

# **The Villages South Jewish Chavurah**

## **GOVERNANCE GUIDELINES**

(As of September 9, 2017)

### **Article 1**

#### **NAME AND LOCATION**

The name of this organization shall be The Villages South Jewish Chavurah, a non-profit organization, hereinafter referred to as Chavurah.

### **Article 2**

#### **PURPOSE**

The purpose of Chavurah shall be to promote Jewish traditions and culture, to keep abreast of current events of interest to the Jewish community, and to promote fellowship among its members.

### **Article 3**

#### **MEMBERSHIP**

Membership in Chavurah shall be open to all residents of The Villages, FL, who live south of CR 466A and are committed to support the purpose of Chavurah.

To become a member one must apply for membership and pay membership dues as stipulated below.

1. To be a member in good standing is defined as:
  - a. A completed membership application has been submitted and processed.
  - b. The membership dues for the current year have been paid in full.

### **Article 4**

#### **FISCAL YEAR AND MEMBERSHIP DUES**

1. The fiscal year shall begin on January 1st and shall end on December 31st.
2. Annual membership dues shall be paid by January 31st of the membership year or, if a new member, at the time the application for membership is submitted. New members joining on or after October 1<sup>st</sup> will pay one-half of the regular membership dues.
3. The annual membership dues amount shall be determined yearly by the Board of Directors based on the review of the November Treasurer report.
4. 100% of dues collected shall be used to support the Chavurah activities or the operations of the organization, and shall not be used for the personal benefit of individual members.

### **Article 5**

#### **GOVERNANCE**

The governance and management of Chavurah shall rest with the Board of Directors. The Board, consisting of nine elected Directors (or more, if applicable, pursuant to Article 7, paragraph 8.b), shall govern in accordance with these governance guidelines, and with respect and common courtesy towards the Chavurah membership. All Board and Committee Members shall be given a copy of the current Governance Guidelines either when seeking or acquiring a Board or Committee position to assist in their interpretation of their duties and responsibilities.

### **Article 6**

#### **ORGANIZATION**

The organizational structure of Chavurah shall be administered via the Board of Directors and the appointed committee Chairpersons.

1. Only residents who are homesteaded in the state of Florida and are members in good standing may seek election, or serve as Directors.
2. Directors shall be elected as specified in Article 7 and will comprise the Board of Directors.
3. The elected Directors shall each hold a specific office, pursuant to the election process. These offices include President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Membership Chairperson, Monthly Events Chairperson, Monthly Activities Chairperson and Director-at-Large.
4. Ad hoc Chairperson(s) may be appointed by the President for special projects.
5. Vacancies occurring on the Board, other than the presidency, shall be filled by presidential appointment with the approval of the Board. Should the position of President be vacated, the Vice-President shall assume that office for the balance of the term.
6. All members of the Board, upon vacating their office, shall deliver all records and all Chavurah property to their successors.
7. Five members of the Board shall constitute a quorum. Should a situation occur of a critical matter and a quorum is not present, the members of the Board present shall discuss the matter, and any decision shall then require a super majority with a 75% majority vote amongst them. If this occurs at a general membership meeting, and the Directors present cannot reach the 75% majority, then the issue shall be presented to those members present. In that event, any decision shall require a majority vote of the members present.
8. Board members are expected to attend all Board meetings and Chavurah events and activities, except in the event of an emergency or travel out-of-town.

#### **Article 7**

##### **ELECTION OF DIRECTORS AND APPOINTMENTS**

1. Directors of the Board shall be elected for a two-year term. The election of the Board of Directors shall take place at a general membership meeting in November every other year, with elections taking place in odd-numbered years. The newly elected Directors shall be installed in their respective offices at the December general membership meeting, allowing for a transition period, with the current and newly elected officers working together.
2. Only members in good standing are eligible to vote. Members may vote in person at the general membership Election meeting or by absentee ballot. Each member is entitled to one vote for each Director position.
3. Before the October general membership meeting, the President shall appoint a Nominating Committee and its Chairperson. The Nominating Committee shall consist of the Chairperson and two additional Chavurah members in good standing, only one of which may be an outgoing Director. To assist the Committee, the Recording Secretary shall supply the Committee members with: (a) a complete membership list and (b) a copy of the current Governance Guidelines, which includes a description of each Director's duties and responsibilities.
4. The President shall declare the election process open at the October meeting and shall introduce the Nominating Committee to the attendees. Members seeking office, including any current Directors seeking re-election, shall make themselves known to a member of the Nominating Committee no later than October 25th. Each member seeking office must indicate which office they seek to hold (see Article 6, paragraph 3, and Article 8). Members may nominate themselves. A member also may be nominated by another member, in which case the Nominating Committee should confirm with the nominated member that they wish to run. All nominations shall be in writing and presented to the Nominating Committee.
5. The Nominating Committee shall prepare a slate of Director Nominees for election at the November general membership Election meeting. The Nominating Committee shall ensure that:
  - a. All nominees are members in good standing and are homesteaded residents.

- b. Each nominee is fully aware of the duties and responsibilities of the Directors and of the specific office that he or she is seeking.
  - c. Each nominee agrees to serve if elected.
  - d. Each nominee's skills and experience are appropriate for the position he or she is seeking.
  - e. At least one qualified candidate is available for each Director position.
  - f. Not more than one resident in a household is nominated for election.
6. Prior to the November Election meeting, the President shall publish to the membership a list of all nominees for each Director position. The President shall also identify any Director positions for which no one has been nominated. An absentee ballot will be made available at the same time.
  7. At the November Election meeting, the Chairperson of the Nominating Committee shall complete the process of selecting the nominees.
    - a. The Chairperson shall present the full slate of nominees to the General Membership.
    - b. The Chairperson shall then declare the floor open for additional nominations. Each motion for nomination must receive a seconding motion from the floor and the person nominated must accept the nomination.
    - c. Each nominee for a contested office may make a brief statement.
    - d. The Chairperson shall request a motion from the floor that nominations be closed for all offices.
  8. The Chairperson of the Nominating Committee shall preside over the election process.
    - a. When there is only one nominee for a Director position, the Chairperson will request a motion for election of those nominees, as presented. Election of nominees without opposition may be done by voice vote or a show of hands.
    - b. When there is more than one candidate nominated for a particular Director position, voting shall be by written ballot. The ballot may be printed with the names of the nominees or a blank paper may be used with each voting member recording the names of the preferred nominees. The candidate with the highest number of votes for each position will be elected. In the event of a tie for a particular position, the Board will be expanded to include both of the nominees, and the other members of the Board of Directors shall determine which nominee will hold the position, with the other nominee becoming a Director-at-Large. The Nominating Committee will assist in distributing, collecting and tabulating the ballots. The Chairperson of the Nominating Committee shall retain all ballots until the beginning of the next fiscal year.
    - c. Only members in good standing who are present at the general membership Election meeting or who have submitted an absentee ballot shall be eligible to vote. Absentee ballots must be signed and dated, and must be received at the Chavurah's mailing address prior to the meeting date.
  9. A Director, who fails to carry out his or her duties, may be discharged by a 2/3 vote of the remaining current Board members.
  10. Directors may serve multiple terms of office but must be re-elected.
  11. Vacancies on the Board of Directors, whatever the cause, may be filled by the President, by appointment of a qualified Chavurah member to serve until the next regular November election, subject to the approval by the Board of Directors.

## **Article 8**

### **DIRECTOR RESPONSIBILITIES**

1. The President shall:
  - a. Preside over all Board of Director and General Membership meetings.
  - b. Call for special meetings as necessary.
  - c. Appoint an Audit Committee, consisting of at least two qualified persons independent of the Board of Directors, to audit annually the Chavurah finances and whenever the Treasurer is replaced.

- d. Approve expenditures in excess of \$100.
  - e. Have the authority to sign checks as necessary.
  - f. Keep records of all Chavurah business transacted.
  - g. Maintain a list of the current Chavurah activities and of the members responsible for them.
  - h. Appoint and oversee ad hoc committees, as deemed appropriate, for limited terms to deal with specific matters.
  - i. Assist the Treasurer as may be required.
2. The Vice President shall:
- a. Assume the role of acting President whenever the President becomes unavailable.
  - b. Act as liaison with other Jewish and community organizations.
  - c. Have the authority to sign checks as necessary.
  - d. Assist the President and other Directors with the operation of the Chavurah, as directed by the President.
3. The Recording Secretary shall:
- a. Keep minutes of all meetings and make sure they include:
    - i. Date, place, and time.
    - ii. Type of meeting.
    - iii. Name of presiding officer.
    - iv. The members present.
    - v. All motions whether adopted or rejected.
    - vi. A record of all business executed, with brief notes of discussions held.
  - b. Timely send the minutes of the previous Chavurah meeting to all Board of Directors.
  - c. Have the authority to sign checks as necessary
4. The Corresponding Secretary shall:
- a. Communicate to the membership information about current and future Chavurah activities, including monthly reminder notices of events and activities.
  - b. Ensure that the Website Manager has the information necessary to keep Chavurah activity announcements and calendar up-to-date.
  - c. Communicate as necessary to other local and surrounding area information providers (including Villages publications, The Daily Sun, and other Jewish organizations).
  - d. Communicate and send other correspondence on behalf of Chavurah as necessary or required.
5. The Treasurer shall:
- a. Establish a bank checking account in the name of Chavurah, such that the President, the Vice President, the Recording Secretary, and the Treasurer shall all be authorized to withdraw funds from the account.
  - b. Receive and disburse all funds for Chavurah and keep accurate record of all receipts and disbursements.
  - c. Receive funds for Chavurah events requiring pre-payment, and keep a register of such payments to assist the committees responsible for the events.
  - d. Prepare the Treasurer Report for each meeting and read this report at each Board of Directors and monthly general membership meeting.
  - e. Deposit all funds received in a timely manner.
  - f. Retain all records for annual audit and coordinate the annual audit with the Audit Committee.
  - g. Insure that all expenditures over \$100 have approval of the President.
  - h. Prepare an annual Treasurer Report to be presented to the membership in January.
  - i. Have the authority to sign checks as necessary.
  - j. Produce a summary of the Treasurer Report in response to a written request from any member.
  - k. Have a working knowledge of Excel.

6. The Membership Chairperson shall:
  - a. Maintain the Chavurah membership roster and periodically distribute the roster to the Board of Directors.
  - b. Notify the Board of Directors of all new members and report total membership numbers at each Board of Directors meeting.
  - c. Correspond with potential members.
  - d. Ensure that all annual membership applications are completed correctly.
  - e. Coordinate and schedule new member orientation meetings, relative to the time when new members join Chavurah..
  - f. As appropriate, communicate with members who have not renewed to understand their reasons for non-renewal.
  - g. Have a working knowledge of Excel.
7. The Monthly Events Chairperson shall:
  - a. Coordinate with the President to recommend to the Board special events during the year. (Special events may include, but are not limited to, Passover Dinner and Seder, Gala Dinner Dance, Yom Kippur Break Fast Dinner, Pre-Thanksgiving Dinner, Chanukah Event, and New Year's Eve, together with other major Chavurah sponsored programs or special events.)
  - b. Establish a planning committee for each event and oversee its operation and agenda. This committee shall be responsible for, among other things, planning the event, developing a budget (which shall be submitted to the Board for approval), recommending fees to be charged to members and guests, room setup, coordination with caterers and entertainment, purchasing necessary supplies, and providing all receipts to the Treasurer for reimbursement.
  - c. Establish a planning committee for each monthly meeting and oversee its operation. The committee will be responsible for, among other things, planning the event, developing a budget, recommending fees to be charged to members and guests, room setup, coordination with caterers and entertainment, purchasing necessary supplies, and providing all receipts to the Treasurer for reimbursement.
  - d. Furnish the Corresponding Secretary and the Website Manager with appropriate information about the events on a timely basis.
8. The Monthly Activities Chairperson shall:
  - a. Coordinate with the President on identifying other regular monthly activities and appointing committee chairs for each such activity. (Monthly activities may include, but not limited to, book clubs, bowling, doodle divas, fress around, samba around, golf nine and nosh, ladies lunches, and men's breakfast.)
  - b. Furnish the Corresponding Secretary and the Website Manager with appropriate information about the events and activities on a timely basis.
9. A Director-at-Large shall:
  - a. Serve in a flexible capacity as Board liaison between other Directors and the general membership.
  - b. Assist the Board when another Director may be temporarily unable to carry out his or her duties or responsibilities.
  - c. Assist ad hoc committees as needed.
  - d. Complete his or her duties as assigned..

## **Article 9**

### **ACTIVITIES AND EVENTS**

Committees and their volunteer members are the most important resource of the Chavurah. The ability of people to work collaboratively for the benefit of Chavurah is vital. Committee volunteers should understand that their donation of time and energy is meaningful to enhance their relationship with Chavurah. Committee members are expected to actively participate in the activities and events they are

involved in planning, including actively seeking meaningful input from the general membership to improve or suggest future programming.

1. A Chairperson shall be appointed by the Monthly Events Chairperson or the Monthly Activities Chairperson, as appropriate, to assist with the planning and implementation of each activity or event. The Chairperson shall:
  - a. Serve as liaison between the applicable Board member and the activity or event Committee.
  - b. Manage the operation of the Committee and solicit volunteers.
  - c. Keep the Corresponding Secretary and the Website Manager informed on a timely basis on the operation of the Committee.
  - d. Encourage the Chavurah members to provide ideas and suggestions for the Committee.
  - e. Insure that the committee operates within their budget.
  - f. Attend the event (or attend the monthly activity whenever possible), except in the event of an emergency.
2. Members of activity or event Committees shall be Chavurah members who either volunteer for the task or are appointed by the Chairperson to serve in that capacity.
3. Activities or special events may be held at any time, date, and location with the approval of the Board of Directors.
4. The Chairperson of the activity or event Committee shall take all the necessary steps to notify the Chavurah members about upcoming events and to provide the members opportunities to sign up for the activity.
5. Chavurah-sponsored activities or special events, as well as their budget, must be approved by the Board of Directors.
6. Participation in Chavurah-sponsored activities and events shall be limited to Chavurah members in good standing, with priority given to members who have registered via RSVP for the event. Guests accompanied by a member may attend activities or events within the availability of resources and facilities. An additional fee may be charged for a guest attending, at the discretion of the Board. The Board shall have the right to limit the number of times per year that a guest may attend a Chavurah activity or event.
7. Participation in Chavurah activities is limited to persons of age 18 and over except as approved by the Board of Directors.

## **Article 10**

### **POWERS OF THE BOARD OF DIRECTORS**

The Board of Directors is authorized to:

1. Call special meetings.
2. Make rules for governing and managing of Chavurah and for insuring adherence to these rules.
3. Set fees and dues.
4. Conduct business through electronic media.

A ruling by the Board can be reversed only by a majority vote in a general membership meeting.

## **Article 11**

### **MEETINGS**

#### **Board of Directors meetings**

1. There shall be no fewer than quarterly meetings of the Board of Directors.
2. The Board of Directors shall hold meetings as needed prior to the general membership meetings.
3. The meetings of the Board of Directors shall be open to all Chavurah members. However, in order that the Board may make accommodations for the Board meetings, prior notification is required. Members wishing to address the Board shall submit a request to the President at least one week in advance with a brief description of the issue.

4. Members may also attend Board meetings as observers with the approval of the President. Observers may address the Board at its meeting only when called upon.
5. Only the Board Members shall have the right to vote at Board meetings.
6. Notice of all Board meetings, including date, shall be given to the membership

#### **General membership meetings**

General membership meetings shall be held on the Second Saturday of each month at the Manatee Recreation Center, unless another time and location is designated.

1. Announcements of the general membership meeting time and location as well as the program for that day shall be communicated by the Corresponding Secretary and the Website Manager to the membership.
2. Issues presented to the general membership for a vote shall be decided by a simple majority vote of the members present. A voice vote is sufficient unless a show of hands is requested. Written votes are required only in the event of a contested election for a Director position.
3. Each member in good standing who is present at the meeting shall be entitled to one vote on matters presented for a vote at a general membership meeting.

#### **Special Meetings**

The President may call special meetings of the Board of Directors or of the general membership.

### **Article 12**

#### **HARASSMENT POLICY**

Chavurah is committed in all areas to providing an environment for its membership that is free from member-to-member verbal and/or written harassment, slander, libel, swearing, public ridicule, and other adverse hostile treatment to another member, which shall be collectively categorized as **Harassment**. Additional, harassment based upon an individual's legally protected rights shall not be tolerated (sex, marital status, disability, race, religious beliefs, etc.).

All members in good standing, including Officers and Directors, are expected to and required to adhere to this policy. No member will be adversely affected in their membership standing while bringing a complaint of harassment under this policy.

The President shall, in January of each year, form a **Chavurah Grievance Committee** consisting of no less than three (3) non-Board Chavurah members in good standing for a term of one year. The duties of the Grievance Committee shall, among other things, be to:

1. Encourage contact from a member(s) to the Grievance Committee who believes he or she has been subject to harassment, as collectively categorized for the purpose hereof, and communicate to the Board any meeting that is to be convened.
2. Meet personally as a group with that member, or members, to allow the member(s) an adequate venue to vocalize their grievance against another member in a strictly confidential manner and environment.
3. Review and research as a group separately, without the grieving member(s) present, in an attempt to determine validity and any proposed solution thereof, which may include communication with the member accused of purported harassment.
4. Report its findings to the Board at a specially convened Board meeting for the sole purpose of resolution which may include, but is not limited to, the adverse member's warning of their purported abuse, membership suspension, or membership termination.
5. Treat all member grievance action requests in a confidential, respectful, serious, and timely manner..

In a situation of a harassment claim against a proposed member, the Board alone shall determine any action that may be required, and not this Committee. The Board also may continue any harassment investigation, before final Board action is completed regarding the claim. The Grievance Committee shall not have authority to determine final action relating to any harassment claim.

**Article 13**

**PARLIAMENTARY AUTHORITY**

Robert's Rules of Order shall be authority on all questions of parliamentary law.

**Article 14**

**AMENDMENTS**

These governance guidelines may be amended by a two-thirds vote of the Board of Directors.

**Article 15**

**DISSOLUTION OR LIQUIDATION**

Upon the dissolution or liquidation of Chavurah, assets shall be distributed equally among the membership or donated to a nonprofit charity at the discretion of the Board of Directors.

**Article 16**

**INTERPRETATION**

The interpretation and execution of these guidelines shall rest with the Board of Directors in a manner based on ethical standards for the good and welfare of Chavurah and its members. Should a conflict related to an interpretation of these Guidelines occur, the Board's decision shall take precedence.