

BYLAWS
of
MACCABI USA, INC.

(formerly known as United States Committee Sports for Israel)

As Amended on July 14, 1980, October 17, 1982, November 10, 1985,
July 24, 1998, October 15, 1999, October 21, 2001, November 3, 2002,
November 4, 2007, October 17, 2010, March 4, 2012, December 7, 2014,
December 8, 2019

PREAMBLE

The aims and purposes of Maccabi USA, Inc. (hereinafter referred to as "the Organization") are:

To arrange for the participation of representative teams of athletes who are Jewish as identified by the Organization and are citizens of the United States or the holders of valid green cards, in international sporting events;

To solicit and expend funds needed to select, equip, maintain and transport such a team to Israel and throughout the world;

To sponsor national and international competitions;

To serve as the exclusive "Territorial Organization" of Maccabi World Union in the United States;

To voluntarily aid in the promotion of sports and recreation, especially for Youth;

To solicit and expend funds to furnish athletic and sport equipment and facilities for use in Israel;

To encourage and promote relationships through recreational and sport activities among Jewish youth throughout the world;

To take such actions and engage in such activities which further the objectives herein set forth, either independently or in conjunction with other organizations, institutions or individuals having objectives consistent with the objectives of the Organization;

And to do every such act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objectives or any part thereof consistent with the mission statement of the Organization, as such statement from time to time is promulgated; provided such activities are not inconsistent with the Laws of any jurisdiction in which such activities take place.

ARTICLE I - NAME

Section 1. The name of the Organization shall be "Maccabi USA, Inc." also known as Maccabi USA, MUSA, United States Maccabiah Committee, Maccabi USA/SFI, and such other designations as shall be determined from time to time.

ARTICLE II - MEETINGS OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the members of the Organization shall be held once each year on a date set by the Board. The annual report of the President, annual committee reports and financial statements shall be presented at this meeting. At this meeting vacancies in the Elected Voting Membership Section and Elected Officers Membership Section shall be filled.

Section 2. Special or other meetings. Such meetings shall be called:

- (a) By the President or
- (b) By the President on written request of fifty (50) members in good standing; or
- (c) By a resolution of the Board of Directors.

Section 3. Notification. Notice of any meeting shall be by publication in the Organization newsletter, letter, postcard or by electronic communications at least thirty (30) days prior to such meeting.

Section 4. Quorum. Forty (40) members in good standing must be present in person or by proxy, at least fifteen (15) of whom must be present in person to constitute a quorum at any meeting.

Section 5. Proxy voting.

- (a) A holder of a proxy shall be present in person at such meeting to exercise the proxy.
- (b) There shall be an official proxy provided by the Organization. A proxy shall be mailed with any notification of any such meeting and shall be completed in accordance with the instructions contained on such proxy. Only an official proxy shall be valid.

A quorum once established shall remain in effect until such meeting is adjourned.

ARTICLE III - MEMBERSHIP

Section 1. Eligibility. Any person who subscribes to the aims and purposes of this Organization and who makes a contribution in payment of membership dues, in any amount as shall be determined by the Board in an amount not to exceed two hundred and fifty (\$250), in support of the aims and purposes of the Organization shall become a member in good standing of the Organization.

Section 2. Period of Membership. Any individual who has qualified as a member in good standing under Section 1 of this Article shall continue to be a member in good standing for the year(s) in which the determined contribution has been created. Only members in good standing are entitled to vote at a meeting of members.

Section 3. Classes of Members. There shall be two classes of members:

- (a) Members. The “members” shall comprise all members in good standing pursuant to Section 1 of this Article. The members shall have no rights of legal members by law, except that the right to elect the Elected Voting Membership Section may not be changed without member approval.
- (b) Voting Members. The “Voting Members” shall comprise the Elected Voting Membership Section, the Appointed Voting Membership Section and the Elected Officers Membership Section. The Voting Members shall have the rights of legal members by law.

Section 4. Membership Sections. There shall be three sections of members, each as defined in these ByLaws:

- (a) Elected Voting Membership Section.
- (b) Appointed Voting Membership Section.
- (c) Elected Officers Membership Section.

ARTICLE IV – VOTING MEMBERS

Section 1. Composition. The Organization shall have Voting Members, consisting of:

- (a) Its duly elected officers, comprising the “Elected Officers Membership Section”.

- (b) One hundred sixty (160) members in good standing comprising the “Elected Voting Membership Section”, who shall be elected for a period of four (4)-year terms by members in good standing of the Organization at an annual meeting.

One fourth (1/4) of the Elected Voting Membership Section shall be elected in each calendar year for four (4)-year terms.

- (c) No more than one hundred sixty (160) additional members in good standing of the Organization (together with the Chapter Members, the “Appointed Voting Membership Section”), who shall be nominated by the President with the approval of the Board for a term of two (2) years.
- (d) Members in good standing nominated by the President with the approval of the Board on the recommendation of each affiliated chapter (“Chapter Members”).

Section 2. Term of Office.

- (a) Elected Voting Membership Section. All elected Voting Members shall serve for a term of four (4) years from the date of election or the unexpired term to which they have been elected. The Board, upon the recommendation of the President may remove any elected Voting Member who shall have failed to attend two (2) consecutive annual meetings.
- (b) Appointed Voting Membership Section. All appointed Voting Members shall serve at the pleasure of the Board.
- (c) Honorary Voting Members. From time to time the Board may appoint deserving individuals as Honorary Voting Members who shall be *non-voting* ex-officio members of the Appointed Voting Membership Section.
- (d) Junior Members. From time to time the Board may appoint deserving individuals (under the age of 30 years) as Junior Voting Members who shall be ex-officio, nonvoting members of the Appointed Voting Membership Section. The term of such appointment shall lie in the discretion of the Board. Junior members shall not be required to pay Board dues.

Section 3. Vacancies. All vacancies in the Elected Voting Membership Section shall be filled by nomination by the President with the approval of the Board. All such Voting Members shall serve the balance of the unexpired term of the predecessor and shall serve under the conditions set forth in Section 2(a) above.

Section 4. Members in Good Standing. Notwithstanding any other provision of this Article, all Voting Members shall be elected or appointed only from members in good standing and shall automatically cease to be Voting Members of the Organization in the event they cease to be members in good standing of the Organization, or fail to meet the financial commitment for Voting Members as may be established by the Board.

Section 5. Election of Voting Members. The nomination and election of the Elected Voting Membership Section shall be governed by the provisions of Article VI of the ByLaws.

ARTICLE V - OFFICERS

Section 1. Elected Officers. The elected officers of the Organization shall be:

- President
- First Vice President
- Four (4) Vice Presidents
- Secretary
- Treasurer
- Associate Treasurer

The qualification required to serve as President or First Vice President shall be that the nominee has previously served as a member of the Board or Executive Committee.

Section 2. Appointed Officers.

- (a) The President shall nominate with the approval of the Board at least one Counsel to the Organization, who shall serve as an officer of the Organization.
- (b) The President may nominate from the Voting Members, with the approval of the Elected Officers Membership Section, Regional Vice-Presidents and Vice-Presidents for special projects whenever advisable.

Section 3. Term of Office. All elected officers shall serve for a term of four (4) years from the date of their election or until their successors shall have been duly elected and qualified. All appointed officers shall serve at the pleasure of the Board. No elected Officer shall serve more than two (2) consecutive terms in the same office.

Section 4. Members in Good Standing. Notwithstanding any other provision of this Article, all officers shall be elected or appointed only from members in good standing and shall automatically cease to be officers of the Organization in the event they cease to be members in good standing of the Organization.

Section 5. Vacancies. If any vacancy shall occur in any elected office during the term of those elected hereunder, such vacancy shall be filled for the balance of such term upon nomination of the President and approval by the Board.

Section 6. Election of Officers. The nomination and election of Officers shall be governed by the provisions of Article VI of these ByLaws.

Section 7. Removal from office: Any elected officer may be removed for good cause shown, upon the recommendation of the Board and by a vote of three-quarters (3/4) of Voting Members voting at a meeting as provided for in Article II, Section 2 of these ByLaws.

ARTICLE VI - ELECTION OF ELECTED VOTING MEMBERS AND OFFICERS

Section 1. Nominations.

- (a) No more than six (6) months and not less than sixty (60) days prior to the annual meeting the President shall nominate with the approval of the Board, a Nominating Committee which shall be comprised of three (3) members of the Board, one of whom shall act as Chairman, and four (4) Voting Members who are not members of the Board, who shall prepare a list of the recommendations for all elected Officers and for the Elected Voting Membership Section. The recommendations of the Nominating Committee for the elected officers and for the Elected Voting Membership Section shall be mailed by newsletter, other mailing or by electronic communication at least thirty (30) days prior to such annual meeting.
- (b) No member of the Nominating Committee shall be a candidate for elected office.
- (c) After receipt of the recommendations of the Nominating Committee, but not less than ten (10) days prior to such annual meeting, other members in good standing may be nominated as Voting Members upon the written petition of fifty (50) members in good standing entitled to vote. All nominations shall be closed ten (10) days before the annual meeting and no further nominations shall be permitted either before the meeting or at the meeting itself.

- (d) After receipt of the nominations of the Nominating Committee, but not less than ten (10) days prior to such annual meeting, other Voting Members in good standing may be nominated as Officers of the Organization upon the written petition of twenty-five (25) Voting Members in good standing.
- (e) Signatures on written petitions may be filed as multiple petitions (all signatures need not be on the same petition).
- (f) Any member eligible for any elective office may be nominated for more than one position. Once elected any other nomination shall be deemed withdrawn.
- (g) Elections of officers shall be held in the order delineated in Article V Section 1, to be followed by election of the elected Voting Members.

Section 2. Voting. The vote for each contested office and for contested Voting Member positions shall be taken by separate ballot at the annual meeting. The Candidate(s) for each contested office receiving the greatest number of votes shall be considered elected and the candidates for Voting Membership receiving the greatest number of votes shall be considered elected to the vacancies and terms to be filled by such election(s).

Ballots, whether in person or proxy, to be valid for Vice President, must be cast for the number of Vice Presidents to be elected. There shall be no cumulative or bullet voting.

- (a) Officers shall be elected by Voting Members in good standing.
- (b) The Elected Voting Membership Section shall be elected by the Members in good standing.

In the event that no additional nominations are received for any elected office or elected Voting Member position, the Secretary is enabled to cast a unanimous ballot for election of all uncontested officers and/or elected Voting Members, as recommended by the Nominating Committee.

Section 3. Record Date. The record date for determining the members entitled to notice of and to vote at a meeting shall be the last day of the month which is no less than forty five (45) days before the date of such meeting.

Section 4. Inspectors of Election. The President shall nominate, with the approval of the Board, three (3) or more inspectors to act at any meeting at which elections are held. No candidate for any elective office or elected Voting Member position may be appointed as an Inspector. The

Inspectors so appointed shall determine the number of members present at the meeting and the existence of a quorum, and shall receive, count and tabulate all ballots and determine the results of the elections. In addition, the Inspectors shall hear and determine all challenges and questions arising in connection with the right to vote and the voting itself and shall perform such other acts as may be proper or desirable to conduct the election with fairness to all members. The determination of the Inspectors of the results of the election and their determination of any other questions or challenges shall be conclusive and binding upon all parties.

ARTICLE VII - DUTIES OF OFFICERS

Section 1. President. The President shall preside at all meetings and enforce the ByLaws of the Organization. He/she shall be authorized to countersign all checks drawn upon the treasury and all other official documents. He/she shall be an ex-officio member of all committees. He/she shall have the right to call meetings as herein before provided. He/she shall appoint/nominate all committee Chairpersons as herein set forth. He/she shall appoint delegates to such national and international committees in which the Organization has the right to participate. He/she shall make a complete report of his/her administration to the Organization at annual meetings and at the expiration of his/her term. He/she shall perform such other duties as regularly pertain to his/her office.

Section 2. First Vice-President. The First Vice-President shall have the same duties and privileges as the other Vice-Presidents except he/she shall assume the duties of the President in his/her absence or inability to act or serve.

Section 3. Vice-Presidents. The President may designate one of the Vice-Presidents for the purpose of countersigning checks. Vice-Presidents may be designated by the President to chair standing and ad hoc committees.

Section 4. Treasurer. The Treasurer shall be authorized to countersign all checks. He/she shall keep an accurate account of all monies received and disbursed and present to the Organization at its annual meeting a full report of the financial condition. If directed, by the President or Board he/she shall render such interim financial reports as may be required. Upon demand of the Board of Directors or the Voting Members he/she shall present the books and records for inspection. He/she shall deliver to his/her successor all the property of the Organization in his/her possession.

- (a) Associate Treasurer. The Associate Treasurer shall assist the Treasurer in the fulfillment of his/her duties and may also be authorized to countersign checks.

Section 5. Secretary. The Secretary shall take the minutes of all annual meetings and he/she shall perform all other duties which regularly pertain to his/her office as directed by the President.

Section 6. Counsel. Counsel shall advise the President, the Officers, Executive Committee and Board of Directors on any matters concerning legal procedures or on any legal question.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. Board. The Board of Directions shall consist of (a) elected officers of the Organization; (b) such appointed Vice-Presidents as shall be nominated by the President with the approval of the Elected Officers Membership Section, (as provided for in Article V-Section 2(b)); (c) Counsel to the Organization; (d) up to fifteen (15) other Directors (the “Additional Directors”) nominated by the President with the approval of the Elected Officers Membership Section; (e) all past presidents of the Organization; and (f) during the Transition, any Transition Directors whose term has not yet expired.

- (a) During the Transition, the Board shall meet at least twice a year, once on the same day as the annual meeting of members and once on another date set by the President on thirty-days notice to the Board. After the Transition, the Board shall meet monthly. All actions and decisions of the Board, except as otherwise provided herein, shall be by a majority vote of a duly constituted meeting of the Board as provided herein. Voting by proxy at any meeting of the Board shall be prohibited.
- (b) A regular or special meeting of the Board may be called by the President upon notice to all members of the Board. Notice may be given in any manner, including by telephone, or other electronic communication.
- (c) A quorum to conduct business at meetings of the Board shall be five Directors plus one additional Director for every ten Directors (or fraction thereof) serving at the time. Directors may vote in person, by telephone or other electronic communication.

Section 2. Functions. The Board of Directors shall concern itself with the administration of and with matters of policy and general interest and welfare to the Organization, and shall have such other duties as required by law. It shall be dedicated to carrying out the aims and purposes of the Organization as provided for in the Certificate of Incorporation and the Preamble as aforesaid and to vote on such matters as brought before it.

ARTICLE VIII - COMMITTEES

Section 1. Executive Committee. The Board may appoint an Executive Committee consisting of three or more Directors. During the Transition, there shall be an interim Executive Committee consisting of (a) elected officers of the Organization; (b) appointed officers of the Organization; (c) Counsel to the Organization; (d) the Additional Directors; and (e) all past presidents of the Organization.

- (a) The Executive Committee shall be authorized and empowered to act for and on behalf of the Board of Directors in establishing all policies and procedures of the Organization unless prohibited by the ByLaws or laws. All actions and decisions, except as otherwise provided herein, shall be by a majority vote of a duly constituted meeting of the Executive Committee as provided herein. Voting by proxy at any meeting of the Executive Committee shall be prohibited. It shall recommend to the Board of Directors changes in the ByLaws of the Organization, but shall not be empowered to amend the ByLaws or to elect, appoint or remove any Director.
- (b) Meetings of the Executive Committee may be called by the President upon notice to all members of the Executive Committee. Notice may be given in any manner, including by telephone, or other electronic communication. The interim Executive Committee shall meet monthly during the Transition.
- (c) A majority of the Executive Committee shall constitute a quorum, provided that ten (10) members shall constitute a quorum to conduct business at meetings of the interim Executive Committee. Members may vote in person, by telephone or other electronic communication.

Section 2. Standing Committees. The following shall be the standing committees of the Organization. The Chairperson of each Committee shall be nominated by the President with the approval of the Board. Members of the Committee shall be appointed by its Chairperson after consultation with the President.

- (a) U.S. Maccabiah Committee
- (b) U.S. Pan American Maccabi Games Committee
- (c) Budget/Finance/Administration Committee
- (d) Collaborations Committee

- (e) Leadership/Volunteer Development Committee
- (f) Strategic Planning Committee
- (g) Public Relations Committee
- (h) ByLaws Committee
- (i) Personnel/Staffing Committee
- (j) Programs Committee
- (k) Medical Advisory Committee

The President with the approval of the Board, may create other standing committees from time to time, the chairpersons of which shall be nominated by the President with the approval of the Board. All Committees shall report to the Board from time to time.

Section 3. Endowment Fund.

- (a) Maccabi USA, formerly known as United States Committee Sports for Israel (MUSA), does hereby authorize the establishment of a separate Corporate entity to be known as "Endowment Fund of Maccabi USA Sports for Israel ("The Fund").
- (b) The "Fund" shall have the authority through its Board of Directors to administer and manage all funds contributed to the Endowment Fund of MUSA, subject to any limitation contained in this Section and any limitation contained in the ByLaws of the "Fund".
- (c) Composition: The Board of Directors of the "Fund" shall be comprised of no less than five (5) nor more than nine (9) Directors. The Board of Directors shall consist of (i) The President of MUSA. (ii) Three (3) members of MUSA's Board nominated by the President of MUSA and approved by MUSA's Board. (iii) Five (5) persons nominated and approved by the current members of the Board of Directors of the "Fund".
- (d) Endowment funds shall mean all gifts and funds restricted as endowment, by written instruction of the donor or otherwise as determined by law. The Fund shall also hold Fund board-designated funds. Donors shall be asked to provide instructions in writing as to the use of the gift, and, if the donor does not provide instructions, (i) all unrestricted lifetime gifts will be available to MUSA for current expenses unless designated by the MUSA Board for payment to the Fund as Fund board-designated funds, (ii) all unrestricted testamentary gifts and bequests of \$50,000 or more shall be paid to the Fund as Fund board-designated funds, and (iii) other unrestricted gifts under \$50,000 shall be paid to

MUSA and shall be available for current expenses. The MUSA Board may request the withdrawal of Fund board-designated funds for operating expenses of MUSA, and the Fund Board shall consider any such request in accordance with law.

- (e) Term of Office. Any Directors approved by the Board shall serve at the pleasure of the President of MUSA and the Board of MUSA.
- (f) The “Fund” shall have the sole authority to allocate and select where the funds are to be invested.
- (g) The assets of the Fund shall remain exclusively the assets of the “Fund”. It is mandated that the “Fund” be used to support the goals of MUSA. If for any reason MUSA fails to be a “Qualified Organization” or fails to exist then the Fund may be transferred by the Board of Directors of the “Fund” to any other “Qualifying 501(c)(3) charitable organization which has a similar purpose to that of MUSA.

ARTICLE IX – AFFILIATED ORGANIZATIONS

Section (A). Only affiliated organizations meeting the requirements herein set forth and whom shall have met the approval of the Board who may establish such additional criteria, rules, regulations and conditions as may be deemed appropriate shall be recognized as part of the Organization and whose members shall not thereby be members of the Organization and whose representation in the Organization shall be by appointment to the Appointed Voting Membership Section as set forth in Article IV. In no event shall any affiliated organization represent itself as being other than an affiliate of the Organization, nor shall it have any authority to act on behalf of the Organization or to legally bind the Organization in any manner.

Section (B). Requirements for Affiliation:

- (I) Valid existing organization properly formed.
- (II) Each affiliate must have its own United States Treasury tax exempt status ruling.
- (III) Each must have fifty (50) dues-paying members or such lesser number as the Organization Board determines.
- (IV) Each must demonstrate to the Organization’s Board a continuing commitment to the stated goals and ideals of the Organization.

- (V) Each must pay dues to the Organization in such amount as is required of sponsoring members.
- (VI) The name of the affiliate must be approved by the Organization's Board.
- (VII) Each affiliate will be entitled to a representative in the Appointed Voting Membership Section.
- (VIII) Each must submit an annual detailed report of its activities and financial condition and a complete roster of active-dues paying members.
- (IX) Each affiliate must support the Organization's programs and activities in its area and agree to avoid all conflicts with the Organization's activities in its area.
- (X) Each must acknowledge the Organization's right to appoint regional unaffiliated (with affiliate) directors.
- (XI) Each must abide by rules and ByLaws of the Organization.

ARTICLE X - AMENDMENTS

The ByLaws may be amended as follows: Amendments shall originate in the Executive Committee or Board and thereafter shall be effective if ratified by a two-thirds (2/3) affirmative vote by a duly constituted Board of Directors meeting at which such amendments have been made part of the meeting notice, or otherwise ratified by the Voting Members in accordance with law.

ARTICLE XI - VOTING

Board and Committee members may vote in person or by telephone or by other electronic means of communication. Voting at meetings of the members may be made in person or by proxy. In all events proxies shall be considered in ascertaining a quorum and shall be governed as provided in Article II Section 5.

ARTICLE XII - RULES OF ORDER

All parliamentary questions of order not otherwise determined by these ByLaws shall be decided in accordance with Roberts' Rules of Order (most recent edition).

ARTICLE XIII - EFFECTIVE DATE AND TITLE

This revision of the ByLaws of MACCABI USA shall be effective immediately upon adoption, provided however, that no provision hereof shall eliminate the term of office of any individual elected or appointed as an officer or director of the Organization prior to the adoption thereof. For the avoidance of doubt, candidates elected at the same annual meeting as the adoption of these amendments shall be Voting Members, and not Directors, as provided in the ballot. So as not to eliminate the terms of Directors whose terms have not expired, there shall be a transition period (the "Transition") during which any duly elected or appointed Directors who have not resigned shall remain on the Board as Transition Directors until the expiration of the term to which each such Transition Director was elected or appointed. Upon the expiration of the terms of all Transition Directors, the Transition shall be deemed concluded.

ARTICLE XIV - EXONERATION & INDEMNIFICATIONS

The Organization shall indemnify and exonerate all Officers and Directors with regard to all actions taken on behalf of the Organization to the extent allowable by law.