseeable objectives;
- (d) approve, reject, modify, or otherwise deal with reports and submissions of all committees, officers, and others affiliated with the **NETWORK**;
- (e) establish dues for Members; and
- (f) exercise all other powers incidental to the proper carrying out of functions, policies, and purposes of the **NETWORK**.
- (g) Approve the annual budget of the **NETWORK**, as recommended by the Finance Committee and CEO.

In addition to the above enumerated powers, the Board of Directors may exercise such other powers and perform or cause to be performed such further act or acts as are not by statute or the Certificate of Incorporation of the **NETWORK** or these Bylaws required to be exercised by the Members of the **NETWORK** or as are otherwise delegated in accordance with or as set forth in these Bylaws. The Board shall regularly, and in any event not less frequently than every five years, review these Bylaws and suggest amendments as appropriate.

9. **ANNUAL MEETINGS:** The Annual Meeting of the Board of Directors shall be held immediately after the Annual Meeting of the Members of the **NETWORK**. In addition, there shall be at least two other regular meetings of the Board of Directors each year. Notice of the Annual Meeting of the Board of Directors shall be given with the notice of the annual meeting of the Members of the **NETWORK**, and such meeting of the Board shall be at such places and at such time as are set by the Board, and notice of each such other regular meeting of the Board shall be sent by the Board Chair or Secretary at least 20 days prior to such meeting and shall state the time of the meeting and the place where it is to be held. The notice may be submitted by first class mail, electronically, by recognized courier service, or by fax.

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10. **SPECIAL MEETINGS:** Special meetings of the Board of Directors may be called by the Board Chair or on the written request of any five directors. In the latter case, notice of the special meeting shall be given as provided below within five days after the receipt by the Chair of the Board of Directors and CEO of such request of at least five members of the Board who requested the meeting. Notice of any special meeting of the Board shall be given by the Board Chair or Secretary at least five days prior to the meeting, and shall state the purpose or purposes for which the meeting is called, the time of the meeting, and the place where it is to be held.

11. **ELECTRONIC MEETINGS:** Any one or more of the directors may participate in a meeting of the Board of Directors or any committee thereof by means of conference telephone or similar communications equipment or by electronic video screen communication allowing all persons participating in the meeting to hear each other at the same time with the consent of the chair of the meeting. Such participation shall constitute presence in person at a meeting.

12. **QUORUM:** At all meetings of the Board of Directors, the presence of more than fifty percent of the elected members of the Board shall be necessary to constitute a quorum sufficient for the transaction of business, and the act of a majority present at a meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute or by the Certificate of Incorporation or by these Bylaws.

13. **WRITTEN OR ELECTRONIC CONSENT OF DIRECTORS:** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing or electronically to the adoption of a resolution authorizing the action is signed or authorized, as the case may be, by every director entitled to vote thereon.

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14. **RECORDKEEPING:** Regular minutes of such meetings shall be maintained under the supervision of the Secretary.

15. **RESIGNATION:** Any director may resign effective upon giving notice thereof to the Board Chair, the Secretary, or the Board of Directors, and such resignation shall be effective at the time specified in such resignation. Unless such resignation specifies otherwise, its acceptance shall not be necessary to make it effective.

16. **REMOVAL:** Any member of the Board of Directors may be removed, with or without cause, by a vote of two-thirds of the Board of Directors present and acting at any meeting after at least 30 days prior notice to the member of the reasons for the proposed removal and opportunity to respond at or before the meeting.

ARTICLE V **OFFICERS**

1. **OFFICERS:** The officers of the NETWORK shall be the Board Chair, one or more Vice-Chairs, Secretary, Treasurer and other such officers as the Board of Directors may determine. A slate of prospective officers, who must be members of the Board of Directors, shall be nominated in the report of the Governance Committee acting on the recommendations of its Nominating Subcommittee, and be elected by the Board of Directors at its Annual Meeting for a term of two full years, and at the end of such term may be elected to one additional full two year term for the office to which the individual is then incumbent. Such slate shall also be announced to the Annual Meeting of Members whenever such meeting precedes the applicable Board meeting.

2. **RESIGNATION, REMOVAL AND VACANCIES:** Any officer may resign their office at any time by giving notice to the Chair of Board of Directors and CEO, who thereupon shall give prompt notice thereof to the Board of Directors. Any resignation shall take effect upon the date of receipt of that notice, unless such notice specifies a subsequent effective date of such resignation. Any officer may be removed at any time, with or without cause, by the decision of the Board of Directors. If an office becomes vacant for any reason, the Board shall promptly elect a different Board Member to assume the vacant position. Any officer so elected shall serve only until such a time as the unexpired term of his/her predecessor shall have expired. Any officer so elected shall thereafter be eligible for election for up to two additional two-year terms.

3. DUTIES OF THE OFFICERS:

A. Board Chair: The Board Chair shall be the Chief Volunteer Officer of the **NETWORK** and shall, subject to the control of the Board of Directors, have general supervision over the duties and assignments of its officers and President/CEO, subject, however, to those responsibilities and duties which are assigned, in accordance with these Bylaws, to the President/CEO of the **NETWORK**. The Board Chair shall preside over all meetings of the Members and the Board of Directors of the **NETWORK**. The Board Chair shall appoint all Chairs and membership of committees, both standing and special, in consultation with the President/CEO. In the absence of the Board Chair at any Membership or Board of Directors meeting, the Vice Chair shall serve as Chair, or if there is no Vice Chair present, then the Secretary shall serve as Chair, and if there is no Secretary present, then the Treasurer shall serve as Chair.

B. Vice-Chair(s): ~~A Vice Board Chair shall have such duties as assigned by the Board Chair and, where practical, such individual shall be viewed as potential successor to the current Board Chair, although there is no requirement that the Board act to elect such individual as a successor. At the discretion of the Board, there may be one, two or more Vice Chairs, with such additional numerical or other designations as may be determined from time to time by the Board. The Any Vice Chair and other Officers may be called upon to fulfill any applicable requirements and/or other duties as required by the State of Incorporation or as may be assigned by the Board Chair. Where practical, any one or more such Vice Chairs shall be deemed by the Board as potential successors to the current Board Chair, although there is no requirement that the Board act to elect any such individual as a successor.~~

C. Secretary: The Secretary shall fulfill any applicable requirements and/or other duties as required by the State of Incorporation. The Secretary shall perform all other duties as elsewhere stated in these Bylaws.

D. Treasurer: The Treasurer shall supervise and cause to be kept records of the financial transactions of the **NETWORK**. In addition, the Treasurer may be called upon to fulfill any applicable requirements and/or other duties as required by the State of Incorporation, and/or such other duties as the Chair of the Board may from time to time request.

~~**E. Other Officers:** Any other officers of the Network that may be designated and elected from time to time by the Board of Directors shall have the titles and duties as may from time to time be designated by the Board as associated with the office which has been established, and such other duties as the Chair of the Board may from time to time request.~~

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ARTICLE VI **PRESIDENT/CEO**

The President/CEO shall be the Chief Executive Officer of the **NETWORK**. The Board of Directors shall hire the President/CEO. The President/CEO shall be responsible for the operations of the **NETWORK** in order to maintain and increase its ability to attain its objectives. The President/CEO shall have the responsibility and power, to carry out and fulfill

the professional and administrative functions of the **NETWORK** and any other functions delegated to him/her by the Board of Directors, to whom the President/CEO shall report regularly. The President/CEO shall be an ex-officio, non-voting member of the Board of Directors and every committee thereof. The CEO shall be responsible for the direction and supervision of the affairs of the **NETWORK** in accordance with the organizational objectives. The CEO has responsibility for the hiring, supervision, discipline, firing and probationary status of all **NETWORK** employees.. The CEO shall report to and be responsible to the Board of Directors.

ARTICLE VII **COMMITTEES**

The following shall be the standing committees of the Network:

1. GOVERNANCE COMMITTEE AND NOMINATING SUB-COMMITTEE:

(A) The Board Chair shall appoint the members of the Governance Committee and a Nominating Subcommittee thereof. The Governance Committee shall consist of not fewer than five members of the Board of Directors, and at least two members of such Committee shall be either an officer or Past Board Chair of the **NETWORK**. The Nominating Subcommittee of the Governance Committee shall consist of not fewer than three members of the Governance Committee, and at least two members thereof shall be either an officer or Past Board Chair of the Network. No fewer than fifty-one percent of the members of the Governance Committee must be Board members and all members of the Nominating Subcommittee must be Board members.

(B) Sixty percent of the members of the Governance Committee, or Nominating Sub-committee, as the case may be, must be present at any meeting either in person, by telephone, or electronically shall constitute a quorum, and the vote of a majority at such meeting shall constitute the act of the Committee or Sub-committee.

(C) The duty of the Nominating Sub-committee is to recommend to the full Governance Committee a slate of directors for its review and, thereafter, for the Governance Committee's presentation to the Board to be elected at the next annual meeting of the Members. The Nominating Sub-committee shall also recommend to the full Governance Committee a slate of officers to be presented to the Board to be elected at the next meeting during which any officer's term is to expire. The Governance Committee and Nominating Subcommittee shall have such other duties as may from time to time be assigned to it by the Board Chair.

(D) The Governance Committee shall submit its slates of nominated directors as well as officers to the Board of Directors for its approval at least 30 days prior to the Annual Meeting of Members of the **NETWORK**.

(E) The Governance Committee shall, from time to time, either at the mandate of the Board Chair or at its own discretion, make recommendations regarding the governing structure and/or bylaws of the **NETWORK**.

2. FINANCE COMMITTEE:

The Board Chair shall appoint a Finance Committee. The Finance Committee shall consist of not fewer than five members of the Board of Directors and/or other individuals that the Board Chair wishes to have serve. The Chair of the Finance Committee shall be the Treasurer. Should the Treasurer not be able to participate in any meeting of the committee, they may appoint another committee member that is a member of the Board of Directors to chair the committee. The Finance Committee shall review the organizational budget, audited financial reports and any other significant financial documents prior to them being presented to the Board for its review and approval.

3. EXECUTIVE COMMITTEE:

The Executive Committee shall consist solely of all the Officers and the immediate past chair (who shall serve as an ex-officio voting member of this committee). The Chair of the Board of Directors shall chair this committee.

A. The Executive Committee shall perform such duties and take such action as may be necessary between meetings of the Board. It may perform any function of the Board not specifically reserved to the Board. In addition to the powers and duties given it herein, it shall have powers and duties as may from time to time be delegated it by the Board, except that the Executive Committee shall not have authority as to the following matters:

- 1) submission to the Members of any action requiring Members' approval under the New York Not-For-Profit Corporation Act;
- 2) filling vacancies in the Board of Directors or in any committee;
- 3) fixing compensation of the directors for serving on the Board or on any committee;
- 4) amending or repealing the Bylaws or adopting new Bylaws;
- 5) hiring and firing the President/CEO;
- 6) adopting the budget of the organization
and
- 7) amending or repealing any resolution of the Board which by its terms shall not be so amended or repealed.

B. The entire Board will be notified within three business days, or at the next regular Board of Directors meeting, whichever comes first, of any official actions taken by the Executive Committee in the exercise of its Board authority.

C. The Executive Committee shall be responsible for evaluating, annually, the performance of the President/CEO and for the compensation policies of the **NETWORK**, the latter in consultation with the Finance Committee, and this must be presented to the Board for approval.

4. AUDIT COMMITTEE: The Audit Committee shall be composed of at least three individual directors to be appointed by the Chair and ratified by the Board of Directors (each

of whom shall be an "independent director" as defined in Section 102(21) of the New York Not-For-Profit Corporation Law). The committee shall choose one of its members to chair the committee. Members of the committee may not serve as officers of the **NETWORK** during their service on the Audit Committee, nor may they serve on the Finance Committee. The Audit Committee shall oversee any all procedures, management practices and other relevant matters to ensure the proper and transparent functioning of the **NETWORK**.

The Board of Directors at the annual meeting of the **NETWORK** shall, in light of the recommendations of its Audit Committee, consider and approve a firm to be employed as the **NETWORK'S** independent auditor, the scope of such independent auditor's review, the terms and scope of the firm's engagement by the **NETWORK**, the choices of accounting principles and practices and the independence of such auditor. Should the **NETWORK** appoint an internal auditor, the Audit Committee shall supervise the auditor's work and approve, in advance, the work plan. The Audit Committee shall provide a report at least once per year to the Board of Directors, and should the Audit Committee deem appropriate, the membership. The President/CEO, while not a member of the committee, may participate in committee meetings at the discretion of the committee chair.

5. **MEMBERSHIP COMMITTEE**: In consultation with the President/CEO and the Board, the Board Chair shall appoint committee members and the chair thereof. The Membership Committee shall develop criteria for membership and evaluate membership applications as provided in Article III, Section 3.

6. **HUMAN RESOURCES COMMITTEE**: In consultation with the President/CEO and the Board, the Board Chair shall appoint committee members and the chair thereof. The Committee shall be responsible for the review of all matters pertaining to the **NETWORK** personnel, including the development and updating of the **NETWORK** Employee Handbook and any policies and procedures which may impact and benefit personnel, including employee benefits, staff training and related matters. The Committee shall advise the President/CEO in all matters relating to **NETWORK** employees, and it shall review the CEO's determinations regarding salary and related benefits for administrative and program personnel.

7. **MEETINGS OF COMMITTEES**: Each of the committees shall meet as often as the Chair thereof shall deem necessary and at such time and place as the committee Chair shall designate. In the absence of any meeting, committee may engage in the deliberations through correspondence among its members, telephonically, electronically or through other similar means but all committee decisions must be made at a meeting or by unanimous written or electronic consent.

8. **RECORDKEEPING**: Regular minutes of all committee meetings shall be maintained.

9. **BOARD COMMITTEE RULES**: Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board of Directors or in rules adopted by such committee, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of business, the vote of a majority of the members of a committee present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and each committee shall otherwise conduct its

business in the same manner as the Board of Directors conducts its business under Article IV of these By-laws.

ARTICLE VIII **FISCAL YEAR**

The fiscal year for the **NETWORK** shall commence on the first day of January and end on the thirty-first day of December in each year.

ARTICLE IX **BANKING AND CONTRACTS**

1. **BANKING**: All monies, checks, and negotiable instruments received by or on behalf of the **NETWORK** shall be forwarded to the President/CEO or members of their staff to be deposited or invested in an account or accounts in the name of the **NETWORK** in a bank or banks, or other financial institution approved by the Board of Directors from time to time.

2. **CHECKS AND OTHER DRAFTS**: Unless otherwise directed by the Board of Directors or a Committee designated by the Board of Directors, all checks, notes, and other negotiable instruments as well as agreements, contracts and written financial commitments requiring signature by the **NETWORK** shall require at least two signatures, as designated by the Board from time to time.

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3. **EXECUTION OF CONTRACTS**: The Board of Directors may authorize any officer or agent to enter into any contract or to execute and deliver any instrument, in the name and on behalf of the **NETWORK**, and such authority may be general or confined to specific instances. No officer or agent or employee shall have any power or authority to bind the **NETWORK** by any contract or engagement or to pledge its credit unless so authorized by the Board of Directors.

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4. **INVESTMENTS**: All funds of the **NETWORK** shall be deposited or invested to the credit of the **NETWORK** with such depositories or custodians and in such instruments, securities or other investments as may be selected by any officer or agent of the **NETWORK** to whom such power may have been delegated by the Board of Directors. The Board of Directors may make such rules and regulations with respect thereto as it may deem appropriate.

ARTICLE X **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

1. **INDEMNIFICATION**: The **NETWORK** shall indemnify each person made, or threatened to be made, a party to any action or proceeding, other than one by or in the right of the **NETWORK** to procure a judgment in its favor, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a director or officer of the **NETWORK**, or serves or served at the request of the **NETWORK** any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, provided that such officer or director acted in good faith for a purpose which he or she reasonably believed to be in (or in the case of

service to any other corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, not opposed to) the best interests of the **NETWORK**, and in criminal actions or proceedings, in addition, had no reasonable cause to believe that the person's conduct was unlawful; and provided further that no such indemnification shall be required with respect to any settlement or other non-adjudicated disposition of any threatened or pending action or proceeding unless the **NETWORK** has given its prior consent to such settlement or other disposition.

The **NETWORK** shall indemnify any person, as above provided, in connection with an action by or in right of the **NETWORK** to procure a judgment in its favor, except that no such indemnification shall be made in respect of (i) a threatened action, or pending action, which is settled or otherwise disposed of, or (ii) any claim, issue or matter as to which such person shall have been adjudged liable to the **NETWORK**, unless, and only to the extent that, the court in which the action was brought, or, if no action was brought, any court of competent jurisdiction, determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

The **NETWORK** shall advance or promptly reimburse upon request any person entitled to indemnification hereunder for all expenses, including attorneys' fees, reasonably incurred in defending any action or proceeding in advance of the final disposition thereof upon receipt of any undertaking by or on behalf of such person to repay such amount if such person is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced or reimbursed or allowed by the court exceed the amount to which such person is entitled, provided, however, that such person shall cooperate in good faith with any request by the **NETWORK** that common counsel be utilized by the parties to an action or proceeding who are similarly situated unless to do so would be inappropriate because of actually or potentially differing interests between or among such parties.

Nothing herein shall limit or affect any right of any person otherwise than hereunder to indemnification or expenses, including attorneys' fees, under any statute, rule, regulation, certificate of incorporation, by-law, insurance policy, contract or otherwise.

In case any provision in this By-law shall be determined at any time to be unenforceable in any respect, the other provisions shall not in any way be affected or impaired thereby, and the affected provision shall be given the fullest possible enforcement in the circumstances, it being the intention of the Society to afford indemnifications and advancement of expenses to its directors and officers, acting in such capacities or in the other capacities mentioned herein, to the fullest extent permitted by law.

A person who has been successful, on the merits or otherwise, in the defense of a civil or criminal action or proceeding of the character described in the first two paragraphs of this By-law shall be entitled to indemnification as authorized in such paragraphs. Except as provided in the preceding sentence and unless ordered by a court, any indemnification under this By-law shall be made by the **NETWORK** if, and only if, authorized in the specific case:

- (1) By the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding ("disinterested directors") upon a finding that the

director or officer has met the standard of conduct set forth in the first, and applicable pursuant to the second, paragraph of this By-law, or,

- (2) If such a quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so directs, by the Board of Directors upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the standard of conduct set forth in this By-law has been met by such director or officer.

2. **INSURANCE.** The **NETWORK** shall have the power to purchase and maintain insurance (i) to indemnify the **NETWORK** for any obligation which it incurs as a result of the indemnification of directors and officers under the provisions of Section 1 above, (ii) to indemnify directors and officers in instances in which they may be indemnified by the **NETWORK** under the provisions of Section 1 above, and (iii) to indemnify directors and officers in instances in which they may not otherwise be indemnified by the **NETWORK** under the provisions of Section 1 above, provided that, in this latter case, all legal requirements be met with regard to the contract of insurance.

No insurance so purchased and maintained may provide for any payment, other than the cost of defense, to or on behalf of any director or officer (i) if a judgment or other final adjudication adverse to the insured director or officer establishes that their acts of active and deliberate dishonesty were material to the cause of action so adjudicated, or that the person personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, or (ii) in relation to any risk the insurance of which is prohibited under New York insurance law.

3. **CONDITIONS FOR INDEMNIFICATION AND INSURANCE.** This Article shall, in no event, be construed to authorize any act of self-dealing or any other act expressly prohibited by the Internal Revenue Code of 1986, as amended (the "Code"), the New York Not-for-Profit Corporation Law, or any other applicable law.

ARTICLE XI **SEAL**

REQUIREMENTS: The seal of the **NETWORK** shall be in such form as shall be approved by the Board of Directors and shall contain such information as is required by statute.

ARTICLE XII **AMENDMENT OF THE BYLAWS**

AMENDMENT PROCEDURES: These Bylaws or any provision of these Bylaws may be amended or repealed, or new Bylaws may be adopted at any meeting of the Board of Directors of the **NETWORK**, provided that notice of intention to amend the Bylaws, shall have been included in the notice of meeting. For the purpose of amending these Bylaws, a quorum shall consist of **sixty-five percent** of the members of the Board of Directors. If any Bylaw is adopted, amended, or repealed by the Board, there shall be set forth in the notice of the next Annual Meeting of the Members of the **NETWORK** the Bylaw so adopted, amended or repealed, together with a concise statement of the changes made.

ARTICLE XIII
MISCELLANEOUS

1. **BOOKS AND RECORDS TO BE KEPT:** The **NETWORK** shall keep at its principal office: (a) correct and complete books and records of account, (b) minutes of the proceedings of the Board of Directors and any committee of the **NETWORK**, and (c) a current list of the directors and officers of the **NETWORK** and their residence addresses. Any of the books, minutes and records of the **NETWORK** may be in written form or in any other form capable of being converted into written form within a reasonable time.

2. **NOTICES, CONSENTS, ETC.** Whenever in these By-laws notices, consents, waivers or authorizations are required to be delivered by the **NETWORK** to its Members or to members of the Board of Directors or by members of the Board of Directors to the **NETWORK** its Members, such notices, consents, waivers or authorizations may be given by mail, telecopy, facsimile transmission, electronic mail or by written message hand delivered to the director, Member or the **NETWORK**, as the case may be. Such notices, consents, waivers or authorizations shall be deemed to have been given by mail three days following the day such notice is deposited in the United States mail, or if by telecopy, facsimile transmission, or electronic mail when transmitted by the sending party, or if by hand delivery, when delivered by the transmitting party or a person acting on behalf of such person. In each case delivery shall be made at an address designated from time to time by the director, Member or the **NETWORK**, as the case may be, for such purpose, or if none has been so designated, at the last known address of such person.

NETWORK OF JEWISH HUMAN SERVICES AGENCIES, INC.

Governance Committee and Nominating Sub-committee Charter

Authority

The Governance Committee (the "Committee") is a committee of the Board of Directors established under Article VII, Section 1 of the Bylaws and is primarily responsible for assisting the Board of Directors of the Network for Jewish Human Services Agencies, Inc. ("NJHSA") to meet its obligation to ensure the overall effectiveness of NJHSA governance. A Nominating Sub-committee of the Committee (the "Sub-committee") is also established under Article VII, Section, 1 to recommend to the full Committee, and thereafter to the Board, a slate of directors and officers for election at each annual meeting of NJHSA's members.

Membership

The Committee shall consist of not fewer than five members of the Board appointed by the Board Chair. At least two members of the Committee (and the Sub-committee) shall be either an officer or past Board Chair of NJHSA.

Committee members are appointed to one-year terms (eligible for annual reappointment at the Chair's discretion) and serve at the pleasure of the Board. The Board Chair shall appoint a member of the Committee and of the Sub-committee as Chair of the Committee or Sub-committee, as the case may be.

Operations

Sixty percent of the members of the Committee, or the Subcommittee, as the case may be, shall constitute a quorum thereof. Committee or Sub-committee approvals shall require a vote of a majority of members present at a meeting at which a quorum is present.

The Committee and Sub-committee may invite any director, officer, employee, outside advisor or other individual who is not a member to attend meetings or meet with its members about Committee or Sub-committee affairs, but such persons will not have voting power and will not be held out as Committee or Sub-committee members.

The Nominating Sub-committee and the Committee shall coordinate to provide nominations to the entire Board of Directors not less than [specify time period] prior to the date of annual meeting of Members or such other meeting at which the office is to be voted. (Officer candidates shall recuse themselves from all deliberations and voting in respect of their own nominations.)

Duties and Responsibilities

The following shall be the principal duties and responsibilities of the Committee and Sub-committee, as the case may be:

—The Committee shall evaluate in light of best governance practices the mix of backgrounds, skills, experience and temperaments required for effective Board leadership. In light thereof, the Committee shall adopt and thereafter regularly review and modify in light of experience, general goals to recruit and retain a Board that reflects a diverse mix of professional experience and skills, geographic/member agency diversity, gender, age, socioeconomic and life experience diversity, availability of experienced "outside" lay leadership, prospective future leadership and such other factors as the Committee considers appropriate for consideration by the Sub-committee in recruitment and nomination of prospective Board candidates.

• The Sub-committee shall identify, screen, interview, ~~and recruit and recommend~~ candidates for the Board in light of the requirements of NJHSA's By-laws and related recruitment goals adopted from time to time by the Committee, and when making nominations to the Board, discuss how those requirements and goals were considered in connection with the nominations being offered.

• In identifying and recommending directors or employees of Member Agencies for nomination to the Board, the Sub-committee shall endeavor to identify Member Agency nominees primarily from among agency executive staff and, in all circumstances, ensure that such such nominees are current senior staff or lay leaders with broad knowledge of the activities both of their own agency and Jewish human service agencies generally.

- Recommend to the Committee for nomination, and the Committee shall nominate, candidates for Board officer positions.
- Assess the Board's current composition and identify needs that should be met by future Directors, assuring that the Board has the diversity of perspective and the judgment, experience, maturity, and expertise it needs to govern NJHSA effectively, including assuring responsible succession planning for Board offices and committee chairs.
- Create and oversee a Board self-evaluation process and a process by which the Sub-committee can evaluate and offer feedback on Board performance.
- Advise the Board regarding operational strategies and structures including potential amendments to NJHSA's Bylaws designed to strengthen the Board in meeting its governance obligations and carrying out NJHSA's charitable mission.

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- Develop recommendations for adoption and, thereafter, review and evaluate, on an ongoing basis, NJHSA's governance structure (including when appropriate, the adequacy of the charter and bylaws), committee structure, governance documents, committee charters, and governance procedures with a view to assuring compliance with any changing legal requirements and reflecting the "best practices" of non-profit organizations generally.
- Arrange and provide orientation and, as appropriate, training and continuing education of directors, officers, and committee chairs and members.
- Oversee implementation of and compliance with the NJHSA's Conflict of Interest Policy, including: (i) requiring timely and appropriate disclosure by Directors, Officers, and committee members of all related party matters; (ii) the collection, review and compliance with conflict of interest certifications and disclosures; (iii) the provision of Director training with respect to this Policy; and (iii) periodic review of the Policy and the implementation of and compliance with the Policy.
- Review and make recommendations on issues of conflict of interest, independence, or ethics.
- Such other matters as the Board may from time to time determine. In so doing, it shall be the responsibility of the Committee to maintain regular open communication among the Committee, the Board of Directors, the Officers, other NJHSA committees, and NJHSA's CEO.

Meetings of the Committee

The Committee shall meet at least four times each fiscal year and at such other times as it deems necessary or as otherwise directed by the Committee Chair, Sub-committee Chair or the Board. The Sub-committee shall meet at such other times as it deems necessary or as otherwise directed by the Committee Chair, Sub-committee Chair or the Board. Notice of meetings shall be given to all Committee or Sub-Committee members, as the case may be, or may be waived, in the same manner as required for meetings of the Board. Participation in meetings may be telephonic, electronic or through similar means. While members may deliberate through correspondence among members, all decisions must be made at a meeting or by unanimous consent.

A Committee or Sub-committee member, with assistance of staff if available, shall have responsibility for maintaining a record of the Committee's and Sub-committee's proceedings and actions. The Committee and Sub-committee shall regularly report its activities to the full Board in accordance with the Board's policy for doing so from time to time.

Adoption of Charter

The Board of Directors adopted this Charter on January 27, 2019.

NETWORK OF JEWISH HUMAN SERVICE AGENCIES, INC.

Annual Acknowledgment and Disclosure Statement

The Conflict of Interest and Related Party Transaction Policy (the "Policy") of the Network of Jewish Human Service Agencies, Inc. (the "Network") is designed to assist directors, officers and key employees of the Network in meeting their ongoing responsibility to disclose any direct or indirect personal interest that may create a conflict of interest. In addition, the Network has adopted a Statement of Board Responsibilities and Expectations relating to membership on the Network's board.

Please complete this Acknowledgement and Disclosure Statement and return the signed statements to the secretary.

Acknowledgment

I hereby acknowledge that I have received a copy of the Policy and that I have read it and understand it. I hereby agree to abide by and comply with the procedures contained in the Policy. I understand that the Network is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes. The information set forth in the Disclosure Statement below is correct and complete to the best of my knowledge. During the time I am a director, officer or key person or other Covered Person of the Network, I agree to promptly report any future personal interest or circumstance that is required to be disclosed under the Policy.

If a Network director: I also hereby acknowledge that I have received, reviewed, understand and agree to the principles reflected in the Network's Statement of Board Responsibilities and Expectations.

Disclosure Statement

- (1) All entities in which I or, to the best of my knowledge, a relative or any Other Related Party (as defined in the Policy) related to me holds a position as director, trustee, officer, owner (either as a sole proprietor or partner), member, or employee and with which the Network has a relationship¹:

_____ None.

_____ See information listed below

(list name of Relative or other Related Party (if relevant), name of entity and position held)

¹ The relationship of any director to a Member Agency which they represent does not need to be disclosed in response to this question.

- (2) All entities that have entered or, to the best of my knowledge, may enter into a transaction, agreement or other arrangement with the Network and in which I or, to the best of my knowledge, a relative or any Other Related Party has a direct or indirect personal interest and the nature thereof:

_____ None.

_____ See information listed below

(list name of relative or Other Related Party (if relevant), name of entity and nature of interest)

- (3) Any transaction in which the Network is a participant and in which I may have, or appear to have, a conflicting interest:

Dated:

Name: _____

Signature: _____



Board Agreement Responsibilities and Expectations 2019/2020

Network of Jewish Human Service Agencies, Inc.

GENERAL PRINCIPLES:

Board Members: ~~As a~~ Each member of the board of the Network of Jewish Human Service Agencies, Inc. (NJHSA), ~~I understand~~ understands and ~~agree~~ acknowledges that ~~I am in that capacity they are~~ responsible, collectively with ~~my~~ their fellow board members, for effective governance of fiscally sound programs as well as the strategic directions of the organization. To that end, ~~I understand my~~ each board member understands these responsibilities require ~~me to that they~~ assist NJHSA to achieve its mission and reach its vision, as well as to understand the values of NJHSA and use them in my decision making.

NJHSA: On behalf of NJHSA ~~we, as each of~~ its Board Chair and Chief Executive Officer, understand ~~and acknowledge~~ that NJHSA is responsible to ~~member~~ each member of its Board to provide information, support and feedback necessary to permit them to fulfill their responsibilities, individually and collectively with other Board members, and on behalf of NJHSA commit the Network to conduct its affairs ~~consistent~~ with such ~~obligations~~ responsibility.

RESPONSIBILITIES OF BOARD MEMBERS TO NJHSA:

1. Act in accordance with bylaws, policies, and operating principles outlined in the Board Manual.
2. Meaningfully participate in establishing and overseeing NJHSA'S policies and programs.
3. Prepare for and attend (preferably in person, but when necessary by telephonic or other electronic means) a minimum of 75% of regular and special board meetings and actively participate in proceedings, using fair, independent judgment and due care in conducting the business of NJHSA.
4. Serve on at least one committee and participate in person or through teleconference in all regular committee meetings and actively contribute to the work of the committee.
5. Be accessible, at least by phone or e-mail, to consult with staff and other board members as needed.
6. Understand that individual Board member's direct management responsibility is limited to the selection and supervision of the chief executive.
7. Encourage and support staff, but avoid any interactions with staff that might be construed as supervisory or conflicting with the CEO's key areas of responsibility.
8. Be familiar with and approve NJHSA's budget.

9. Avoid all direct or indirect political campaign intervention (such as supporting or opposing candidates for public office) in the name of, or in a manner that implies the involvement of, NJHSA.
10. Participate in Board member orientation and ongoing board training and education to learn about NJHSA, clearly comprehend NJHSA financial reports and other NJHSA documents, and keep up-to-date on NJHSA programs, finances, and management.
11. Directly contribute to the financial well-being of NJHSA by making a meaningful financial contribution to NJHSA each calendar year and by attending NJHSA's conferences and trainings, through outreach to potential membership, vendors and funders for financial and in-kind support of NJHSA.
12. Share resources and talents with the organization, including expertise and professional and financial contacts.
13. Actively promote NJHSA, interpreting the organization's work and values to the community and values and serving as a representative when called upon to do so.
14. Interpret and communicate constituencies needs and values to the NJHSA, speak out on their behalf, serving as an advocate for them within the organization.
15. Promote and support NJHSA within my circles of influence — personal, business, faith, civic, etc.
16. Fulfill commitments within agreed-upon deadlines.
17. Maintain and promote high ethical standards including good-faith board decision making and avoiding an actual or perceived conflict of interest with other activities, interests, and/or organizations with which I may be involved.
18. Observe the organization's conflict-of-interest policy in letter and spirit, taking care to consult promptly and, as appropriate, disclose and appropriately address any conflicts that may arise in the course of my business or NJHSA.
19. Act with requisite care and loyalty and ~~put~~serve the interests of NJHSA ~~first, ahead of~~notwithstanding any personal interests or those of any member Agency with which I am associated, or in any circumstance in which I am unable to do so, recuse myself in accordance with the conflict-of-interest policy.
20. Maintain the confidentiality of the private information of the organization, staff, member agencies, and other board members in accordance with NJHSA's confidentiality policy and applicable law.
21. Encourage and support an atmosphere ~~of~~for respectful, diverse and candid dialogue within the Board, encouraging articulation of good faith questions, concerns, and minority, dissenting or otherwise unpopular views within deliberations of the Board, helping to ensure that decisions have the benefit of the full diversity of views that may exist among its members.
22. ~~Agree that~~Immediately notify the board chair in the event, for ~~whatever~~any reason, ~~a Board member is~~I am no longer able to effectively fulfill ~~their~~my duties and responsibilities, ~~they will immediately notify the board chair~~ and work with staff and with the board chair to transfer ~~any outstanding responsibilities to other members of the board~~them to others.

NJHSA'S RESPONSIBILITIES TO ITS BOARD MEMBERS:

1. Provide a comprehensive Board Orientation for all new Board members in which all current Board members will be encouraged to participate.
2. Offer ongoing Board training and education including ~~making~~ appropriate staff and experts available at Board or committee meetings to discuss program and policy, goals, and objectives.
3. Develop and regularly update a Board Manual (available both in hard copy and electronic form) and, in connection therewith, maintain a dedicated Board portal on the NJHSA website.
4. Assure that the CEO, staff and others on the Board will respond in a straightforward and thorough fashion to any questions individual members feel are necessary to carry out their fiscal, legal, or moral responsibilities to NJHSA.
5. Schedule focused strategic planning (every 3-5 years) that will directly and effectively engage the Board in its organizational planning and policy development role.
6. Deliver timely financial reports and such other financial information that may be necessary to enable the Board to review and oversee NJHSA'S financial controls, operations and position.
7. Give ample and effective notice for all Board and committee meetings with the provision of teleconference options for those unable to attend meetings in person.
8. Conduct all Board meetings in a manner consistent with accepted rules of order.
9. Provide prompt drafts of all Board and committee meeting minutes and circulate proposed agendas and supporting materials for such meetings in advance (and, in the absence of special and unavoidable circumstances) at least one week prior to any Board or committee meeting.
10. To the extent permitted by law, provide and maintain indemnification from liability for a Board member's reasonable and necessary actions.
11. Maintain D&O and E&O insurance that is adequate as to both amount and coverage to protect members of the Board, employees and NJHSA itself from the risks customarily covered thereby.

Signed: _____
_____ NJHSA Chief Executive _____ Board Member

NJHSA Board Chair

Dated: _____

The foregoing responsibilities and expectations shall be reviewed and acknowledged by each NJHSA officer and other member of the Board in connection with their annual Network Conflict Policy review, acknowledgement and disclosure.



**Report of the Nominating Sub-Committee
February 9, 2020
Proposed Slate for 2020/2021**

The following members of the Board of Directors of the Network of Jewish Human Service Agencies, are being recommended to assume positions as Officers for two-year terms ending May 2021:

Chair: Judy Halper, CEO, JFCS Minneapolis, MN
Vice Chair: John Colborn, COO, JEVS Human Services, Philadelphia, PA
Vice Chair: Erik Lindauer, Of Counsel, Sullivan and Cromwell, New York City, NY
Treasurer: David Marcu, CEO, Israel Elwyn, Jerusalem, Israel
Secretary: Paula Goldstein, CEO, JFCS of Greater Philadelphia, Philadelphia, PA

The following members of the Board of Directors of the Network of Jewish Human Service Agencies, whose terms are slated to end in May 2020, are being recommended for a new three-year term, ending May 2023:

John Colborn, COO, JEVS Human Services, Philadelphia, PA
Susan Friedman, Board Dynamics Consulting, West Orange, NJ
Judy Halper, CEO, JFCS Minneapolis, MN
Robert Hyfler, Retired Jewish Communal Professional and Foundation Executive, Boynton Beach, FL
Erik Lindauer, Of Counsel, Sullivan & Cromwell, New York, NY
Jay Miller, President, J Square Developers, St. Petersburg, FL
Perry Ohren, CEO, JFS Metropolitan Detroit, West Bloomfield, MI

The following individuals are being nominated for new membership on the Board of Directors with a three-year term, ending May 2023:

<u>NAME:</u>	<u>AFFILIATION:</u>
Joan Grayson Cohen	Executive Director, JCS Baltimore, MD
Kim Coulter	CEO, JVS Toronto, Ontario
Mark Hetfield	CEO, HIAS, Silver Spring, MD
Leonard Petlakh	Executive Director, Kings Bay Y, Brooklyn, NY
Kevin Rhein	Retired Executive, Wells Fargo, Minneapolis, MN
Roselle Ungar	Executive Director, JFS New Orleans, LA

The Board of Directors expresses its grateful appreciation to the following members who are resigning from the Board: Claudia Finkel, Brian Prousky, Leah Rosenbaum, Fred Stock.

All other members of the Board of Directors not noted above are continuing to serve their respective terms.

Nominating Committee membership: Paula Goldstein, Chair, James Kahn, Leah Rosenbaum, Aviva Sufian
Ex-Officio: Perry Ohren.

Q2 Individual Board Member Self Assessment

Answered: 23 Skipped: 0

	YES	NO	NOT SURE	TOTAL	WEIGHTED AVERAGE
Do I understand and support the mission of NJHSA?	100.00% 23	0.00% 0	0.00% 0	23	1.00
Am I sufficiently knowledgeable about NJHSA's programs and services?	95.65% 22	0.00% 0	4.35% 1	23	1.09
Do I follow trends and important developments related to NJHSA?	82.61% 19	0.00% 0	17.39% 4	23	1.35
Do I assist with fundraising and/or give a meaningful annual gift to NJHSA?	95.65% 22	0.00% 0	4.35% 1	23	1.09
Do I stay informed about NJHSA's financial health?	95.65% 22	0.00% 0	4.35% 1	23	1.09
Do I have a good working relationship with the chief executive?	100.00% 23	0.00% 0	0.00% 0	23	1.00
Do I recommend individuals for service to this Board?	39.13% 9	43.48% 10	17.39% 4	23	1.78
Do I prepare for and participate in Board meetings and committee meetings?	100.00% 23	0.00% 0	0.00% 0	23	1.00
Do I act as a goodwill ambassador for NJHSA?	100.00% 23	0.00% 0	0.00% 0	23	1.00
Do I find serving on the Board to be a satisfying and rewarding experience?	95.65% 22	0.00% 0	4.35% 1	23	1.09
Do I attend at least 75 percent of Board meetings during the year?	100.00% 23	0.00% 0	0.00% 0	23	1.00
Do I make a commitment to attend NJHSA's annual conference?	91.30% 21	4.35% 1	4.35% 1	23	1.13
Do I actively reach out to bring more members into NJHSA and to its programs and conferences?	73.91% 17	17.39% 4	8.70% 2	23	1.35

*** 1. Name of Board Member**

*** 2. Individual Board Member Self Assessment**

	Yes	No	Not Sure
Do I understand and support the mission of NJHSA?	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Am I sufficiently knowledgeable about NJHSA's programs and services?	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Do I follow trends and important developments related to NJHSA?	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Do I assist with fundraising and/or give a meaningful annual gift to NJHSA?	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Do I stay informed about NJHSA's financial health?	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Do I have a good working relationship with the chief executive?	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Do I recommend individuals for service to this Board?	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Do I prepare for and participate in Board meetings and committee meetings?	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Do I act as a goodwill ambassador for NJHSA?	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Do I find serving on the Board to be a satisfying and rewarding experience?	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Do I attend at least 75 percent of Board meetings during the year?	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

	Yes	No	Not Sure
Do I make a commitment to attend NJHSA's annual conference?	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Do I actively reach out to bring more members into NJHSA and to its programs and conferences?	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

3. What could NJHSA do to make my Board service more productive and satisfying to me?

4. What could I do to make my Board service more productive for NJHSA and more meaningful to me?

5. What orientation, training, education or mentoring would help me perform my role as a Board member more effectively?

* 6. Please state the financial contribution made during the past year to support the Network.

* 7. Please state the financial contribution that you pledge to make to support the Network in the coming year

8. Please share any additional comments here.

Thank you for your participation with this assessment, your commitment to NJHSA and your service as a member of the Board.

What could NJHSA do to make my Board service more productive and satisfying to me?

- I find it quite rewarding
- Visit/meet the staff who are executing the programs who have received grant funding.
- I am at the learning stage, trying to find my niche.
- I feel very connected, productive and satisfied with NJHSA through serving on the board and appreciate it very much.
- Better use of committees to prepare issues for high level Board discussion based on written materials provided and read by the full board, in advance.
- I am pleased with my role on the Board and look forward to participating
- I'm satisfied with this right now
- Keep on growing and building on what has already been achieved!
- A dedicated board portal not only for the dissemination of materials but also which provides the technology for ongoing board member discussion and cross fertilization. Also, an ongoing incremental program of meaningful board orientation and continuing education, bringing in experts to our Board meetings to educate and provide guidance.
- I would benefit from one or two Board education sessions a year
- All good so far. At this stage in our development, I think we are ready to start feathering into board meetings more outside perspectives to help with strategy and program planning -- this might be guest speakers, readings, videos, etc...
- Given my new role at JVS SoCal in 2020 not sure I should continue to serve on the board
- I'm satisfied and don't have any recommendations.
- I am satisfied with my Board experience
- Keep asking to take on responsibilities
- Maybe shorter briefings between CEO and board in between the meetings?

What could I do to make my Board service more productive for NJHSA and more meaningful to me?

- Not sure and Sometimes I'm not sure that my participation as a lay leader with substantial NFP Board experience is valuable enough. I'm happy to discuss this with Reuben.
- Volunteer opportunity built in to the Board meeting. Most board member travel the day before the meeting, perhaps there is chance to volunteer together.
- Same as above. Looking to be more productive for the Network.
- If there are things that NJHSA or the CEO feel I could be doing, please let me know!
- It is already meaningful to me, and I hope it is seen as productive for NJHSA.
- Not sure. I think it's fine for now
- Work on bringing in more disability agencies and more non-USA and Canada agencies from the rest of the world.
- Getting to see more member agencies in action. Getting more involved in building the field by helping staff engaging the network in research on social service trends and in developing position papers and publications to move the field forward
- I think I have to work harder to suggest new Board members for the NJHSA
- More out-of-meeting engagement with board members would be a good goal for me.
- I feel as if I'm contributing in my various roles.
- see 8
- I would like to get my lay leadership more involved

What orientation, training, education or mentoring would help me perform my role as a Board member more effectively?

- Perhaps a short history of the formation of NJFSA as it emerged from the two prior organizations.
- Overview of the work conducted by member agencies & organizations. It would have been nice to have a "buddy" in Arizona at the Board meeting.
- Not sure

- Having another board member as a mentor in the beginning of the term would be very helpful. I think that the "onboarding" for the inaugural BOD was good and having leaders who had history from both entities was very helpful
- As a "lay" board member, I would benefit from a more detailed education about the roles played by member agencies in the communities, as well as what are the biggest consensus issues/concerns they face (with help from the Network).
- I believe I am armed with the knowledge to be an effective Board member.
- Nothing comes to mind
- None.
- Regular updates on key demographic data, government funding and state of the field trends which impact member agencies; training on fiscal oversight; risk management; human resource issues
- see above
- Nothing needed for me.
- Not sure
- maybe mixing up committees at some point although i am sure everyone is doing what is interesting to them including myself but I only "know" the people on the committees with.
- Nothing comes to mind
- Group training in functional/dysfunctional board dynamics
- I think things are good.

Please share any additional comments here.

- If there are other ways that I can be helpful to the work that NJHSA and the board are doing, please let me know. I am very committed to making sure that smaller agencies are represented and I truly enjoy being a part of this board.
- Thanks,
- I value my role on the NJHSA Board as I believe it allows me to draw upon my past professional training and experience to engage in meaningful projects.
- All good. Thanks for the survey.
- Thank you, Reuben, and your team for the great work you do! Please let me know how I can be of greater support or assistance.
- i would have liked to answer some of the questions sometimes. not sure what this means to answer it - Do I follow trends and important developments related to NJHSA given my schedule and commitments, i probably cannot contribute significantly more than I am already at the moment so I hope that my contributions are found to be meaningful and helpful. i know i saw this already, but a comment box next to each y/n would be helpful to me.
- I attend the annual conference when I can but they are always during the home stretch for tax season in April.
- NJHSA has surpassed my expectations in its inaugural couple of years. I look forward for more great things to come.
- Questions on financial contribution does not in any way disturb me but interested in the rationale for inclusion in questionnaire?