

AMENDED AND RESTATED BYLAWS
JEWISH COMMUNITY CENTER OF CENTRAL NEW JERSEY

ARTICLE I
NAME AND LOCATION

Section 1. The name of this corporation shall be the "Jewish Community Center of Central New Jersey" which will be referred to in these bylaws as "JCC".

Section 2. The principal office of JCC shall be located in Western Union County, New Jersey as determined by the Board of Directors.

ARTICLE II
OBJECT OR PURPOSES

Section 1. The purpose of the corporation, a Jewish communal agency, is to provide a greater appreciation and awareness of Jewish identity and cultural heritage by:

- (a) Enriching the lives of individuals through helping them in their personal growth and by encouraging citizen participation and leadership roles in both Jewish and general community.
- (b) Building and preserving the Jewish heritage through helping individuals and groups enhance their Jewish identification, and by working toward a more unified Jewish community through the provision of a common meeting place for Jewish individuals and groups and through encouraging cooperative relationships among them.
- (c) Encouraging participation in the Jewish and general community so that individuals, groups and families may contribute to the Jewish community and also to the American community at large.

ARTICLE III
MEMBERSHIP

Section 1. General. Eligibility for membership shall be established in accordance with the goals and purposes of the corporation. The membership of the corporation shall be open to all eligible persons, and shall be divided into such classes and conditioned upon the payment of such fees as may be determined from time to time by the Board of Directors.

Section 2. Rights. All members in good standing 18 years or older shall be eligible to vote, petition, hold office and become members of the Board of Directors of the corporation and its committees.

Section 3. Applications. All applications for membership shall be in writing and shall comply with requirements established from time to time by the Board of Directors.

Section 4. Policy. The Board of Directors may determine general membership policy which may include rules and regulations with which the members must comply.

Section 5. Suspension. Membership or privileges may be denied, terminated or suspended for non-payment of dues or fees, infraction of rules, or for other conduct deemed detrimental to the corporation. Members may appeal in writing any such determination to the Board of Directors within sixty (60) days after the member has been notified of the action.

ARTICLE IV **MEMBERSHIP MEETINGS**

Section 1. There shall be an Annual Meeting of the members of the JCC during the month of May or June of each year. The date, hour and place for such meetings are to be determined by the Board of Directors.

Section 2. Written notice of the Annual Meeting which may consist of a notice by publication in the New Jersey Jewish News and by electronic mail to each member entitled to vote thereat, at such address as appears in the latest records of the JCC at least 14 days prior to the Annual Meeting.

Section 3. Special meetings may be called by the President, or in his/her absence, by a vice president, or, shall be called by him/her upon the written request by a quorum of the Board of Directors, or upon the written request of 50 members of the JCC, eligible to vote. Notice for special meetings shall be given in the same manner as provided in Section 2 above and shall specify the purpose for which the meeting is called, and no other business than that mentioned in the call shall be transacted at the meeting.

Section 4. At all meetings of the members of the JCC, 50 members shall constitute a quorum. If at any meeting of the membership, a quorum has not attended, the members who are present may adjourn the meeting to such time and place as they may determine; and in the case of the rescheduled meeting, the number of members who have attended the adjourned meeting, although less than a quorum, shall nevertheless constitute a quorum for the purposes of the rescheduled meeting. If a membership meeting has been adjourned for lack of a quorum, the membership shall be informed in writing (according to section 2) of the rescheduled adjourned meeting with not less than 5 days notice.

Section 5. Any notice for the Annual Meeting or special membership meeting shall state the date, time and place of said meeting and purpose(s) for which it is called.

Section 6. At any meeting of the membership, each member shall have the right to cast one vote. The vote of the majority of those voting shall decide any question brought before such meeting except as provided in the article determining changes to the bylaws.

Section 7. No proxies shall be granted or recognized.

ARTICLE V
BOARD OF DIRECTORS

Section 1.

- (a) The management of the JCC and the responsibility for its proper operation shall be vested in a Board of Directors, all of whom shall be members of JCC of Central NJ.
- (b) The Board of Directors shall consist of not less than 24 Directors and, except as set forth here in after, not more than 40 Directors.

Section 2. Directors shall serve for three year terms except as they serve unexpired terms. No director may serve for more than two consecutive three-year terms excepting those directors who are Officers or are nominated to be Officers at the expiration of their second consecutive three-year term.

Section 3. The Immediate Past President shall serve two consecutive years as a voting member beyond the two consecutive three-year terms and in such case shall not be considered in the maximum number of Board members. NOTE: the amendment referenced above has been incorporated into Article VII, Section 3b and 3c.

Section 4. Directors shall hold office until their successors are appointed or elected.

Section 5. Vacancies of the Board of Directors shall be filled as follows:

Vacancies for Directors shall be filled by appointment by the President and shall be subject to ratification at the next meeting of the Board of Directors. Directors appointed and ratified will serve until the completion of the unexpired term to which they have been appointed.

Section 6. Any member of the Board of Directors may be removed for cause which shall include failure to attend 75% of the year's meetings, between annual meetings, of the Board of Directors. Such action shall on recommendation of the Governance Committee to the Board of Directors, require a majority vote of the Directors present at a meeting of the Board provided that notice of such proposed action is included in the notice of said meeting.

Section 7. Meetings of Board of Directors:

Regular meetings of the Board of Directors shall be held at least six times per year. Meetings will be held at such time and place as determined by Directors. Notice of regular meetings shall be given to each Director personally or by mail, at least seven days prior to the day and date named for such a meeting.

Section 8. Special meetings of the Board of Directors may be called by the President or shall be called by him/her upon a written request of at least one-third of the members of the Board. Notice of a special meeting shall state date, time, place and purpose of the meeting and shall be mailed or given personally to each Director at least seven days prior to the date of such a meeting (except in the case of an extreme emergency). The business to be transacted at any special Board meeting shall be confined to the purpose stated in the call for meeting and the matters germane there to.

Section 9. At all meetings of the Board of Directors, 50% of the current Directors in good standing plus one shall be necessary to constitute a quorum for the transaction of business. In the event 50% is not a round number then the number shall be rounded off to the nearest whole number. The acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors unless otherwise expressly provided for in these Bylaws. If at any meeting of the Board there is less than a quorum present, the majority of those present may adjourn the meeting to such time and place as they may determine. The adjourned meeting shall be at least five (5) days from the date of the originally scheduled meeting. At least five (5) days notice of this meeting shall be given to all Directors.

At the adjourned meeting any business which might have been transacted at the Meeting originally called may be transacted without further notice whether or not a quorum is present.

If a quorum is present at the commencement of any Board Meeting, and if at any time before the adjournment of the Meeting there is less than a quorum, those who remain in attendance shall, nevertheless, constitute a quorum for the purpose or the purposes of the Meeting.

Section 10. At both regular and special Board meetings, each Director shall have one vote, which must be personally cast. No vote may be cast otherwise except as provided herein:

- a. In exceptional circumstances, a Director, who has listened to or read the entire discussion regarding a certain issue, via conference call or other means of real time communication, may cast a vote by means of said communication.
- b. Exceptional circumstances include, but are not limited to, family emergencies, out-of-town travel, or any other unforeseen circumstances.
- c. Nothing in this subsection shall guarantee participation in light of unforeseen circumstances.

Section 11

In the event that a Board member cannot complete a year of their term due to extenuating circumstances (i.e. medical, family, employment issues) the Nominating Committee can recommend to the Board of Directors an extension of their Board member term for one additional year. The Board of Directors will vote on the Nominating Committee recommendation.

ARTICLE VI
NOMINATION AND ELECTION OF MEMBERS TO THE BOARD

Section 1.

- (a) The Governance Committee, which shall be a standing committee, shall serve as the Nominating Committee. The Governance Committee may designate up to two (2) additional members of the Board of Directors to serve as ad hoc members of the Nominating Committee.
- (b) The Nominating Committee shall examine the qualifications of all candidates proposed to fill an expired terms occurring in the office of the Board of Directors and shall report those recommendations to the Board at least 30 days prior to the Annual Meeting. The committee shall also submit the names of nominees for officers of the JCC to the Board of Directors at this time.
- (c) At least 20 days before the Annual Meeting, the Chairperson of the Nominating Committee shall, via electronic mail and publication in the New Jersey Jewish News, notify the membership of the JCC of the nominees selected by the Nominating Committee and shall also, in said notice, advise the members that nominees having the qualifications for Directors required by these bylaws may be elected by the membership as follows: A petition for said nominees or nominee shall be filed with the JCC office at least ten (10) days prior to the Annual Meeting of the membership, signed by at least 50 members who are entitled to vote at the Annual Meeting.
- (d) At the Annual Meeting of the members, the Chairperson of the Nominating Committee shall present its report, and any other nominations that have been made in accordance with paragraph (c) above, and Directors for the ensuing year shall be elected by the majority vote of members present and voting.
- (e) Notwithstanding that Board Members and Officers shall be elected at the Annual Meeting, their term of service shall commence on July 1 of that year and end on June 30 of the calendar year in which their Board term ends in order to align with the JCC's fiscal year. Board Members Elect (those approved at the Annual Meeting) may be invited as non-voting members to any meeting of the Board of Directors that occurs between their election at the JCC's Annual Meeting and the start of their Board term. NOTE: this section is to be combined into Section 1d, which reads: At the Annual Meeting of the members, the Chairperson of the Nominating Committee shall present its report, and any other nominations that have been made in accordance with paragraph (c) above, and Directors for the ensuing year shall be elected by the majority vote of members present and voting.

ARTICLE VII
OFFICERS

Section 1. The Officers of the JCC shall be President(s), Vice President(s), at least one of whom may be designated First Vice President, Secretary(s), Treasurer(s), Assistant Secretary-Treasurer(s) and a Parliamentarian, the total of which shall not exceed 10. In addition, there may be other Auxiliary Officers as the Board of Directors may determine. The Officers and Auxiliary Officers of the JCC shall be selected from the membership of the Board of Directors.

Section 2.

- a. The President and First Vice President shall be nominated by a committee consisting of the current President, First Vice President, and Immediate Past President. The Executive Director shall serve as a non-voting member of this committee. The Immediate Past President shall chair the committee and may add up to two other past presidents to the committee.
- b. The Governance Committee shall nominate the other officers.
- c. The officers shall be elected at a meeting of the Board of Directors immediately following the Annual Meeting of the membership. The President shall serve a term of two (2) years. All other officers shall serve for a term of one year. The officers of the JCC shall hold office until their respective successors are chosen and qualified.

Section 3.

- a. No Officer shall be eligible for re-election to the same office after such officer has served three consecutive terms in such office except for Vice Presidents.
- b. Officers who resign their positions and who have been members of the Board for at least six years (counting their combined tenure before and after they became officers) may be nominated to one additional two-year term on the Board. After that, they are ineligible to continue as Board members for two years. Officers, who resign from the Executive Committee and who have fewer than six years of service, may be nominated to one additional three-year term.
- c. Officers who have served three terms in their position and/or are not nominated to a new office are eligible for one final two-year term on the Board. Exceptions are made for vice presidents who have fewer than six years of service, may be nominated to one additional three-year term on the Board.

NOTE: the proposed additions of Section 3b and c above represent an incorporation of amendments to the Bylaws approved by the Board of Directors on 4/12/11 and ratified by the membership on 6/13/11.

Section 4. Nominations for officers shall be submitted by the Nominating Committee. Nominations may also be received from the floor from any of the Board members at the meeting at which elections take place.

Section 5. If the office of any officer shall become vacant for any reason; the vacancy shall be filled from names recommended by the President, the Nominating Committee Chairperson, or by the Board of Directors at the next regular or special meeting, by a majority vote of those present.

Section 6. The officers shall have the following duties:

- a. The President shall: preside at all meetings of the Board of Directors and of the membership; decide all questions of order at said meetings; appoint such committees as are not provided for in the bylaws; to be ex officio member on all committees; and generally perform all of the duties usually pertaining to the office of President of a corporation.
- b. In the event of absence of the President, the immediate Past-President shall be Acting President. In the event of the inability to serve or disqualification of the President, the immediate Past-President shall be Acting President and shall serve as President and the immediate Past President shall, within 30 days, task the Nominating Committee to select a candidate for Interim Board President to complete the President's term, which shall be approved by vote of the Board and, in turn, be ratified at the next Annual Meeting.

- c. The Secretary shall be responsible for the recording of all proceedings to the JCC; and read all communications received.
- d. The Treasurer shall perform such duties as are customarily performed by a Treasurer: Planning the budget and supervising its administration, submitting budgetary request to the Budget & Finance Committee and to the appropriate funding agencies.
- e. The Assistant Secretary-Treasurer shall serve in the absence of the secretary or treasurer and assist them in its performance of their duties.
- f. The Parliamentarian shall be responsible for seeing that all meetings are conducted in accordance with Robert's Rules of Order as provided herein.

ARTICLE VIII **COMMITTEES**

Section 1.

- a. Chair people of the following standing committees shall be appointed by the President within 30 days after the annual election of Directors.

STANDING COMMITTEES

- Executive Committee
 - Budget & Finance Committee
 - Audit Committee
 - Personnel Committee
 - Building Committee
 - Governance Committee
- b. Members of the Executive Committee, Personnel Committee and Nominating Committee shall include members of the JCC Board.
 - c. Other Committees may include members of the Board of Directors and members in good standing of the JCC.

Section 2.

- a. The Executive Committee shall consist of the Officers of the JCC, the Immediate Past President of the JCC and up to three additional members of the Board of Directors appointed by the President.
- b. The Executive Committee shall act on behalf of the JCC between meetings of the Board of Directors on all matters other than major policy considerations. However, during the summer period between meetings of the Board, the Executive Committee shall be authorized to act for the Board in matters, which in its opinion, require immediate action. The Executive Committee shall also carry out decisions of the Board of Directors when instructed to do so by the Board. At all meetings of the Executive Committee a majority shall constitute a quorum and action shall be taken by a majority of those present and voting. All decisions of the Executive Committee are subject to review by the Board of Directors at the next meeting of the Board of Directors.

Section 3. The Budget & Finance Committee shall supervise the financial management of the JCC and shall concern itself with matters related to budgetary needs of the JCC.

Section 4. The Personnel Committee shall concern itself with matters relating to the personnel and personnel practices of the JCC.

Section 5. The Building Committee shall be concerned with the construction, maintenance, general supervision of the physical properties of the JCC.

Section 6. The Governance Committee is responsible for ongoing review and recommendations to enhance the quality of the Board of Directors including serving as the Nominating Committee (as stated in Article VI, Section 1. (a), defining Board roles and responsibilities, encouraging Board development, assessing Board effectiveness, and preparing Board leadership. The Immediate Past President shall serve as chair, if willing to do so; otherwise the President shall appoint the chair.

Section 7. The Audit Committee is responsible for reviewing the audit report and recommendations of the independent accounting firm engaged by the JCC. The committee shall report annually to the President and Treasurer and to the Board as a whole.

Section 8. The President and/or the Board of Directors may from time to time create such other committees as are necessary in order to conduct the affairs of the JCC.

Section 9. Notwithstanding the foregoing, no Committee shall contract any indebtedness or incur any liabilities unless duly authorized by the Board of Directors and all Committees shall act subject to the approval of the Board of Directors and within the overall policies as determined by the Board of Directors of the JCC.

ARTICLE IX **ADMINISTRATION**

Section 1. There shall be an Executive Director of the JCC who shall be responsible to the Board for the overall operation of the JCC. The Executive Director shall be an ex officio member of the Board of Directors and all committees.

Section 2. The Executive Director shall be empowered to hire or discharge such other personnel as is determined by the Board of Directors of the JCC. The Executive Director shall be responsible for the overall operations of the JCC.

Section 3. The Executive Director shall have the rights to attend and advise at all meetings of the JCC and its committees except for personnel matters concerning the Executive Director.

Section 4. The Executive Director shall be supervised by and accountable to the President and the Board of Directors of the JCC.

ARTICLE X
AUXILIARY OR ANCILLARY GROUPS

Section 1. Established. Auxiliary or ancillary groups within the JCC may be created or accepted by the Board of Directors whose purpose shall be to serve the JCC, its membership and the community. Such groups may be self-governing, and may be authorized from time to time by the Board of Directors to establish separate bank accounts. However, any and all auxiliary or ancillary groups will be accountable to the Board of Directors for the audit and use of any funds it manages. On all bank accounts, two signatures will be required for disbursement of any and all funds over \$100. The books of any auxiliary or ancillary group shall be open to the Board of Directors at any time.

Section 2. Limitations. The rules, regulations, policies, program budgets and finances of each auxiliary or ancillary group shall be subject to review and approval (or disapproval) of the Board of Directors of the JCC.

Section 3. Indebtedness. No auxiliary or ancillary group shall contract any indebtedness or incur any liabilities unless duly authorized by established policies of the Board of Directors of the JCC.

ARTICLE XI
INDEMNIFICATION OF OFFICERS, DIRECTORS AND EMPLOYEES

Any person who is or was a Director or officer of the corporation and any person who, while a Director or officer of the corporation, is or was serving at the request of the corporation as Director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the corporation against all expenses, actions, suits, judgments, penalties, fines, liabilities and claims, and amounts paid in settlement of any thereof (including attorneys' fees and any expense of establishing a right to indemnification and advances of expenses) to the fullest extent required by the New Jersey Business Corporation Act and to the fullest extent of the corporation's powers to indemnify as provided by law. The corporation shall purchase and maintain insurance on behalf of any person to the fullest extent permitted by law.

ARTICLE XII
PARLIAMENTARY PROCEDURE

Robert's Rules of Order, revised, shall control all meetings and parliamentary questions when not in conflict with or not covered by these bylaws.

ARTICLE XIII AMENDMENTS

Section 1. Procedure. These bylaws may be amended, altered or repealed at any meeting of the Board of Directors by a vote of at least two-thirds of those who are eligible to vote, provided that a copy of the proposed amendments shall have been given with the notice of said meeting. Any change approved by a two-thirds vote of the Board of Directors shall be effective until the next Annual Meeting of the membership, at which time such changes shall be submitted for ratification or rejection. If any change in these bylaws proposed by the Board of Directors is rejected by the members at an Annual Meeting, a corresponding change thereafter proposed by the Board cannot become effective until approved by the members of the Corporation at an Annual Meeting or a special meeting called for that purpose, provided that a copy of the proposed change is mailed with notice of the meeting.

Section 2. Petition. Fifty (50) voting members of the corporation in good standing may at any time petition the Board of Directors to recommend a change in these bylaws. If the change is effected by the Board of Directors, it shall be ratified by the members at the next Annual Meeting in the manner prescribed in the preceding section. If the proposed change is not adopted by the Board of Directors, it shall be submitted to the members at the next Annual or special meeting of the members following such rejection.

ARTICLE VII OFFICERS

Section 1. The Executive Officers of the JCC shall be President(s), Vice Presidents, at least one of whom shall be designated First Vice President, Secretary(s), Treasurer(s), Assistant Secretary-Treasurer(s) and a Parliamentarian, the total of which should not exceed 10. In addition, there may be other auxiliary officers as the Board of Directors may determine. The officers of the JCC shall be selected from the membership of the Board of Directors.

Adopted March 27, 1995

PROPOSAL TO AMEND BYLAWS RE: FORMER OFFICER (SEE ARTICLE V, SECTION 3, ARTICLE VII, SECS. 1-4:

Officers who resign their positions and who have been members of the Board for at least six years (counting their combined tenure before and after they became officers) may be nominated to one additional two-year term on the Board. After that, they are ineligible to continue as Board members for two years. Officers, who resign from the Executive Committee and who have fewer than six years of service, may be nominated to one additional three-year term.

Officers who have served three terms in their position and/or are not nominated to a new office are eligible for one final two-year term on the Board. Exceptions are made for vice

presidents who have fewer than six years of service, may be nominated to one additional three-year term on the Board.

"I hereby certify that the foregoing is a true and correct copy of the bylaws of the J.C.C. of Central New Jersey, Inc., as adopted by the its Board of Trustees on April 29, 2019 and ratified by its membership at its annual meeting on June 3, 2019 and which in full force and effect as of this 2nd day of July 2, 2019.

Stacie Friedman
Secretary



State of New Jersey
County of Union

Sworn to and Subscribed before me this day of July 2, 2019 by Concetta Oley,
Notary Public



CONCETTA OLEY
NOTARY PUBLIC OF NEW JERSEY
Comm. # 2368978
My Commission Expires 1/23/2023

