

MCA Bylaws March 2022

Article 1 – The Organization

1.1 Name

The name of this organization shall be the: Men’s Cultural Alliance of the Jewish Federation of Greater Naples (MCA).

1.2 Mission Statement

The MCA is an organization for male members of the Jewish Federation of Greater Naples (JFGN) whose purpose is to create friendship and camaraderie amongst its members by attending and participating in social, intellectual and sporting/athletic activities. The specific activities and programs are to be decided, coordinated and managed by the Board of Directors with input from the general membership

1.3 General Governance

As part of the JFGN, MCA is bound by the rules and regulations promulgated by the JFGN.

Article 2 - Membership

2.1 Becoming a member of MCA

To become a member of MCA, an individual must submit a signed membership application, including the Waiver and Release, accompanied by appropriate membership dues.

Failure to agree to the Waiver and Release is cause for an application to be rejected. The applicant will be given an opportunity to reconsider their rejection of the waiver before their membership application is rejected.

2.2 Maintaining an MCA Membership

An MCA member whose membership record is complete -- the required information has been provided, and a current Waiver and Release has been signed - can maintain his membership by paying his annual dues no later than 30 days after his anniversary (October 1 for current members of MCA). The Common Anniversary date may be changed by a majority vote of the Board of Directors

An MCA member who does not pay his dues by 30 days after his anniversary date will be unable to register for or participate in MCA ‘members only’ events.

2.3 Membership Benefits

Active members may participate in all activities of the MCA, subject to the rules of the activities in which they wish to participate.

Members are also eligible to vote on matters of business brought before the membership by the Board of Directors. Members are welcome to attend meetings of the Board of Directors as observers.

Members must abide by all policies and procedures promulgated by the Board of Directors.

2.4 Expulsion

The Board of Directors may, by two thirds (2/3) vote, expel (or overturn the expulsion of) any member of the organization for the following reasons:

- Conduct unbecoming of a member of the MCA
- Malfeasance

Malfeasance is defined as either the misappropriation of MCA funds or the failure to abide by any MCA policy, procedure, or norm.

A member who has been expelled has the right to appeal the decision, in writing, to the MCA Secretary, within 7 days of being advised by the Board of Directors of the expulsion.

Article 3 - Governance

3.1 Board of Directors

The Board of Directors will comprise:

- Six (6) elected officers
- Six (6) at-large members
- The immediate past president of the MCA

3.2 Elected Officers

The elected officers shall include:

- President
- Secretary
- Treasurer
- Head of Programing
- Head of Member Engagement
- Head of Communications and Technology

Articles 3.1 and 3.2 will become effective on July 1, 2022, coinciding with the first day of the officers elected at the April 2022 membership election meeting.

3.3 At-Large Members

- At-Large board members shall be appointed by the President, subject to the approval of a majority of the Board of Directors, and shall serve a term of 2 years, which may be renewed, subject to the term limits described in Article 3.5
- If the immediate past President of the MCA is ineligible to serve on the board, or chooses not to, an additional At Large member shall be appointed.

3.4 Election of Officers

In an election year, candidates for each elected office shall be presented by the Chairman of the Nominating Committee at the March meeting of the membership, at which time nominations from the floor will be taken.

In an election year, voting will take place at the April meeting of the membership. Officers shall be elected by voice vote. If there is more than one candidate for one or more positions, then voting shall be by secret ballot.

In the event of a tie between two candidates, an immediate re-vote will take place until one candidate receives a majority of the votes and a winner is declared.

If there are three or more candidates and one does not receive a majority of the votes, that candidate who received the fewest number of votes will be dropped from the ballot and a re-vote will take place. This process will be repeated until one candidate receives a majority of the votes and a winner is declared.

The term of new officers shall begin on July 1st following the election.

If he is not already on the Board of Directors, the newly elected President shall become a non-voting member of the Board of Directors immediately upon his election.

3.5 Term Limits

An elected officer may serve two consecutive two-year terms in the same position. This provision can be waived by a vote of 2/3 of the Board of Directors if no other qualified member of MCA will accept nomination to that officer's role.

Under no circumstances may an elected officer's term be extended by more than one (1) two (2) year term. The calculation of the time shall commence as of July 1, 2018.

The maximum number of years that any member of the Board of Directors may serve is twelve (12), with no exceptions.

The time clock for term limits starts from the date of the most recent appointment to the Board, which must be self-reported by each Board member

3.6 Removal from Office

A board member may be removed from office:

- If his membership has lapsed
- For malfeasance in office (**see Section 2.4**)
- If he misses three meetings of the Board of Directors without prior approval by the President.

If a board member is alleged to have committed malfeasance while in office, he is entitled to appear before the board and defend the charges. A vote of $\frac{2}{3}$ of the board members in attendance is required to remove a member of the Board of Directors

A notification of a removed board member's desire to appeal his removal from the MCA Board of Directors must be in writing and received by the MCA Secretary within 7 days of the board's notification of removal.

Article 4 – Vacancies

4.1 The President

At a meeting following the election of officers, or at other times as may be required, the Elected Officers will meet to elect a Vice President of the MCA. Candidates shall be nominated by others or may self-nominate.

Voting shall be conducted by voice if there is only one candidate. If there is more than one candidate, a secret ballot shall be used. The winning candidate must receive a simple majority of the ballots cast.

In the event that the MCA President is unable to perform the duties associated with his office, the Vice President will assume the role of Acting President.

The Acting President, who shall retain his current role responsibilities, shall remain the Acting President until the current President can return to his role his or his term expires.

If the President's absence is permanent, the Vice President shall become the President, and his original role shall be deemed vacant and must be filled within 30 days by the Board of Directors. A new Vice President shall be selected using the procedure outlined in this article.

Article 4.1 will become effective on July 1, 2022, coinciding with the first day of the officers elected at the April 2022 membership election meeting.

4.2 The Board of Directors

In the event a member of the Board of Directors resigns or can no longer perform his duties, the President must fill said vacancy, within 30 days, from elected officers, other members of the Board of Directors or the general membership, subject to the approval of a majority of the Board of Directors.

Article 5 – Meetings and Voting

5.1 Parliamentary Authority

All business of the MCA shall be conducted under Roberts Rules of Order (Revised). The MCA President shall appoint a Parliamentarian, selected from a member of the Board of Directors, at the July meeting of the Board of Directors.

5.2 Meetings of the Membership

The MCA shall hold a regular membership meeting in March and April, at a time and place designated by the President .

- The March meeting of the membership shall be for the purpose of presenting the nominations for elected officers and any other business as is deemed appropriate by the Board of Directors.
- The April meeting of the membership shall be for the purpose of electing and installing the Officers and any other business as is deemed appropriate by the Board of Directors.

5.3 Meetings of the Board of Directors

The Board of Directors shall meet ‘in person,’ if possible, at least once each month between October and May, at a time and place designated by the President. If an ‘in person’ meeting cannot be held, a virtual meeting shall be held.

The Board of Directors may meet virtually between June and September (‘off-season’). If the President cancels a meeting and at least 5 members of the Board of Directors believe there is sufficient MCA business to conduct a meeting, then the meeting shall be held.

5.4 Quorums

A simple majority of current board members shall constitute a quorum at meetings of the Board of Directors.

A minimum of 7 % of MCA members at the time of the meeting shall constitute a quorum at the general membership meetings of the MCA at which a vote will take place.

If a quorum can not be achieved, any vote that was planned for the meeting must be conducted electronically. The voting materials must be distributed within one week of the originally scheduled vote.

5.5 Voting

The President will present all matters that require a vote at the next scheduled meeting of the Board of Directors.

In the event that a decision is required that cannot be delayed until the next scheduled meeting, the President shall conduct an electronic vote.

If an electronic vote is required, the President shall send information to all members of the Board of Directors that clearly describes the issue(s) being voted upon and the voting options. Members of the Board of Directors must be given at least 24 hours from the time the email is sent to respond.

In the event that paper ballots are used, they shall be counted by two MCA members, neither of which have been nominated for an elected MCA office. One counter will read the votes and the other will tally the votes.

Vote counters shall be appointed by the President or another MCA officer if the President is up for election.

All votes shall be recorded by the secretary and published in the minutes.

Article 6 – Committees

6.1 Committee Chairs

The President, with approval of a majority of the Board of Directors, shall appoint committee chairs.

The chairpersons are responsible for establishing their own committees. The president shall establish or dissolve special committees, subject to the approval of a majority of the Board of Directors.

6.2 Nominating Committee

The nominating committee shall comprise:

- Three (3) member of the Board of Directors
- Two (2) members of the general membership

The President shall appoint the 5 members of the nominating committee no later than December 1st.

The chairperson shall be selected by the committee. The committee shall meet as many times as is required prior to the February general membership meeting in order to identify, vet and nominate candidates for all elected officers.

The report of the Nominating Committee will be presented at the March general membership meeting, as described in Article 5.

Article 7 - Finances

7.1 Fiscal Year

The MCA fiscal year must match the fiscal year of the Jewish Federation of Greater Naples

7.2 Dues

Membership dues cover (12) months, starting on the day the member joins.

Membership renewals for the next membership year begin 30 days prior to the member's anniversary date and continue for 30 days after the anniversary date. If a member does not renew his membership within 30 days of his anniversary date, his membership will lapse.

The Head of Member Engagement may come to the Board of Directors with a recommendation to alter the membership renewal period on a temporary basis. Such recommendations must be approved by $\frac{2}{3}$ of the Board.

Dues may be adjusted by a majority vote of the Board of Directors.

Honorary memberships may be extended at the discretion of the Board.

7.3 Refunds

Generally, membership fees will not be refunded. In the case of a special situation, the Board of Directors may offer a refund equal to no more than the amount of dues MCA actually receives (total dues less the automatic contribution to the Jewish Federation of Greater Naples and any other funds not deposited into MCA accounts).

Refund policies for programs will be established by the Head of Programming and approved by the President, based on the unique circumstances associated with each paid event.

Article 8 – Charitable Contributions

The MCA may only make contributions for JFGN sponsored charities.

Article 9 - Amendments

9.1 Process

Proposed amendments to the By-Laws, which must be supported by three active members, shall be submitted in writing to the President. The President must present the proposed amendments to the Board at its next Board meeting for discussion only.

Voting on the proposed amendment(s) will take place at the first Board of Directors meeting after the discussion of the amendments has taken place.

9.2 Effective Date

Bylaw changes shall become effective one week after the changes have been approved by a majority of the MCA Board of Directors, posted to the MCA website and the MCA membership has been notified, whichever is later.

Article 10 - Dissolution

In the event of the dissolution of the MCA, any remaining funds and other assets will be returned to the Jewish Federation of Greater Naples.