

**THIRD AMENDED AND RESTATED  
BY-LAWS  
OF  
RUTH & NORMAN RALES JEWISH FAMILY SERVICES,  
INCORPORATED**

**(A Florida Not-For-Profit Corporation)**

APPROVED ON February 18, 2020

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**SECOND AMENDED AND RESTATED  
BY-LAWS  
OF  
RUTH & NORMAN RALES JEWISH FAMILY SERVICES, INCORPORATED  
(A Florida Not-For-Profit Corporation)**

**ARTICLE I  
Purpose**

Section 1.01 Purpose. RUTH & NORMAN RALES JEWISH FAMILY SERVICES, INCORPORATED (hereinafter referred to as “JFS” or “Corporation”) is organized within the meaning of Section 501(c)(3) of the Internal Revenue Code and its regulations, as now in effect or as may hereafter be amended (the “Code”), and § 617.0301 of the Florida Not For Profit Corporation Act (the “Act”), for the rendering of social services for residents of South Palm Beach County.

Section 1.02 Limitations and Restrictions. No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no Director, or Officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. The Corporation shall pay no dividends. No more than a minimal part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not, directly or indirectly, participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities which would characterize it as an “action organization” as defined in Treasury Regulations.

Notwithstanding any other provision of these articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to charitable, religious, scientific, literary, athletic or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code, and none of the assets will be distributed to any officer Director of the Corporation or to any other person.

Section 1.03 Mission Statement. Since 1979 Ruth & Norman Rales Jewish Family Services has provided help, hope and humanity through its

comprehensive range of programs and services which support people of all ages and beliefs. With locations in Boca Raton and Delray Beach, JFS programs and services include food and financial assistance, senior services, services to families and children, counseling & mental health services, career & employment services and many volunteer opportunities. Funding is provided by individuals, corporations, grants and special events.

## **ARTICLE II** **Offices**

Section 2.01 Location. The principal office of the Corporation shall be located in Palm Beach County, Florida, at such place as the Board of Directors of the Corporation (the "Board of Directors" or "Board") shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall have and maintain within the State of Florida a registered office at such place as may be designated by the Board of Directors.

## **ARTICLE III** **Board of Directors**

Section 3.01 Power and Duties of Board of Directors. All corporate powers must be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the Board of Directors, subject to any limitations set forth in the Articles of Incorporation.

The responsibilities of the Board of Directors shall include:

- a. To establish services that the Corporation offers, programs and policies and to evaluate them continually based upon the needs of the community which the Corporation serves.
- b. To establish a budget and personnel policies; and
- c. To employ a President/CEO, who shall be responsible for the day-to-day activities of the Corporation.

Section 3.02 Number of Directors. The number of Directors constituting the entire Board of Directors shall be not less than twenty-five (25) nor more than forty-five (45) and shall include the Chair of the Board of the Jewish Federation of South Palm Beach County, Inc.

Section 3.03 Election and Term of Directors/Limitation on Term of Directors. Directors shall be nominated by the Nominating Committee and shall be elected at the Annual Meeting by a vote of the Directors. The first term of an elected Director shall be one year. Directors may serve two additional terms of two years for a maximum of five years, except as provided for below. Directors shall be deemed to have served a full year only if they have served more than six (6) months.

This term limitation does not apply to members of the Executive Committee whose terms may be extended during their term in office. Individuals who have served the maximum number of years on the Board shall be eligible for nomination after an absence from the Board for one (1) year. Any former Director re-nominated to the Board of Directors may serve two (2) additional two (2) year terms for a maximum of four (4) years. Each Director shall make a minimum contribution, as determined by the Board of Directors, to the Annual Campaign of JFS.

Directors shall make an annual contribution to the Jewish Federation of South Palm Beach County, Inc.

Section 3.04 Chair of the Board of Directors. The Chair of the Board of Directors shall preside at all meetings of the Board of Directors and shall have such other powers and perform such other duties as may from time to time be assigned by the Board.

Section 3.05 Vacancies and Newly-Created Directors. Unless otherwise provided in the Articles of Incorporation or these By-Laws, any vacancy occurring in the Board of Directors shall not be filled until the next annual meeting of the Board of Directors. At any time when there are less than forty-five (45) Directors the Chair may appoint up to three (3) Directors with the approval of the Executive Committee (as long as the total including the appointments equals no more than forty-five (45)) who shall serve until the next vote on a slate presented by the Nominating Committee.

Section 3.06 Removal of Directors. Any one or more of the Directors may be removed from office pursuant to the procedures provided in Section 617.0808 of the Act as now in effect or as may hereafter be amended. Directors may be removed from the Board after three unexcused absences from regularly scheduled Board meetings during one year. A Director may also be removed for cause. In each case of removal, written notice stating the alleged cause shall be given at least ten days before any Board action. Removal shall require the vote of 2/3 of the Directors of the Board present and voting.

Section 3.07 Resignations. A Director may resign at any time upon written notice to the Board of Directors, Chair of the Board, or to the Corporation.

Section 3.08 Quorum of Directors and Action of the Board. At a meeting of the Directors of JFS, forty percent (40%) of the Directors shall constitute a quorum. Directors may exercise their rights in person or by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 3.09 Meetings of the Board. An Annual Meeting of the Directors shall be held each year at such time and place as shall be called by the Board

of Directors, for the election of Officers and Directors. Officers will assume responsibility immediately after their election.

The Board shall meet not less than four times in a twelve month period beginning with the Annual Meeting. Special Meetings of the Board may be called by the Chair of the Board at any time and shall be called by the Chair of the Board or Secretary upon the written request of five Directors. Notice of the Special Meeting shall include the agenda item to be considered. No other business shall be conducted at a Special Meeting except for those items that are specifically included on the agenda.

All meetings of the Board shall be conducted in accordance with the most recent edition of Robert's Rules of Order except where it conflicts with these By-Laws, in which case, these By-Laws shall take precedence.

Meetings of the Board of Directors may be held at such places within the State of Florida as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings.

Section 3.10 Notice of Meetings. A notice of all meetings of Directors shall be given by mail or email to all Directors at least five (5) days prior to the date of such meeting. The notice of each meeting shall state the purpose for which the meeting is called and the business of the meeting shall be limited to matters contained in the notice.

Section 3.11 Meetings by Conference Telephone. Any one or more members of the Board may participate in a meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 3.12 Compensation of Directors. Directors shall receive no compensation for their services, nor shall they receive preferential access to the Corporation's services.

Section 3.13 Honorary Board Members. Honorary Board Members (i) shall be recommended by the Nominating Committee to the Board; (ii) shall be non-voting members; shall serve a one (1) year term and can be nominated to the Board an unlimited number of times. If elected to the Board, the Honorary Board Member must resign his/her position prior to taking office. Honorary Board Members shall not be counted in the minimum or maximum number of Director positions nor in determining if there is a quorum.



**ARTICLE IV**  
**Officers**

Section 4.01 Officers. The Officers of the Corporation shall consist of a Chair, not less than four (4) nor more than seven (7) Vice Chairs (One of whom may be designated First Vice Chair), a Secretary, and a Treasurer. Officers shall be nominated by the Nominating Committee and shall be elected at the Annual Meeting by a vote of the Directors. The paid President/CEO, and any paid Vice Presidents of the Corporation are, for the purpose of these By-Laws, not Officers.

Section 4.02 Chair of the Board. The Chair shall preside at all meetings of the Board of Directors and Executive Committee. The Chair shall execute the policies of the Board of Directors, and shall sign on behalf of the Board any and all instruments authorized by the Board. The Chair shall appoint all committees and shall be an ex-officio member of such committees, except as otherwise provided. The Chair shall perform such other duties as are normal and incident to the office, and shall make a report at the Annual Meeting.

Section 4.03 Inability of the Chair to Serve. In the event of the absence or inability of the Chair to discharge the duties of the office, such duties shall be exercised by the First Vice Chair, if there is one then serving, and otherwise by a member of the Executive Committee. In the event that a First Vice Chair becomes the Chair as a result of a resignation, death, or permanent disability, the Executive Committee may choose a new First Vice Chair from among the remaining Executive Committee members.

Section 4.04 Vice Chairs. Vice Chairs shall perform such duties and possess such powers as designated by the Chair.

Section 4.05 Secretary. The Secretary shall report the minutes of meetings, take charge of the correspondence, and perform all other duties customarily pertaining to such office.

Section 4.06 Treasurer. The Treasurer shall supervise the financial records, shall chair the Finance Committee and shall make reports to the Board and to the Chair of the Board, and the Executive Committee concerning the financial status of the Corporation.

**ARTICLE V**  
**Committees**

Section 5.01 Committees. The Board of Directors shall have the following categories of committees:

- a. Executive Committee
- b. Standing Committees
- c. Special or Ad Hoc Committees

Section 5.02 Executive Committee.

a. The Executive Committee of the Corporation shall consist of the Chair, First Vice Chair if there is one serving, immediate Past Chair of the Board, all Vice Chairs, Treasurer, Secretary, and up to five (5) other Directors appointed by the Chair at his or her discretion. The Chair's appointees shall serve for a one (1) year term.

b. Authority of Executive Committee. The Executive Committee shall, during the intervals between the meetings of the Board of Directors, possess and exercise all of the powers of the Board of Directors in the management of the affairs of the Corporation, except as to matters which the Board of Directors by resolution expressly reserve. The Executive Committee shall keep full records and accounts of its proceedings and transactions.

c. Quorum. A majority of the membership of the Executive Committee shall constitute a quorum.

d. Appeal of Executive Committee Action. Except as otherwise specifically provided by the Board of Directors any action of the Executive Committee may be appealed to the Board by any four (4) members of the Executive Committee.

However, actions taken by the Executive Committee shall be final in the sense that the result of the action could no longer be overcome by a different Board action. In all other cases, action shall be suspended when an appeal has been instituted by four (4) or more Executive Committee members provided that the action cannot be suspended if already implemented by the Executive Committee. The Board of Directors may not disapprove any action of the Executive Committee in any matter where third parties have relied on such Executive Committee action.

Section 5.03 Standing Committees. The Corporation shall have, but not be limited to, the following standing committees:

- |                |                                   |
|----------------|-----------------------------------|
| a. Nominating  | b. Financial Resource Development |
| c. Finance     | d. Legal                          |
| e. Personnel   | f. Audit                          |
| g. Food Pantry | h. Strategic Planning             |

The Chair shall appoint the Chair of each standing committee from the membership of the Board.

Section 5.04 Finance Committee. The committee shall be composed of no fewer than three (3) Directors and shall be chaired by the Treasurer.

a. The committee shall oversee the financial affairs of the Corporation and make a report, including recommended actions to the Board of Directors at each Executive and General Board Meeting.

b. In consultation with the President/CEO, the committee shall review the Corporation's annual budget and present it to the Board for approval.

Section 5.05 Financial Resource Development Committee (FRD).

FRD shall be responsible for the annual campaign, planned giving, and all other campaigns, and special events.

Section 5.06 Personnel Committee. The Personnel Committee, shall be comprised of no less than three (3) Members of the Executive Committee and shall include the Chair (the First Vice Chair, if the Chair is unavailable), the Treasurer, and one (1) additional member of the Executive Committee, and shall recommend to the Board the personnel policies for the employees of the Corporation, including compensation packages, and shall develop and maintain a personnel manual for the Corporation that is subject to approval by the Board. The Committee shall have the power to recommend to the Executive Committee the termination of the President/CEO of the Corporation, subject to the terms of any existing Employment Agreement with the President/CEO and shall recommend to the Executive Committee the terms of the Employment Agreement and severance payments, if any, with key employees of the Corporation.

Section 5.07 Audit Committee. The Audit Committee shall assist the Board in fulfilling its oversight responsibilities to the Corporation's donors, government agencies and regulatory authorities by and among other things, overseeing the Corporation's system of internal accounting controls and its external audit process. The Chair of the Board shall recommend to the Board of Directors candidates to serve as the chair and members of the Audit Committee. The Audit Committee shall include at least one (1) non-Director.

Section 5.08 Legal Committee. The Legal Committee shall review all legal issues for the Corporation; provided, however, they shall not provide legal services to the Corporation for which they shall receive any compensation of any kind. At least two thirds (2/3) of the members of the Legal Committee must be licensed attorneys.

Section 5.09 Strategic Planning Committee. The Strategic Planning Committee shall work with the Board of Directors to identify programs and services to meet community needs consistent with the purpose and mission statement of the Corporation and to recommend to the Board of Directors priorities and appropriate allocations of Corporation resources.

Section 5.10 Food Pantry Committee. The Food Pantry Committee shall be responsible for assisting the Board in fulfilling the Food Pantry's mission to help alleviate the burden of those facing hunger.

Section 5.11 Nominating Committee. A past Chair appointed by the Chair shall serve as the Chair of the Nominating Committee. The Nominating Committee shall also consist of four (4) members of the Board of Directors of the Corporation who shall be approved by a majority vote of the Executive Committee. The Nominating Committee shall have the function of nominating members for Officers and the Board of Directors in accordance with these By-Laws. Members of the Nominating Committee shall not be eligible for nomination and/or election as an Officer of the Corporation.

Section 5.12 Board Development Committee. The Board Development Committee is charged with identifying, cultivating and preparing future leaders and board members of JFS. The Board Development Committee is responsible for the planning and execution of a Board Orientation for new members, Discovery Days, Board Retreats and any other board engagement activities. The Board Development Committee works throughout the year to identify and develop potential board and committee members who may be recommended to the Nominating Committee for election to the Board of Directors. The Development Committee is also charged with ensuring new board members are paired with a more seasoned member as part of a Mentoring program.

Section 5.13 Special or Ad Hoc Committees. The Chair of the Board or the Executive Committee may authorize such committees as may be necessary. The committee Chair and members shall be appointed by the Chair of the Board and approved by the Executive Committee.

Section 5.14 Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board 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.

Unless otherwise restricted by the Articles of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of such committee may be taken without a meeting if all members of such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the committee shall be filed with the minutes of proceedings of such committee.

Any one or more members of such committee may participate in a meeting of the committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 5.15 Records. Minutes shall be kept of each meeting of each committee. Copies of the minutes of each such meeting shall be filed with the corporate records.

## **ARTICLE VI - President/CEO**

### **Section 6.01 President/CEO.**

a. The Board shall employ a President/CEO who shall be the Chief Executive Officer, who shall be the responsible executive and administrative head of the Agency, subject to the direction of the Board and its committees;

b. The President/CEO shall be an ex-officio member of all committees.

c. The President/CEO shall:

i. Appoint and dismiss the staff.

ii. Negotiate and execute operational contracts. Such contracts shall not exceed the sum of \$20,000 and one year duration, except as approved by the Board of Directors of the Executive Board.

iii. Negotiate and execute contracts concerning programs and services previously approved by the Board. Each individual contract shall not exceed \$60,000 and one year duration.

iv. Inform the Board of the affairs and activities of the Corporation and any special problems encountered.

d. When the replacement of a President/CEO becomes necessary, the Executive Committee shall designate an interim President/CEO. Compensation for the interim President/CEO shall be determined by the Personnel Committee. The Chair shall appoint a committee to conduct a formal search and arrange for the financial resources to conduct an effective search.

Section 6.02 Compensation of Officers, Agents and Employees. The Corporation will pay compensation to its employees. The Corporation will not pay compensation to its officers or other members of the Board (other than the President/CEO).

## **ARTICLE VII Miscellaneous**

Section 7.01 Fiscal Year. The fiscal year of the Corporation shall commence on September 1 and shall conclude on August 31 or such other period as may be fixed by the Board of Directors.

Section 7.02 Corporate Seal. The corporate seal, which may be a facsimile, engraved, printed or impression seal, shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal"

and “Not for Profit, Florida” and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

Section 7.03 Checks, Notes, Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation’s behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents. and instruments.

Section 7.04 Books and Records. The Corporation shall keep at its office correct and complete books and records of account, the activities and transactions of the Corporation, minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the Directors and officers of the Corporation and their residence addresses. The books, minutes and records of the Corporation must be in written form or in another form capable of being converted into written form within a reasonable time.

Section 7.05 Amendment of Articles of Incorporation and By-Laws. The Articles of Incorporation of the Corporation may be amended in whole or in part by a majority vote of the Directors present and voting at a regular Board meeting, or at a special Board meeting called for that purpose. Notice of a meeting to consider amending the By-Laws must be in writing and include a statement of the proposed amendments.

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