

**WASHINGTON SOCIETY OF JEWISH DEAF, INCORPORATED
BYLAWS, APRIL 2013 (FINAL)**

**ARTICLE I
NAME, CORPORATE STATUS, AND ADDRESSES**

1. The name of this organization shall be the Washington Society of Jewish Deaf, Incorporated. In these bylaws, the organization shall be referred to by its full name, or as WSJD.
2. WSJD is incorporated under the laws of the State of Maryland as a non-stock corporation. Its operation and conduct is for the primary benefit of the community; therefore, non-stock status is essential and unalterable. Consistent with Maryland law, WSJD shall not have any shareholders, and all its actions shall be approved and authorized by the membership and/or its Board of Directors.
3. The principal, physical office of WSJD shall be maintained at the home address of the current President.
4. The mailing address of WSJD shall be a United States Postal Service box.
5. The online address of WSJD shall be www.wsjdeaf.org. If this online address changes at any time, the new address may be inserted into this section without the need for a bylaws amendment.

**ARTICLE II
PURPOSES**

1. The purposes of the Washington Society of Jewish Deaf are to:
 - a. serve the cultural, spiritual, educational, and social needs of Jewish Deaf adults and children, Jewish Deaf adults and KODAs, and CODAs who reside in the District of Columbia, Maryland and Virginia,
 - b. promote Jewish identity and values, and

c. engage in any lawful activities that are in furtherance of the purposes of WSJD.

2. The Washington Society of Jewish Deaf shall embrace people from all branches of Judaism, and its meetings, programs, services, and activities shall be as inclusive as possible and within reason.

ARTICLE III MEMBERS

1. Membership in the Washington Society of Jewish Deaf is open to persons who reside full-time or part-time in the District of Columbia, Maryland, or Virginia.
2. Active members are deaf and hard of hearing persons of the Jewish faith. They shall have all privileges of membership, which includes participation in programs and E-News subscription.
3. Associate members are those who are either hearing or of non-Jewish faith. They shall have all privileges of membership, except that of holding office and voting rights.
4. Honorary membership may be awarded to hearing persons who have rendered meritorious services or assistance to the welfare of WSJD. They shall have all privileges of membership except that of holding office and voting rights.
5. Non-resident membership shall be extended to deaf and hard of hearing persons of Jewish faith, hearing persons and persons of non-Jewish faith who reside outside the District of Columbia, Maryland and Virginia. They shall have access to WSJD E-News and be invited to WSJD events as guests. They shall have privileges of membership except to vote and to serve office.

ARTICLE IV OFFICERS

1. WSJD shall have seven officers: A President, a Vice President, a

Secretary, a Treasurer, and three Directors. Officers serve three-year terms, and may serve a maximum of two consecutive terms in the same office.

2. The WSJD membership, by majority vote at an annual meeting, may appoint a Spiritual Adviser, who may be an ordained rabbi or cantor, or a qualified layperson. The Spiritual Adviser shall serve a one-year term, and may be reappointed for any number of consecutive terms. The Spiritual Adviser shall be *ex officio* a member of the WSJD Board of Directors, and shall not have voting rights.
3. Elections shall be held during the annual meeting on a staggered basis, as follows: In the first year, the President and Secretary shall be elected; in the second year, two Directors shall be elected; in the third year, the Vice President, Treasurer, and one Director shall be elected. Nominations for these offices shall be handled as described in Section 11 below.
4. Six months prior to each annual meeting, at the discretion of the Board, the general membership shall select three people to serve on an *ad hoc* Nominating Committee. The Nominating Committee shall solicit candidates for each office that will be open at the next annual meeting, and shall prepare one or more nominations for each office to be presented one month in advance of that annual meeting. During the annual meeting, the chair shall call for additional nominations from the floor. Elections shall be conducted by paper ballot, and a simple majority shall be required for election.
5. All officers shall perform the duties prescribed in Sections 6 through 11 below, in addition to those duties specified in the parliamentary authority adopted by WSJD.
6. The President shall be chairperson of the Board of Directors and shall preside over all Board meetings; shall be present at and preside over annual, regular, and special membership meetings; shall appoint chairs and members of all committees, temporary and permanent, except the Nominating Committee; shall be *ex officio* a member of all committees except the Nominating Committee; shall see that all books, documents, reports, and certificates as required by law are properly kept or filed; shall be one of the officers who may sign

checks or drafts of the Corporation, and shall have all other powers as may be reasonably construed as belonging to the president of an organization.

7. The Vice President shall, in the event of the absence or inability of the President to exercise office, become acting President of WSJD with all the rights and privileges, as duly elected President. In such cases, the Vice President shall complete the former President's term of office. The Vice President also shall perform such duties as may be assigned.
8. The Secretary shall keep WSJD minutes and records; shall file any documents or certificates as required by law, shall give and serve all notices to directors of WSJD, and shall exercise all other duties incident to this office of the Secretary. The Secretary also shall perform such duties as may be assigned.
9. The Treasurer shall be in charge and have custody of WSJD funds, securities and other valuable effects; shall keep full and accurate accounts of receipts and disbursements; and shall deposit all monies and other valuable effects in WSJD's name. The Treasurer also shall perform such duties as may be assigned. To safeguard the assets of WSJD, the treasurer shall be bonded. In addition, financial records shall be audited annually by an independent accountant.
10. The Directors shall represent the interests of the general membership, and shall perform such duties as may be assigned to them.
11. The Spiritual Adviser shall lead and/or direct WSJD's religious programming; shall work with local, regional, and national organizations to promote and enhance the status of deaf and hard of hearing individuals who are members of the Jewish faith; shall be available to members for life cycle observances; and shall perform other duties as appropriate.
12. Any member of the board who misses at least two board meetings may be removed or replaced at the discretion of the Board. Absence due to illness and schedule conflicts shall be taken into consideration.

13. Between annual meetings, vacancies in the offices of Vice President, Secretary, Treasurer, and any of the three Director positions shall be filled by the Board of Directors. The Board shall solicit members to apply for vacant positions, and may conduct interviews to fill these positions before voting.

ARTICLE V MEETINGS

1. WSJD must hold an annual meeting in the spring prior to June 1st for the purpose of providing annual reports, and for conducting elections of officers as described in Article IV. The quorum for an annual meeting shall be the number of members present.
2. The President, the majority of the Board of Directors, or one-tenths of the membership may call a special membership meeting at any time, provided that at least seven days notice is given. The quorum for a special membership meeting shall be the number of members present.
3. WSJD may hold social gatherings, which may also include Judaic programming.

ARTICLE VI BOARD OF DIRECTORS

1. Between annual meetings, the duties and powers of WSJD shall be vested in its Board of Directors, which shall serve with all authority provided by Maryland law, and shall have charge, control, and management of the policies, property, affairs, and funds of WSJD.
2. Members of the Board of Directors must be aware of the laws in the State of Maryland where it is currently incorporated. In addition, all actions taken by the Board of Directors must be consistent with federal, Maryland state, and local law, and with WSJD's status as a non-stock corporation.
3. The Board of Directors shall meet at a minimum quarterly, in person

or via videoconference, provided that all members in attendance can see each other at all times.

4. Notwithstanding Section 3, members of the Board of Directors may move, discuss, and vote on an urgent matter via electronic mail, provided that its action is ratified at its in-person or videoconference meeting.

5. The President, or a majority of the Board of Directors' membership, may call special meetings of the Board of Directors, provided that at least 48 hours notice is given.

6. In-person Board of Directors meetings shall be open to the membership unless the Board decides to meet in closed session; for example, to discuss matters of a confidential nature.

7. The quorum for all Board of Directors meetings shall be more than half of the Board's membership.

8. The Board of Directors may make such rules and regulations covering its meetings as it may determine to be necessary.

ARTICLE VII COMMITTEES

1. The President shall, with consultation of the WSJD Board, appoint chairs and members of all committees, temporary and permanent, except the Nominating Committee. These appointments shall include the name of the committee, its charge, and the duration of its existence.

2. If, at any time in the future, the WSJD membership or Board of Directors determines that a committee should become permanent, it shall amend this Article accordingly, following the procedures set out in Article IX for amending the bylaws.

**ARTICLE VIII
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern procedure at all WSJD meetings in all cases to which they are applicable and in which they are not consistent with these bylaws and any special rules of order that WSJD may adopt.

**ARTICLE VIX –
DISSOLUTION**

In the event of the dissolution of WSJD, all funds remaining after payment of bills shall be turned over to a local Jewish deaf organization in the DC Metro area or one that serves Jewish deaf at the national level in the United States.

**ARTICLE IX
AMENDMENTS**

1. These bylaws may be amended by a two-thirds vote of the WSJD membership present at an annual meeting.
2. Written notice of proposed amendments shall be presented to the Secretary at least sixty (60) days before the meeting at which the vote is to be taken. The text of the proposed amendments shall be included in the notice of the meeting.
3. Amendments must be consistent with federal, state, and local law, and must not be contrary to the purposes of WSJD or its status as a Maryland non-stock corporation and as a charitable and educational organization within the meaning of section 501(c)(3) of the Internal Revenue Code.