

## JCO Bylaws Committee

*Proposed revised Bylaws to be submitted to the Board on 9/11/18*

# Proposed Revised Bylaws JEWISH COMMUNITY OF OJAI A California Nonprofit Religious Corporation

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- I. NAME  
The name of this corporation is the Jewish Community of Ojai ("JCO").
- II. PRINCIPAL OFFICE  
JCO's principal office is at 530 West El Roblar, Meiners Oaks, Ventura County, California.
- III. PURPOSE
  - a. JCO is a religious corporation and is not organized for the private gain of any person.
  - b. JCO is organized exclusively for religious purposes within the meaning of Section 501 C (3) of the Internal Revenue Code of 1986. JCO shall not, except to an insubstantial degree, engage in activities or exercise powers that do not further its purpose, and shall not carry out other activities not permitted to be carried out by a corporation exempt from federal income tax under Section 501 C (3) of the Internal Revenue Code of 1986, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.
  - c. JCO's purpose is to support Jewish religious practices, cultural traditions, educational opportunities and social interaction.
- IV. DEDICATION OF ASSETS
  - a. JCO's assets are irrevocably dedicated to the purpose listed above.
  - b. No part of JCO's net earnings, properties, or assets, on dissolution or otherwise, shall inure to the benefit of any private person or to any JCO Director.
  - c. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of JCO shall be distributed to a nonprofit fund, foundation, or corporation

that is organized and operated exclusively for religious or charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

#### V. DEFINITION OF MEMBERSHIP

- a. An adult (as defined in JCO's Policy & Procedures manual) who supports the purposes for which JCO is organized may become a *Member* of JCO upon application to and approval by the Board.
- b. A *Member Household* shall be a group of one or more individuals, at least one of who is a Member of JCO, which requests to be treated as a unit in the affairs of JCO.
- c. Each Member Household must pay, within the time and on the conditions set by the Board, dues, fees, and assessments in amounts to be fixed from time to time by the Board. The Board may define categories of Member Households and set different dues, fees, and assessments for those in each category.
- d. A Member in a Member Household is in *good standing* if that person's membership has not lapsed and the Member has not resigned or been suspended.

#### VI. TERMINATION OF MEMBERSHIP

- a. A Member may *resign* at any time.
- b. A Member Household's failure to pay dues, fees, or assessments as set by the Board within 90 days after they are due shall automatically cause the memberships of all Members in that Household to have *lapsed*. When that Member Household has either paid its dues, fees and assessments in full or has made another arrangement approved by the Board, memberships will cease to have lapsed.
- c. A two-thirds majority of the Board may *suspend* any Member for reasonable cause. The term "reasonable cause" includes a Member's conduct that, based on a compelling showing, is contrary to the best interests of the JCO community. Such conduct may include inflicting irreparable harm on other Members or on JCO; or imposing a substantial risk of such harm; or committing a crime of moral turpitude; or having engaged in willful tortious misconduct.

At least 15 days before voting on a proposed suspension, the Board shall provide the Member with such information that the Board believes justifies such a vote. The Board will also provide the Member

with an opportunity to be heard (either orally or in writing) by the Board at an in-person meeting at least 5 days before the vote.

- d. A suspended Member may appeal to the Board for reinstatement. A majority vote of the Board is required for reinstatement.

## VII. MEMBER VOTING RIGHTS

- a. For each Member Household having only one Member, that Member is a Voting Member. For Member Households with more than one Member, that Household may designate up to two Members as Voting Members.
- b. All Voting Members in good standing shall have the right to vote in person or by mail ballot at Annual and Special meetings for:
  - i. Election and removal of Directors
  - ii. Disposition of all or substantially all of the assets of JCO
  - iii. A merger of JCO
  - iv. Dissolution of JCO and distribution of remaining assets
  - v. Approval of a loan or financing or refinancing
  - vi. Approval of a long-term or strategic plan
  - vii. Amending the Articles of Incorporation
  - viii. Amending the Bylaws
  - ix. Election of a Rabbi nominated by the Board
- c. The Board may seek an advisory vote of JCO's Members on any issue that the Board deems appropriate.

## VIII. MEETINGS OF THE MEMBERS

- a. A quorum for deciding those issues set forth above shall consist of the physical presence of or mail ballots from 33% of the total number of Voting Members.
- b. An *Annual Meeting* of Members shall be held on the third Thursday of May at such time and place as Board may determine. Notice of the meeting, including an agenda listing all matters to be considered, shall be provided at least 20 days prior to the meeting.

- c. The Board may call a *Special Meeting* of Members for any lawful purpose at such time and place as Board may determine. Notice of the meeting including an agenda listing all matters to be considered shall be provided at least 20 days prior to the meeting.
- d. 10% or more of the Voting Members may petition the Board for a Special Meeting of Members. The petition must state the purpose of the meeting, and the Board may add additional purposes. Notice of the meeting, including an agenda listing all matters to be considered, shall be provided at least 15 days prior to the meeting.
- e. Each issue on which members vote shall be decided by a majority of those voting provided that a quorum is present at the time of voting.
- f. Election and other votes will follow a procedure (laid out in the JCO Policy & Procedures Manual) that assures a fair and secret ballot.

#### IX. BOARD OF DIRECTORS

- a. Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and other applicable laws and of these Bylaws, JCO's secular and religious activities, business, and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.
- b. JCO shall have at least 5 but no more than 11 Directors including Officers.
- c. Required Officers are designated in Article X of these Bylaws.
- d. Responsibilities of the Directors:
  - i. Each Director may have one vote on matters presented for action at a Board or Board committee meeting.
  - ii. Directors may not vote by proxy.
  - iii. Each Director shall owe a duty of loyalty and a duty of care to JCO.
  - iv. Each Director shall exercise independent and informed judgment on corporate decisions.
  - v. Each Director shall act and judge in JCO's best interest.
  - vi. Each Director shall avoid conflicts of interest that are detrimental to JCO. No Director may be financially interested,

directly or indirectly, in any contract or transaction with JCO. JCO may not lend any money or property to or guarantee the obligation of any individual or person.

e. Term of Office

- i. Directors are elected for two-year terms, and may be reelected.
- ii. Directors may serve no more than 6 consecutive years on the Board.
- iii. If a Director does not serve a full term, the resulting vacancy shall be filled by appointment approved by a majority vote of the remaining Directors. The appointee will serve until the next Annual Meeting and this service will count as one year in calculating term limits.

f. Suspension of Directors

Any Director who fails to attend three successive regular Board meetings will be subject to suspension at the discretion of the Board.

X. OFFICERS OF JCO

JCO shall have a President, a Vice President, a Secretary and a Treasurer.

- a. The Board will elect Officers from among the Directors immediately following the election of Directors at a member meeting.
- b. Officers may serve no more than 2 consecutive years in a given office.
- c. Responsibilities of the President  
Subject to the control of the Board, the President shall be the general manager of JCO and shall supervise, direct, and control its activities, affairs, and Officers. The President shall preside at all Member Meetings and at all Board meetings. The President shall have such other powers and duties as the Board and these Bylaws may require.
- d. Responsibilities of the Vice President  
If the President is absent or disabled, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all powers of and be subject to all restrictions on the President. The Vice President shall have such other powers and perform such other duties as the Board and these Bylaws may require.
- e. Responsibilities of the Secretary  
The Secretary shall keep or cause to be kept a book or digital record of minutes of all meetings, proceedings, and actions of the Board and of Member meetings.

The Secretary shall

- i. Maintain minutes of Board and Member meetings as described in JCO's Policy & Procedures Manual;
- ii. Keep or cause to be kept, a copy of the Articles of Incorporation and Bylaws, as amended;
- iii. Keep or cause to be kept, a record of JCO's Member Households, showing each Member's name and address;
- iv. Give, or cause to be given, notice of all meetings of Members, of the Board;
- v. Have such other powers and perform such other duties as the Board or these Bylaws may require.

XI. Responsibilities of the Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of JCO's properties and transactions. The Treasurer shall see that the Directors receive such financial statements and reports as are required to be given by law or by these Bylaws. The books of account shall be open to inspection promptly upon the request of any Director at a mutually convenient time and place.

The Treasurer shall

- i. Deposit, or cause to be deposited, all money and other valuables in the name and to the credit of JCO with such depositories as the Board may designate;
- ii. Disburse JCO's funds as the Board may order;
- iii. Render to the Board, when requested, an account of all transactions and of the financial condition of JCO;
- iv. Have such other powers and perform such other duties as the Board or these Bylaws may require.

XII. MEETINGS

- a. The Board shall hold a Regular Meeting each month at any place within the Ojai Valley or at the principal office of JCO. If deemed necessary by the President to deal with an emergency or with the inability of the Board to meet in person, a Board meeting may be held

by conference telephone or other communications equipment as long as each Director participating in the meeting can communicate concurrently with all other Directors and meaningfully participate in the Board's discussions and actions.

- b. The President and Vice President acting jointly or any combination of three Directors acting jointly may call a Special Board Meeting for any purpose. Effective notice of the time and place of such meeting shall be given to each Director at least 5 days prior to the meeting.
- c. A majority of the currently serving Directors shall constitute a quorum for the transaction of any business at a Regular or Special Meeting.
- d. The Board may take action without an in-person meeting if all current Directors consent in writing or by electronic communication to the action. Such action by consent shall have the same force and effect as any other validly approved Board action. All such consents shall be filed with the minutes of the proceedings of the Board.
- e. Board meetings are generally open to any Member, and Members may submit or present data, views, or positions to the Board. However, when appropriate, the Board may adjourn into executive session for sensitive matters as it may determine. The immediate past President will be invited to participate in all Board meetings.

### XIII. ADVISORY COMMITTEES

The Board may create one or more advisory committees to assist the Board. As examples, the Board may create a religious committee, a finance committee, a social committee, an education committee and a membership committee. The Board will specify:

- a. The purpose of the committee
- b. Whether the committee will have an advisory role or the authority to act on behalf of the Board;
- c. How the committee is elected or appointed;
- d. Who will be expected to serve on the committee and for how long.
- e. Whether all members of a committee must be Members in good standing.
- f. How often the committees shall report to the Board.

XIV. NO COMPENSATION

No Director shall receive any compensation for his or her services to JCO. The Board may authorize reimbursement of ordinary and necessary expenses incurred by any Director in the performance of their duties.

XV. INSURANCE

JCO shall have shall use its best efforts to purchase and maintain insurance on behalf of its Directors, employees, and other agents, to cover any liability asserted against or incurred by any Director, employee, or agent in such capacity or arising from the Director's, employee's, or agent's status as such.

XVI. MAINTENANCE AND INSPECTION OF RECORDS

a. JCO shall keep the following:

- i. Adequate and correct books and records;
- ii. Written minutes of the proceedings of its Members, Board, and any committees of the Board;
- iii. A record of each Member's name, address, and other appropriate information.

b. Every Director shall have the right to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of JCO for a purpose reasonably related to the Director's interests as a Director.

c. Any Member may inspect records as provided by the Nonprofit Corporation Law or the Nonprofit Religious Corporation Law.

XVII. FISCAL YEAR

The fiscal year for JCO begins on June 1 and ends on May 31.

XVIII. CONSTRUCTION AND DEFINITIONS

If a competent court of law deems any portion of these Bylaws invalid or inoperative, then, so far as is reasonable, the remainder of these Bylaws shall be considered valid and operative, and effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

XIX. TRANSITION

These Bylaws shall become effective immediately upon their adoption by Board. Officers and Directors in place at the time of adoption shall remain in place until the next election.

XX. AMENDMENTS TO BYLAWS

Bylaws may be adopted, amended, or repealed by a majority vote of Voting Members at the Annual Meeting or a Special Meeting called for that purpose.

Certificate of Secretary

I certify that I am the duly elected and acting Secretary of the JEWISH COMMUNITY OF OJAI, a California nonprofit religious corporation; that these Revised Bylaws, consisting of 9 pages, are the Bylaws of JCO as adopted by the Board of Directors on \_\_\_\_\_, and that these Bylaws have not been amended or modified since that date.

Executed on \_\_\_\_\_ at Ojai, California

\_\_\_\_\_, Secretary

**Bylaws of Jewish Community of Ojai  
A California Nonprofit Religious Corporation**