https://jewishdeafcongress.org/jdc-bylaws
For ratification at October 26, 2025 Summit

JEWISH DEAF CONGRESS, INC
BY-LAWS

ARTICLE I: CORPORATION

Section 1.1. Name.

The name of the Corporation shall be Jewish Deaf Congress, Inc., hereafter referred to as “the Corporation” or “JDC”.

Section 1.2. Purpose.

The purpose of the Corporation shall be those that are set forth in its Certificate of Incorporation.

Section 1.3. Offices.

The principal office of the Corporation shall be at such place or places within or outside the State of Wyoming as the Board of Directors may from time to time determine.

ARTICLE II: MISSION

As a Corporation of, for, and by Jewish Deaf individuals, the mission of Jewish Deaf Congress shall be to provide for the religious, spiritual, educational, linguistic, social, cultural and charitable needs of the Jewish Deaf community.

ARTICLE III: OBJECTIVES

Section 3.1. Objectives

The objectives of Jewish Deaf Congress shall include, but not be limited to:

(a) instill, foster, maintain and preserve the religious and cultural spirit, and traditions of and fellowship among the Jewish Deaf.

(b) develop closer relations and understanding between the Jewish Deaf and the community at large.

(c) obtain funding and/or establish an endowment fund to promote attainment of the above objectives.

ARTICLE IV: MEMBERSHIP

Section 4.1. Members

For the purposes of registration, the number of members shall be unlimited and the names of eligible members shall be entered in the Register of Members accordingly. Such members recognize and appreciate that the Corporation welcomes members to be part of the Jewish Deaf community and that the Corporation is a multicultural and pluralistic organization where the Torah, Jewish traditions, Jewish beliefs, and Jewish values are respected, cherished, celebrated and honored.

Section 4.2. Membership Classifications

There shall be four (4) classes of membership:

(a) **Active** members who shall consist of Jewish Deaf individuals who support the mission and objectives of the Corporation. Active members shall have the right to vote and be eligible to serve on the Board of Directors.

(b) **Associate** members who shall consist of the following who support the mission and objectives of the Corporation:

(i) Individuals interested in the Jewish faith and / or those with a Jewish Deaf family member

(ii) Organizations of, for, and by Jewish hearing individuals

Associate members shall have observer status. They shall not be eligible to serve on the Board of Directors.

(c) **Affiliate** members which shall consist of organizations of, for, and by Jewish Deaf individuals that support the mission and objectives of the Corporation. Affiliate members shall have the right to vote. Each Affiliate member shall have the right to appoint one voting representative to the Board of Directors.

(d) **Emeritus** members where the Board of Directors may elect to designate a current or former member of the Corporation as a Member Emeritus in recognition of the former member’s significant and distinguished service to the Corporation. An Emeritus Member shall have observer status and shall not be counted in determining the quorum for any Board of Directors meeting. However, an Emeritus Member shall be entitled to receive notice of all Board of Directors meetings, attend all meetings at his discretion, and shall be encouraged to serve as a mentor and advisor to the Board of Directors.

Section 4.3. Good standing

Each member shall be in good standing. Each member shall be of good moral character and be in alignment with the Corporation's Mission.

Section 4.4. Membership fees

The annual membership fees payable to the Corporation shall be established for each membership class and may be changed from time to time by resolution of the Board of Directors.

ARTICLE V. GENERAL MEETINGS

Section 5.1 Annual General Meetings

The Corporation shall have an Annual General Meeting of members of the Corporation. Such meetings may be either in person or virtual. Notice of the Annual General Meeting shall be mailed or electronically mailed to each member at least thirty (30) days prior to the Annual General Meeting.

Section 5.2 Annual General Meeting Business

At every Annual General Meeting, the following business shall be conducted:

(a) considering and approving the minutes of the preceding AGM;

(b) report from the Directors;

(c) presentation of the corporation's Financial Statements; and

(d) appointment or election of Directors where and when appropriate.

Section 5.3 Special General Meeting

Special general meetings of the Corporation members shall be called by the Chair within ninety (90) calendar days after receipt of a written request from any ten (10) members with voting privileges. Such request shall state the subject for which the meeting is being called. Notice of such meetings shall be communicated by electronic means to all Corporation members at least thirty (30) calendar days prior to the date of the special general meeting and such notice shall state in general terms the nature of the business to be taken up at the meeting. Such meetings may be either in person or virtual.

Section 5.4 Quorum at General Meetings

The quorum for Annual General Meetings and Special General Meetings shall consist of those who attend.

Section 5.5 Procedure at General Meetings

The current edition of Robert's Rules of Order Newly Revised shall govern procedure at all Annual General Meetings and Special General Meetings on matters not covered expressly by these bylaws.

ARTICLE VI: BOARD OF DIRECTORS

Section 6.1. Powers of the Board of Directors

The policy-making powers of the Corporation shall be vested in its Board of Directors, who shall serve with all authority provided by Wyoming law, and who shall have charge, control, and management of the policies, property, affairs, and funds of the Corporation. The Board of Directors shall have the power and authority to do and perform all acts or functions consistent with these bylaws or the Corporation's Certificate of Incorporation. Each person serving as a member of the Board of Directors is herein referred to as a "director." The Board of Directors shall act only in the name of the corporation and shall be regularly convened by its Chair after due notice to all the directors of said meeting. Moreover, the Board of Directors may make such rules and regulations regarding its meetings as it may, in its discretion, determine to be necessary.

Section 6.2. Qualifications of Directors

Directors shall be selected for their ability to participate effectively in fulfilling the responsibilities of the Board of Directors.

Section 6.3. Number of Directors.

The Board of Directors shall consist of at least five (5) Directors which shall include a Chair, Vice Chair, a Secretary, and a Treasurer. The Board of Directors shall also include other Directors as shall be approved by the Board of Directors. The Board of Directors may include voting representative(s) from affiliate members.

Section 6.4. Duties of the Chair.

The Chair shall preside over all Board meetings, shall present, at each annual meeting of the Corporation, an annual report of the work of the Corporation, shall appoint all committees, shall be a member *ex officio* of said committees, shall see that all books, reports, and certificates as required by law are properly kept or filed, shall be one of the Directors who may sign checks or drafts of the Corporation, and shall have such powers as may be reasonably construed as belonging to the chief executive of corporation. The Chair shall appoint a Corporation member as the Chair of the Corporation's Audit Committee. The Chair shall be Deaf.

Section 6.5. Duties of the Vice Chair

The Vice Chair shall have such duties and responsibilities as are assigned to the office at the time it is created until such duties and responsibilities are modified by the Board of Directors. The Vice Chair designated by the Board of Directors shall, in the event of the absence or inability of the Chair to officiate, become acting Chair of the Corporation with all the rights and privileges and powers, as if the Vice Chair had been duly elected Chair. The Vice Chair shall be Deaf.

Section 6.6. Duties of the Secretary.

The Secretary shall keep the minutes and records of the Corporation in appropriate books, shall file any certificates as required by statute, federal or state, shall give and serve all notices to directors of this Corporation, shall be the official custodian of the books, shall submit to the Board of directors any communications which shall be addressed to the Secretary of the Corporation or the Corporation and shall exercise all duties incident to the office of the Secretary. If the Secretary of the Corporation is designated an Executive Secretary, the duties of the office shall include such other duties as are determined by the Board of Directors from time to time.

Section 6.7. Duties of the Treasurer.

The Treasurer shall be responsible for all monies belonging to the Corporation. The Treasurer may be one of the Directors who shall sign checks and drafts of the Corporation. No special fund may be set up that shall make it unnecessary for the Treasurer to sign checks issued on behalf of the Corporation, unless the sum total of all funds belonging to the Corporation is less than one hundred dollars ($100). The Treasurer shall render an account of the finances of the Corporation at all regular meetings, and said report shall be part of the minutes of such meeting. The Treasurer shall exercise all duties incident to the office of Treasurer. The Treasurer shall serve as the Chair of the Finance Committee.

Section 6.8. Term of Office; Maximum Terms.

Directors shall be elected for a term from one Convention to the next or a term of two (2) years. All directors shall be eligible to serve an unlimited number of consecutive terms. Directors shall serve staggered terms set by the Board of Directors.

Section 6.9. Election.

- Nominations of Directors shall be made from the floor. Elections shall be by ballot at the biennial business meeting held every two (2) years. A majority vote shall be necessary to elect new Directors. The newly-elected Directors shall take the oath of office at the close of the business meeting and their respective terms shall take effect immediately after the final adjournment of each business meeting.

- Elections shall also be held in a similar fashion between biennial business meetings to ensure staggered terms.

Section 6.10. Vacancies.

Vacancies on the Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors for the balance of the term being filled.

Section 6.11. Meetings of the Board of Directors.

The Board of Directors shall hold four (4) or more meetings each year at such place as may be designated by the Chair, at such hour and on such date as may be designated in the notice of the meeting. Such meetings may be either in person or virtual. Notice of the meeting shall be mailed or electronically mailed to each director at least seven (7) calendar days in advance of the meeting.

Section 6.12. Special Meetings of the Board of Directors.

Special meetings of the Board of Directors shall be called by the Chair within seven (7) calendar days after receipt of a written request from any two (2) directors. Such request shall state the subject for which the meeting is being called. Notice of such meetings shall be communicated by electronic means to all directors seven (7) calendar days prior to the date of the meeting and such notice shall state in general terms the nature of the business to be taken up at the meeting. Such meetings may be either in person or virtual.

Section 6.13. Quorum at Board Meetings.

For all meetings of the Board of Directors (other than for action taken by unanimous written consent), a quorum shall be a simple majority of the directors then serving, who shall be present.

Section 6.14. Procedure at Meetings.

The current edition of *Robert's Rules of Order Newly Revised* shall govern procedure at all meetings by the Board of Directors and its committees on matters not covered expressly by these bylaws.

Section 6.15. Manner of Acting.

Each director shall be entitled to one (1) vote on each matter properly submitted to the directors for any action at a meeting of the Board. Such vote may be done by proxy. If so, the proxy vote must be delivered to the Chair at the beginning of each meeting at which the proxy is to be used. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or the Corporation's Certificate of Incorporation or bylaws.

Section 6.16. Compensation of Directors.

No director of the Corporation shall receive, directly or indirectly, any salary or compensation from the Corporation. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity in receiving compensation therefor.

Section 6.17. Property Rights of Directors.

No director of the Corporation shall have any rights or interests in or to the property or assets of the Corporation.

ARTICLE VII: COMMITTEES

Section 7.1. Establishment of Committees

(a) The Chair may establish committees providing it with information that help to develop and formulate a proposal or a series of proposals for eventual consideration by the Board of Directors. The Board of Directors, once satisfied that such developed proposals are compatible with the objectives and /or decisions of the Corporation, may transform such proposals into official proposals of this Corporation.

(b) Alternatively, the Chair may delegate a specific authority to a committee.

(c) The Chair may establish and maintain several committees as required to deal with separate goals.

(d) Each committee shall be directly responsible to the Board of Directors.

Section 7.2. Composition of Committees

(a) The Chair may invite anyone with interest and/or needed expertise to serve on each such committee.

(b) Each committee is made up of at least one active member from the Board of Directors and any number of persons who are either members or non-members of this Corporation.

Section 7.3 Standing Committee

The standing committees of the Corporation shall be the Finance Committee and the Audit Committee. Each standing committee shall consist of a Chair and two (2) or more additional members.

ARTICLE VIII: FISCAL MATTERS

Section 8.1. Fiscal Year.

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

Section 8.2. Budgets.

The Treasurer of the Corporation shall prepare, prior to a new fiscal year, a new annual capital and operating budget of the Corporation, to be approved by the Board of Directors.

Section 8.3. Capital Expenditures, Loans and Indebtedness.

No expenditures, loans or indebtedness may be made or incurred unless such amounts are included in the annual capital and operating budgets or are otherwise approved by the Board of Directors.

Section 8.4. Checks, Drafts, etc.

All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation or to the Corporation, shall be signed or endorsed by such Director(s) as agent(s) of the Corporation in such manner as consistent with these Bylaws.

Section 8.5. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories selected by the Board of Directors.

Section 8.6. Transfer of Assets.

No transfer of the Corporation’s assets shall occur except in accordance with the express requirements established by the Board of Directors.

Section 8.7. Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general or specific purposes of the Corporation.

Section 8.8. Loans.

No loans shall be made by the Corporation to its Directors, or to any other Corporation, firm, or association.

Section 8.9. Net Earnings

No part of the net earnings of this Corporation shall insure to the benefit of any member, except in the furtherance of the objectives of the Corporation.

ARTICLE IX: INDEMNIFICATION

Section 9.1. Indemnification.

The Corporation may indemnify, including the advancement of expenses in defending litigation, its Directors and employees to the fullest extent authorized and permitted by law and as set forth in: (1) the Certificate of Incorporation, (2) these bylaws, (3) a resolution of its members or directors, or (4) an agreement providing for such indemnification. The Corporation's directors are hereby authorized to adopt such resolutions and the Corporation is authorized to enter into such agreements. The Corporation is further authorized to indemnify its employees and other personnel to the fullest extent permitted by law.

Section 9.2. Insurance.

The Corporation may purchase Directors and Officers' liability insurance if authorized by the Board of Directors.

ARTICLE X: AMENDMENTS

Section 10.1. Amendments to Bylaws.

These bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at the business meeting, provided that amendments are submitted to the bylaws Committee sixty (60) days prior to the business meeting, that copies are distributed by electronic means, to the members at least thirty (30) days prior to the business meeting, and that amendments are read, debated, and voted upon during the business meeting.

Any amendments or motions passed at the business meeting shall become effective immediately, unless specified otherwise.

Section 10.2. Suspensions.

Any provision in the bylaws may, in unforeseen and urgent or extenuating circumstances, be suspended at the business meeting by two-thirds (2/3) vote of the members present and voting.

ARTICLE XI: DISSOLUTION

Section 11.1. Corporate Dissolution.

If the Board of Directors of the Corporation approves the dissolution of the Corporation, the Board, after paying and making provisions for the payment of all Corporation liabilities and obligations, shall distribute all of the assets of the Corporation to one or more 501(c)(3) organizations in alignment with the Corporation's Mission.

ARTICLE XII: INTERPRETATION

Section 12.1. Interpretation

In the interpretation of these bylaws:

(a) the term "Deaf" refers to people who are Deaf, DeafBlind, Deaf Disabled, Late Deafened, and Hard of Hearing;

(b) The words "Chair" and "President" shall be deemed to be interchangeable;

(c) The words "Vice Chair" and "Vice President" shall be deemed to be interchangeable; and

(d) words in the singular include the plural and vice versa.

Modification History:

Board of Directors: June 28, 2011

Jewish Deaf Congress Summit: October 9, 2022

Jewish Deaf Congress Summit: October 26, 2025