

JEWISH COMMUNITY OF GREATER STOWE
AMENDED AND RESTATED BYLAWS
Proposed for Adoption on June 25, 2017

MISSION: The mission of the Jewish Community of Great Stowe is to create and sustain an environment that perpetuates and celebrates Jewish traditions, observances and sense of community.

ARTICLE I
Name and Purpose

Section 1. Name. The name of the corporation shall be Jewish Community of Greater Stowe ("JCOGS").

Section 2. Purpose. The purpose of JCOGS is to pursue its mission and to provide programs to advance the understanding of the culture and principles of Jewish living in the greater Stowe area.

Section 3. Principal Business Office. The address of the principal business office of this corporation is P.O. Box 253, Stowe, Vermont 05672.

Section 4. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July each year and end on the last day of June of each year.

ARTICLE II
Membership

Section 1. Membership. JCOGS shall be a membership organization open to anyone who supports the mission and purpose of the corporation, abides by the by-laws and who pays the annual dues established by the Board of Trustees or in case of financial need, such lesser amount as agreed by the President and the member. Members in good standing of Canadian Friends of the Jewish Community of Greater Stowe ("CFJCOGS") shall be treated as members of JCOGS and shall have all the rights, privileges and obligations (other than dues which shall be paid to CFJCOGS) of membership in JCOGS.

Section 2. Application for Membership. Applicants for membership shall make application to the Board of Trustees.

Section 3. Benefits of Membership. Only members in good standing shall be entitled to advance notification of activities and programs, voting rights at the annual meeting and the right to participate in activities and programs as designated by the Board of Trustees.

Section 4. Categories of Membership. Members shall be required to pay dues and shall receive full voting rights, if in good standing. There are two membership categories: Individual (one vote) and Family (two votes).

Section 5. Dues. Annual dues are payable on July 1 of each fiscal year. Membership benefits may be revoked on thirty (30) days' notice by action of the Board of Trustees, if annual dues are not received by September 1 of each fiscal year. Discretionary reduction of all or part of the payment of dues is available in case of need.

Section 6. Suspension. Members may be suspended on thirty (30) days' notice by action of the Board of Trustees for action or behavior inconsistent with the mission and purpose of the corporation or specifically prohibited by these by-laws or the Board of Trustees, or for any other good cause.

Section 7. Notice. The notices prescribed in Section 5 and 6 of this Article II shall be sent by registered or certified mail.

Section 8. Good Standing. A member in good standing is one whose annual dues have been paid or who has received a discretionary reduction in the payment of annual dues as set forth in Section 5 of this Article, and is not suspended.

ARTICLE III Meetings of the Membership

Section 1. Annual Meeting. The Annual Meeting of the corporation shall take place during the last quarter of the fiscal year, or if the Board of Trustees deems it necessary within the next thirty-one (31) days following the end of the fiscal year, at such date, time and place as the Board of Trustees may determine.

Section 2. Special Meetings. Thirty (30) or more members in good standing, or the President, or two-thirds (2/3) of the Board (who must include 2 officers), may call a special membership meeting.

Section 3. Quorum. A quorum for any annual or special meeting is forty-five (45) members or 15% of the members in good standing, whichever is lower. For the purpose of a quorum, Family members shall count as one member.

Section 4. Notice. Members shall be notified not more than fifty (50) days and not less than twenty (20) days before the meeting as to place, day and hour of the Annual Meeting. In the case of a special meeting, a notice, stating the purpose for which the meeting is called along with the place day and hour of the meeting, shall be issued at least 2 days in advance of the meeting if called by the President or 2/3 of the Board including at least 2 officers and at least 10 days in advance of the meeting if called by the members pursuant to Section 2 of this Article.

ARTICLE IV Board of Trustees

Section 1. Board of Trustees. The overall management of the corporation shall be conducted by a Board of Trustees not to exceed twenty (20) members in good standing. Their primary functions shall be to establish policy and procedures; to oversee the financial matters of the corporation; to hire staff as necessary; to act on recommendations of officers and committees; and to evaluate and promote the operations of the corporation.

Section 2. Youth Member. In addition to the Trustees provided for under Section 1 of this Article, there may be elected as a Trustee a Youth Member with full voting rights and a Youth Intern for terms of one (1) year. The Youth Intern may attend all Board meetings but shall not have a vote. The ages of the Youth Member and Youth Intern shall be post Bar/Bat Mitzvah up to and including 18 years of age. Neither shall be counted for the purpose of a quorum.

Section 3. Emeritus Trustee. In addition to the Trustees provided for in Sections 1 and 2 of this Article, there shall be a category of Trustee called "Emeritus Trustee" for retired or retiring Trustees who have made outstanding contributions in leadership, service and support to the Community and who would like to

continue their service. An Emeritus Trustee shall not be subject to term limits, shall be entitled to vote, shall not be required to attend any specific number of meetings and shall not be included in counting quorum requirements. Emeritus Trustees shall be nominated by the Governance Committee and elected by the Board of Trustees for two (2) terms.

Section 4. CFJCOGS Trustee. The president (or equivalent) of CFJCOGS shall be a voting, *Ex Officio*, member of the Board of Trustees.

Section 5. Director of Children's Education. At such times as there is a Director of Children's Education, (s)he shall be a non-voting, *Ex Officio*, member of the Board of Trustees.

Section 6. Election and Term of Office. Trustees shall be elected by the membership in even numbered years at the Annual Meeting for a term of two years. No Trustee shall serve more than four consecutive terms, excluding any partial term, provided however such period shall be extended for no longer than 2 years for any period during which such Trustee has also served as an officer of the corporation.

Section 7. Vacancies. Vacancies may be filled by the Board of Trustees to complete a vacated term or fill unfilled seats if there are fewer than twenty (20) Trustees. If the Board of Trustees so elects a Trustee to fill an unfilled seat, that Trustee's term shall expire at the next Annual Meeting in an even numbered year. A seat shall be deemed vacant by death, resignation, conviction of a felony, or court declaration of incompetence. The Board of Trustees may declare a seat vacant if a Trustee is absent without cause for three consecutive meetings.

Section 8. Meetings. The Board of Trustees shall meet at least quarterly at a time and place specified.

Section 9. Special Meetings. Special meetings of the Board of Trustees may be called at any time by the President or by three members of the Board.

Section 10. Notice of Meetings. The Trustees shall be notified not less than ten (10) days nor more than fifty (50) days before regularly scheduled meetings. Notice of any special meeting, setting forth time, place and purpose of the meeting shall be given to each Trustee not less than two days in advance of the meeting date.

Section 11. Quorum. A majority of the Trustees then in office, other than Emeritus Trustees, the Youth Member or those servicing in an *Ex Officio* capacity, shall constitute a quorum. If a quorum is present at a meeting, the act of the majority of the voting Trustees present shall be an act of the Board.

ARTICLE V Officers

Section 1. Officers. The officers shall be a President, Vice-President, Treasurer and Secretary. Election of officers, all of whom shall be Trustees, shall take place at the first meeting of the Board of Trustees following the Annual Meeting. The Board of Trustees may elect, at their discretion, 1 or more additional Vice-Presidents. The powers and duties of each Vice-President shall be assigned by the Board of Trustees. Officers shall hold office for a term of two years, elected in odd numbered years, and may succeed themselves, subject to the provisions of Article IV, Section. 6. Vacancies shall be filled by the Board of Trustees until the term expires.

Section 2. Powers and Duties of the President. The President shall preside and maintain order at all meetings of members and of the Board of Trustees. The President shall have general supervisory powers subject to the approval of the Board of Trustees and shall be an ex-officio member of all committees. The President shall call attention to such subjects as in his/her opinion require action and shall perform such other duties as the Board of Trustees designate. The President shall have the power to call a special meeting of the Executive Committee. The President must call a special meeting of the Executive Committee when requested by a majority of its members. The President or his/her designee shall act as spokesperson for the organization and when appropriate shall seek advice from the Executive Committee. If the President's term has expired or the President has resigned and the Board of Trustees has not elected a new President, the Executive Committee shall have the responsibilities and authority of the President as set forth in Article VI, Section. 1.

Section 3. Powers and Duties of the Vice President. The Vice President shall, in the temporary absence of the President, perform the duties and exercise the powers of the President and shall assume such other duties the President or the Board of Trustees may, from time to time, assign.

Section 4. Powers and Duties of the Treasurer. The Treasurer shall be the chief financial officer of the corporation and shall perform such duties as are necessary to fulfill the office, as required by law.

Section 5. Powers and Duties of the Secretary. The Secretary shall be responsible for recording and distributing the minutes of all meetings of the Board of Trustees and members. The Secretary shall be responsible for filing and keeping records of all documents required by law to be filed by the corporation. The Secretary shall provide notice of all meetings. The Secretary shall perform such other duties as the trustees shall assign from time to time.

Section 6. Removal of Officers. The Board of Trustees may remove an officer, on thirty (30) days' notice, for failure to fulfill his/her responsibilities.

ARTICLE VI Powers and Duties of the Rabbi

The Rabbi is the primary and most visible representative of JCOGS as a whole. The Rabbi is responsible for the spiritual needs of all members, including communal worship, life-cycle events, religious education and pastoral counseling. The Rabbi shall be the final authority for settling all religious or ritual questions. The Rabbi will report on a quarterly basis his/her activities to the Board of Trustees, and annually to the members. The Rabbi is a non-voting, *Ex Officio*, member of the Board of Trustees. The Rabbi is an employee of JCOGS whose specific duties will vary from time to time based upon the agreement between JCOGS and the Rabbi.

ARTICLE VII Indemnification of Agents, etc.

The Corporation shall indemnify every corporate agent, officer and Trustee, as defined in and to the full extent permitted by Title 11B, Section 8.51, 11 V.S.A. Sec. 8.51 *et seq* of the Vermont Statutes and to the full extent otherwise permitted by law.

ARTICLE VIII Committees

Section 1. Executive Committee.

- A. The Executive Committee shall consist of the officers of the corporation, the immediate past President and at least one other Trustee designated by the President with the approval of the Board of Trustees. Any Trustee so appointed to the Executive Committee may be removed by the President with the approval of the Board of Trustees. The President shall be the chair of the Executive Committee. A quorum shall consist of not fewer than four of the Executive Committee's members. The Executive Committee shall meet between meetings of the Board of Trustees at the call of the President or a majority of its members and shall have the Board of Trustees' powers and duties except to approve material contracts or indebtedness of the corporation, amend or rescind by-laws, amend or surrender the corporation's Certificate of Incorporation, remove or elect Trustees or remove or elect officers.
- B. If the President's term has expired or if the President has resigned and, in either case, the Board of Trustees has not elected a new President, the following shall apply:
- 1) The Executive Committee, in addition to its responsibilities and authority provided in the By-Laws, shall have the responsibilities and authority of the President of JCOGS.
 - 2) The Executive Committee may invite non-Trustee members of JCOGS, subject to Board approval, to serve as members of the Committee.
 - 3) The Executive Committee shall organize its own governance structure, including selection of its chair and co-chairs, who shall be authorized to sign correspondence, execute written documents, and be the spokesperson for JCOGS.
 - 4) The Executive Committee shall report to and update the Board at each Board meeting.

Section 2. Standing Committees. The President shall appoint the Chair for each Standing Committee. Except as otherwise provided in these Bylaws, the Committee Chair shall select the members of her/his Standing Committee. The Committee Chair may remove a member who does not attend three consecutive meetings of his/her Standing Committee and, with the approval of the Board of Trustees, may otherwise remove a member of that Standing Committee. The Board of Trustees shall establish the following Standing Committees:

- A. Adult Education.** This committee shall assist the Rabbi in the planning and implementation of all adult educational programs related to Jewish studies, history and texts and Hebrew language. The Rabbi shall be an *Ex Officio* member of the committee. The Committee Chair need not be a Trustee, in which event (s)he shall report, in writing, periodically to the Board of Trustees.
- B. Arts and Entertainment.** This committee shall direct the planning and implementation of arts and entertainment programs of both a religious and secular nature, as approved by the Board of Trustees. The Committee Chair need not be a Trustee, in which event (s)he shall report, in writing, periodically to the Board of Trustees.
- C. Building Operations.** This committee shall supervise the operation and maintenance of JCOGS's land and building. The committee shall also make recommendations to the Board of Trustees on property insurance for JCOGS and a budget for operation and maintenance of the building. The Committee Chair need not be a Trustee, in which event (s)he shall report, in writing, periodically to the Board of Trustees.
- D. Cemetery.** This committee shall supervise the operation and maintenance of JCOGS's cemetery. The Committee Chair need not be a Trustee, in which event (s)he shall report, in writing, periodically to the Board of Trustees.

- E. Chesed.** This committee shall coordinate JCOGS's program of g'milut chasadim (acts of loving kindness) in support of members following the death of a family member, an accident or an illness. The Committee Chair need not be a Trustee, in which event (s)he shall report, in writing, periodically to the Board of Trustees.
- F. Children's Education Committee.** This committee shall direct the planning of all children's education programs of both a religious and secular nature, as approved by the Rabbi and the Board of Trustees. The Committee Chair shall be a Trustee. The Rabbi and the Director of Children's Education shall be members of the committee and shall have the responsibility of implementing the children's education programs.
- G. Development.** The Development Committee shall direct the planning and implementation of all phases of fund raising as approved by the Board of Trustees. This includes creating subcommittees for each development function and enlisting volunteers to serve. The Committee Chair need not be a Trustee, in which event (s)he shall report periodically to the Board of Trustees.
- H. Finance.** The Treasurer of the corporation shall be a member of this committee. This committee shall supervise the financial affairs of the corporation, including the preparation and recommendation to the Board of an annual budget, membership dues, and fees charged for special occasions. The committee shall also monitor on a continuing basis the financial status of the corporation, current income and expenditures, and extraordinary expenses. The Committee Chair need not be a Trustee, in which event (s)he shall report, in writing, periodically to the Board of Trustees.
- I. Governance.** This committee shall be responsible for providing guidance to the Executive Committee and Board of Trustees on organizational structure, practices, customs and behaviors to enable effective planning and operation. The overall objective of Governance is to ensure good leadership and decision-making that is timely, authoritative, communicative, responsive and responsible. This committee will continuously review and provide recommendations on both process (rules/regulations, best practices) and people (qualifications, performance). This committee shall also assume the responsibility for identifying, qualifying and presenting to the Board of Trustees nominations for Trustees to be elected by the membership, and officers to be elected by the Trustees. The committee will accept candidate names for trustee from any member in good standing, assess qualifications, and furnish nominations that are representative of the organization's pluralism. The committee shall provide customary and reasonable notice of nomination to all relevant parties (candidate, Board, general membership). Notice to the Board shall be at least twenty (20) days prior to the Annual Meeting. This committee shall contain at least 5 members (with at least 3 Trustees). Additional persons may be added as members of the Committee subject to the approval of the Board of Trustees. The committee shall elect its Chair and if the Chair is not a Trustee, s(he) shall report, in writing, periodically to the Board of Trustees.
- J. Membership.** This committee shall develop and implement the strategy and plan-of-action to address all phases of identification and enrollment of new members and retention of existing members. The committee will establish realistic recruitment goals based upon demographic trends and historical data. At least one member of the committee shall be a Trustee. The Rabbi shall serve as an *Ex Officio* member of the committee. The Committee Chair need not be a Trustee, in which event (s)he shall report, in writing, periodically to the Board of Trustees.
- K. Ritual.** This committee shall develop and implement programs for religious services, celebration and observance of holidays and all matters related thereto. The Rabbi shall be an *Ex Officio* member of this committee. The Chair need not be a trustee, in which event (s)he shall report, in writing, periodically to the Board of Trustees.
- L. Tikkun Olam.** This committee shall direct the planning and implementation of JCOGS's social action programming directed toward repairing the world. The Committee Chair need not be a Trustee, in which event (s)he shall report, in writing, periodically to the Board of Trustees.

Section 3. Other Committees. The Board of Trustees or the President may establish such other committees as they deem necessary. Such committees may be chaired by a Trustee or other member in good standing of JCOGS. Such committees shall continue at the discretion of the Board of Trustees.

ARTICLE IX

Section 1. Execution of Written Instruments. Contracts, deeds, documents and instruments shall be executed by the President or the Vice-President unless the Board of Trustees shall in a particular situation designate another procedure for their execution.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.

Section 3. Signing of Checks and Notes. Checks, notes, drafts, and demands for money shall be signed by such officer or officers, agent or agents who are from time to time designated by the Board of Trustees.

Section 4. Indemnification of Trustees and Corporate Officers. The corporation shall indemnify any Trustee or officer or former Trustees or officers from and against all losses, claims and expenses reasonably incurred by him/her in connection with any action, suit or proceeding civil or criminal to which he may be made a party by reason of his or her being or having been a trustee or officer of the corporation, except in relation to matters to which he or she shall be finally adjudged, in such action, suit or proceeding, to be liable for gross negligence or wilful misconduct. In the event of a settlement, approved by the Board of Trustees, indemnification shall be provided to such officers and Trustees. The foregoing right to indemnification accruing to any person shall not exclude any other right to which he or she may lawfully be entitled nor shall anything herein contained restrict or limit any claim for indemnification as he/she might have, even though not specifically herein provided for. The corporation encourages each Trustee to secure a reasonable type of liability insurance, the cost of which will be incurred by the Trustee.

Section 5. Ratification of Contracts. Any transaction questioned in any member's suit on the ground of lack of authority, defective or irregular execution, adverse interest of Trustee or officer, nondisclosure, miscomputation, or the application of improper principles or practices of accounting may be ratified before or after judgment, by the Board of Trustees or by the members in case less than a quorum of Trustees are qualified; and, if so ratified, shall have the same force and effect as if the questioned transaction had been originally duly authorized, and said ratification shall be binding upon the corporation and the members and shall constitute a bar to any claim or execution or any judgment in respect of such questioned transaction.

ARTICLE X

Section 1. Amendments. These Bylaws may be temporarily altered, amended or repealed by the Board of Trustees at any regular or special meeting as provided in these Bylaws, and such changes shall be subject to approval by the membership at the next scheduled Annual Meeting or special meeting called for that purpose.

Section 2. Board Conduct. The conduct of meetings of the Board of Trustees shall be according to Roberts Rules of Order.

ARTICLE XI

Whenever notice is required pursuant to these Bylaws, such notice shall be written. A written notice may be sent by first class mail, postage pre paid, by fax, or by e-mail, except as provided in Article II, Section 7.

ARTICLE XII

Trustees or any member of any committee of the corporation may participate in any regular or special Board of Trustees meeting or any committee meeting by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participating in the meeting in such manner shall constitute presence in person at the meeting.