

UMJCA Sisterhood By-Laws

Article I Principles

Section 1. Affiliation and Purpose.

Mashadi Sisterhood (the “Sisterhood”) is an Elected Member Committee of the UMJCA, a non-profit organization, and functions under the Central Board. UMJCA is governed by the UMJCA By-Laws (hereinafter referred to as the “UMCJA By-Laws”) and conducts its affairs through the UMJCA Central Board. In case of any conflict between these Sisterhood By-Laws and the UMJCA By-Laws, the UMJCA By-Laws shall take precedence.

The Sisterhood’s purpose is to act as a unifying body that aims to foster, promote and reinforce our values and traditions. Through event planning and social programs, the Sisterhood aims to enhance and promote all aspects of community life and serve our educational, cultural and social needs. The Sisterhood stands as a foundation of the Mashadi traditions, culture, values and heritage. The Sisterhood strives to unite all generations and collaborates with UMJCA organizations and institutions in furtherance of our collective goals and ambitions.

Section 2. Orientation.

The Sisterhood shall conduct all its activities on the basis of the Jewish faith according to Sephardic *halacha* and in accordance with the customs and practices of the Mashadi Jewish Community.

All affairs of the Sisterhood shall be conducted according to orthodox Sephardic *halacha* and Mashadi customs and *minhagim*.

Section 3. Membership.

All community members, as defined by the UMJCA By-Laws Article I, Section 3, may benefit from the aims and purposes of the Sisterhood.

If a person has been expelled from the UMJCA by the UMJCA Central Board and/or Religious Council according to the UMJCA By-Laws, that person may be prevented from participating in any Sisterhood events or programs.

Article II

Sisterhood Board of Directors

Section 1. Composition and Eligibility

The Sisterhood shall be governed by an elected Board of Directors (as referenced in Article VIII of the UMJCA By-laws). The Board of Directors is comprised of fifteen (15) women age twenty-one (21) and over. All Community Members, ages 18 and over are eligible to vote pursuant to the terms of the UMJCA By-laws.

Section 2. Duties

The duties of the Sisterhood Board of Directors consist of, but are not limited to the following:

- A. Adhere to the Sisterhood By-laws and the UMJCA By-laws;
- B. To foster, promote and reinforce our community values and Mashadi heritage.
- C. To unite the Community by providing innovative social programs and educational forums to members of all ages
- D. To create events that promote the traditions, culture and values of the community and enhance the well-being of family life, including:
 - i. Organizing events to foster and promote celebration and understanding of Jewish holidays.
 - ii. Organizing Community Bar- and Bat-Mitzvah celebrations.

Any speaker for an event must be in keeping with the Community's values and goals and must be approved by the Sisterhood Board with the advice and consent of the Central Board.

- E. To provide chesed and charitable work for the Community. Chesed and charitable work should be focused on the Community's needs and any charitable contributions over \$5,000.00 should be done with the advice and consent of the Central Board.
- F. To coordinate, collaborate, and facilitate communication with the Central Board, Synagogue Boards, Mashadi Youth Committee and other community organizations to further the goals and purposes of the Sisterhood and Community functions.

- G. To organize periodic fundraising events for Sisterhood purposes in coordination with the Central Board.
- H. To prepare the annual budget proposal and submitting it to the Central Board for approval in a timely manner pursuant to the UMJCA By-laws.
- I. To utilize the approved annual budget and additional funds raised in a manner consistent with the purposes and duties of the Sisterhood under these By-laws as the Sisterhood Board reasonably deems fit.
- J. To create an annual financial report that should consist of an income and expense statement and include the opening and closing balances. The report shall be made available to the full Sisterhood Board before the end of each fiscal year. The financial reports may be subject to review by UMJCA Financial Review Committee in accordance with the terms of the UMJCA By-laws.
- K. To ensure that the Laws of Kashrut are followed according to Glatt Kosher standards for all food served and all catering done for Sisterhood Events.
- L. To publish and disseminate marketing, promotional and social media communications for Sisterhood events and programs.

ARTICLE III

Officers of the Sisterhood Board

Section 1. Description.

The executive officers of the Sisterhood Board shall consist of the following:

- A. President
- B. Vice President
- C. Treasurer
- D. Assistant Treasurer
- E. Director of Communications
- F. Secretary

Any woman may serve as President of the Sisterhood for two terms in her lifetime.

Within 60 days after the results of the elections have been announced, the Sisterhood Board shall elect the executive officers from among its members by secret ballot with an absolute majority (8) of the full Sisterhood Board.

Section 2. Duties of the Officers.

A. President.

The duties of the President shall include the following:

1. Representing the Sisterhood at official functions.
2. Calling the meetings of the Sisterhood Board.
3. Preparation of the agenda for each Board meeting with the Vice President and Secretary.
4. Chairing the meetings of the Sisterhood Board.
5. Ensuring that the decisions of the Sisterhood Board are carried out.
6. Coordinating the activities of the Sisterhood Board.
7. Ensuring that the UMJCA By-laws as well as the Sisterhood By-laws are observed by the Sisterhood Board members.

The President can delegate any of the duties listed above to another Sisterhood Board member on a temporary basis.

B. Vice President.

The Vice President shall assist the President in the discharge of her duties and replace her in her absence. The Vice President shall assist with the preparation of the agenda for each Board Meeting. The Vice President shall perform such other duties and have such other powers as the Sisterhood Board may from time to time prescribe.

C. Treasurer.

The Treasurer shall:

1. Keep a full and accurate account of receipts and disbursements of the Sisterhood.
2. Prepare the annual budget to be approved by the Sisterhood Board, and the budget proposal for submission to the Central Board.
3. Prepare a detailed financial report and submit it to the Sisterhood Board on an annual basis.
4. Upon request by the UMJCA Financial Review Committee, prepare and submit any requested financial reports or documentation.
5. Provide the Sisterhood Board with periodic reports on the status of the Sisterhood's budget, fundraising, receipts, and disbursements.
6. Act as one of the authorized check signatories.

D. Assistant Treasurer.

The Assistant Treasurer shall assist the Treasurer in the discharge of her duties and to replace her in her absence.

E. Director of Communications.

The Director of Communications shall be in charge of publishing and disseminating advertising and promotional materials in print and electronic formats consistent with the purpose of the Sisterhood and directives of the Sisterhood's board. The Director of Communications shall generally manage Sisterhood's social media accounts and public communications for Sisterhood events and programs.

F. Secretary.

The Secretary shall:

1. Record the minutes of the meetings;
2. Keep the official records of the Sisterhood Board and sign official documents when required
3. Maintain all official correspondence and files of the Sisterhood Board
4. Assist with the preparation of the agenda for each Board Meeting.

ARTICLE IV MEETINGS OF THE SISTERHOOD BOARD

Section 1. Frequency, Quorum & Participation.

The Sisterhood Board shall hold meetings at least once a month. Two-Thirds of the Board Members must be present to constitute a quorum. Minutes for each meeting of the Sisterhood Board should be recorded by the Secretary and presented to the Board Members for approval at the subsequent meeting. Members of the Community are permitted, upon prior request, to participate in open meetings of the Sisterhood Board as observers. Confidential matters of the Sisterhood Board may be discussed in a closed Executive Session, during which the recording of minutes is not required. Approved minutes of any open Sisterhood Board meeting shall be made available to any Community member upon request.

Section 2. Attendance.

All Sisterhood Board members are required to attend all Sisterhood Board meetings. Any Board member who fails to attend, without a valid excuse, four consecutive meetings or 50% of meetings in a 12-month period, shall be deemed to have declined to act as a Board member and her position may be deemed vacated based on the final determination of the Sisterhood Board.

Section 3. Vacancy.

Any vacancy of the Sisterhood Board (that causes the number of Board members to fall below fifteen) will be filled by the elected reserve members of the Board in the order of the number of their votes. In the case the list of reserve members is exhausted, the position shall remain vacant. If the total number of Board members falls below ten, the Sisterhood Board shall be dissolved, and the Supervisory Council shall call for special elections within 60 days. The special elected Sisterhood Board shall serve the remaining period of the Term.

Section 4. Agenda.

At least one day prior to any meeting, an agenda and the minutes of the previous meeting shall be made available to all members of the Sisterhood Board. The agenda shall be prepared by the President, Vice President and Secretary. The agenda of the meetings shall include the following:

- A. Opening of the session, with the quorum present.
- B. Approval of the minutes from the previous meeting.
- C. Correspondence and Reports
- D. Reports of the Committees
- E. Old Business
- F. New Business
- G. Setting the date for the next meeting and adjourning the session

Section 5. Voting.

Motions of the Sisterhood Board meetings can only be approved by the affirmative vote of the majority of the members present provided that there are at least six affirmative votes.

The following matters shall require an affirmative vote of the absolute majority of the entire Sisterhood Board:

- A. Approval of the annual budget
- B. Election of any executive officers

The following matters shall require an affirmative vote of two-thirds of the entire Sisterhood Board:

- A. Initiate proposed changes to the Sisterhood By-laws

Section 6. Meetings.

All meetings of the Sisterhood Board of Directors shall be conducted pursuant to the Simplified Robert's Rules of Order.

Article V

COMMITTEES OF THE SISTERHOOD

Section 1. Appointment of Committees.

The Sisterhood Board may appoint committees at its discretion. Committee members may be appointed from within or outside the Sisterhood. Each committee shall have at least one Sisterhood Board member.

Each committee shall have a Chairperson.

ARTICLE VI

Election of the Sisterhood Board

Section 1. Election Date.

In accordance with the UMJCA By-Laws, the election of the Sisterhood Board shall be held every three years on the third Sunday in November in the year following the Central Board Elections.

Section 2. Eligibility to Vote.

Each member of the community, age 18 and over, may vote for the Sisterhood Board, as provided for in the UMJCA By-Laws and all applicable election rules and regulations.

Section 3. Candidate Eligibility.

Any female member of the community over 21 years of age, who is eligible according to the UMJCA By-Laws, may become a candidate for the Sisterhood Board. A mother and daughter may not serve simultaneously on the Sisterhood Board.

Section 4. Term of Office.

The Sisterhood Board shall serve for a three-year term.

Section 5. Term Limit.

Each elected member of the Sisterhood Board may serve no more than two consecutive terms, but may serve again after not serving for one term.

Section 6. Nomination Process and Election Procedures.

1. Time, location and other details of the election for the Sisterhood Board shall be determined and announced by the Supervisory Council. The Supervisory Council is appointed by the Central Board, as per the UMJCA By-Laws Article IX.
2. At least 60 days prior to the date of the elections, the Supervisory Council shall distribute nomination forms to the Community members.
3. All nomination forms are to be returned to the Supervisory Council within 20 days from the date on which they were distributed.
4. All eligible Community members who have volunteered or have been nominated and have accepted shall be considered candidates for the Sisterhood Board.
5. The Supervisory Council shall publish the final list of the candidates at least 20 days prior to the date of the elections.
6. The Supervisory Council may hold a public assembly, prior to the elections, for candidates to address the Community members.
7. Each voter must cast his/her vote for no less than ten and no more than fifteen candidates.
8. The candidates who receive the fifteen highest numbers of votes shall be the elected members of the Sisterhood Board. In case of a tie for the last position, the Sisterhood Board shall consist of sixteen or more members for that term only. The remaining candidates shall be the reserve members of the Sisterhood Board in the order of the votes received. In case of a vacancy (that causes the number of Board Members to drop below fifteen), the next eligible reserve member shall be invited to serve on the Sisterhood Board.
9. The Supervisory Council shall promptly announce the official results of the elections including the names of the elected members as well as the names and the ranks of the reserve members. The vote count for the elected members, and ranks of the reserve members, shall be announced within seven days.
10. The Supervisory Council shall invite, within 14 days of the election, the outgoing Sisterhood Board and the newly elected Board for a joint meeting to arrange for an orderly transition.

ARTICLE VII

Finances

Section 1. Ownership of Assets.

United Mashadi Jewish Community of America (UMJCA) owns all accounts, properties and financials assets under the management of the Board of Directors of the Sisterhood.

Section 2. Budgets.

The Sisterhood Board shall prepare its annual budget proposal and submit it to the Central Board for approval. Once approved, the Sisterhood Board of Directors is authorized to utilize the approved annual budget and additional funds raised in a

manner consistent with the purposes and duties of the Sisterhood under these By-laws as the Sisterhood Board reasonably deems fit.

The Sisterhood Board shall prepare an annual financial report (as defined in Article II, Section 2.2, sub-section I).

Section 3. - Fundraising.

The Sisterhood Board may conduct fundraising for specific Sisterhood events and programs in coordination with Central Board.

Section 4. - Disbursement of Funds.

Two signatures are required for all checks. Any one signing a check should know the name of the recipient, the amount of the check and the reason for payment. The Sisterhood Treasurer shall be one of the authorized check signatories.

ARTICLE VIII

Changes in the By-Laws

These By-Laws shall be subject to changes and amendments only as provided for in this Article.

1. Any changes in the text of these By-Laws can be proposed either by the Sisterhood Board, or by a petition signed by a written request from the Members of the Community equal to the greater of (a) 300 members of the Community, or (b) thirty percent (30%) of the votes cast in the most recent Sisterhood elections.
2. The Sisterhood Board shall be required to immediately refer the proposed amendment to the By-Laws Committee of the UMJCA for review in order to ensure that the proposed amendments do not conflict with other provisions of the Sisterhood By-Law or the UMJCA By-Laws. The UMJCA By-Laws Committee shall report back to the Sisterhood Board within forty-five days.
3. The Supervisory Council shall convene a General Assembly, as defined by the UMJCA By-Laws, no later than sixty days after the By- Laws Committee recommendation was presented to the Sisterhood Board.
4. The quorum for a referendum shall be the greater of (a) 600 eligible members, or (b) fifty percent (50%) of the votes cast in the most recent Sisterhood Elections.
5. Changes in these By-Laws must be approved and ratified by a two-thirds majority vote by referendum.
6. Article I, Section 2 of these By-Laws can never be changed.