

September 19, 2017

### Introduction

The Bylaws Committee was initiated by the JCO Board in November 2016. The appointed members are Deborah Finley Delamore, John Allen, David Cohn and Margo Haas. The Committee was asked to review the current JCO Bylaws and note any revisions necessary. We were also asked to look at issues of membership voting.

As a committee, we have read articles, reviewed other temple bylaws, done research and have had collaborative discussions. Our work has been extensive. The result is this document setting forth the issues and options to be reviewed by the JCO Board and JCO Membership: "Transitioning JCO to a Member Voting Organization."

The Committee members have attended two special JCO Board Meetings in order to assist the Board in reviewing the documents. After that meeting, the Committee's task was done.

It was left to the Board and Membership to discuss and select the options to be included and drafted in new JCO Bylaws, if voting member bylaws are selected by the Board and Membership.

All the best,

Debby Finley Delamore, Chair

January 10, 2018

At its regularly scheduled Board Meeting on January 8, 2018, the Board voted 9-0 (with 2 members absent) to approve the changes to the Bylaws listed below in this document. John Allen was directed to investigate appropriate legal counsel to review these suggested changes and obtain an opinion prior to a meeting of the Membership on February 12, 2018. This document has been modified from the original to eliminate the options considered and to present only the decisions made, shown in **blue**. Notes have been added in **green**. The format has been retained to identify the areas that were considered. Every effort has been expended to accurately reflect those decisions, although the language may have been modified for purposes of clarity.

John Allen, Treasurer

## Transitioning JCO to a Member-Voting Organization

### Suggested Bylaws Changes

#### Membership

Per current Bylaws, "any individual who is at least eighteen (18) years of age" and state that Members must pay dues. Separate from the Bylaws, JCO currently has three categories of membership fees: Individual (\$460), Couple (\$720), and Family (\$880). The current "Dues Procedure" and "Dues Structure" could be referenced, but not incorporated, in the Bylaws in order to allow a change in them without necessitating a change in Bylaws.

- Retain our current Dues program
- "Good standing" will continue to be defined as it currently is in the Bylaws, ie: clauses on payment of dues, "conduct" and "behavior"
- Note: Per current JCO Dues Procedure approved by the Board, "After ninety (90) days, those persons delinquent in paying dues, making dues commitments, or negotiating dues reductions and who have not appealed the decision to the Board are automatically removed from the membership under Article VI of the Bylaws. Their membership will be considered to have "lapsed" and will be notified of same in writing from the President or a member of the Board designated by the President." This procedure does not require a vote or provide for an appeal. The member will be automatically reinstated when all current and past dues have been paid.

#### Who is a "Member"

Consider as a member and eligible to vote every adult up to the age of 26 living in the household who has paid dues or for whom dues have been paid, as long as that individual is in good standing

#### Who can become a Member

- The individual must be interested in the Jewish community & Judaism and support the "Purpose of JCO" as defined in the Bylaws -- add to Application

#### Board Approval or Denial of Membership

No requirement required. Agree to be bound by Bylaws in signing Application

## Removal of a Member

### Who can remove a Member?

- The Board
- The decision will be binding

### Standards for Deciding to Terminate a Membership

- Determination that member is no longer in good standing
- Failure to observe JCO's rules of **conduct** as promulgated in writing by the board
- Failure to avoid **behavior** or conduct that is harmful or prejudicial to either other members or the JCO
- See JCO Culture Statement

### Process for terminating a membership (current)

- "A majority of the entire board of directors may terminate any individual's membership for reasonable cause and the Board's decision shall be final"
- Before terminating a membership, the board shall provide the member an opportunity to be heard (either orally or in writing) at least five (5) days before the effective date of the proposed termination."

## Voting

### Board of Directors

- Majority vote of board members present at meeting

### Membership

How member votes are counted:

- In Units paying Family dues, all adults can vote (see Who is a Member)

## What do Members Vote On:

### Leadership

- Elect Board Members only; and the Board selects Officers by majority vote
- Approval of selection of a new Rabbi recommended by the Board

### Organizational matters

- Changes to the Bylaws
- Changes to the Articles of Incorporation

### Structural matters

- Dissolution of the corporation
- Merger of JCO
- Disposition of substantially all of JCO's assets
- Note: Also stated in other bylaws as “purchase, sale, disposition, mortgaging or hypothecation of the organization’s real property or interest therein.”

### Financial Matters

- Approval of annual budget (including dues program and/or amounts)
- Approval of a major capital investment - “major” is defined as any amount exceeding 50% of the then-current annual budget.
- Approval of a long-term or strategic plan

## When Members vote

### At an Annual Meeting or at a Special Meeting.

Special meetings of members for any lawful purpose may be called by the Board or the President. In addition, special meetings of the members for any lawful purpose may be called by 25 percent or more of the members.

## Quorum

### 50% of the voting power, represented in person, by written ballot

shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of the majority - or supermajority, when required - of the voting power represented at the meeting, entitled to vote, and voting on any matter, shall be the act of the members.

### Proxies are not allowed

## Annual (“General”) Meeting

### Timing

- 3<sup>rd</sup> Thursday in May

### Who can call for Annual Meeting

- Board

### What notice is required Reasonable notice (3 weeks)

- By what means: postal mail, email, website, Facebook, discretionary announcement at Friday Night Services
  - Agenda of meeting needs to be made known prior to the meeting

## Special Meeting of the Members

### Who can call for Special Meeting of the Members:

- The President, the Vice-President, the Secretary or any two Directors
- A majority of the Board
- A group of 25% or more of Members in good standing

### What notice is required Reasonable notice (3 weeks)

- By what means: postal mail, email, website, Facebook, discretionary announcement at Friday Night Services
  - Agenda of meeting needs to be made known prior to the meeting

### What are the quorum requirements for meetings

- Minimum of fifty percent (50%) of the voting power, represented in person, by written ballot, or combination thereof. In the absence of a quorum, the matters on the agenda will revert to the Board for action as it sees fit, as permissible by law.

## How Members Vote

### For voting by those at the meeting:

- Secret ballot for all voting
- By a specified procedure for elections (verification, counting, ballot review)
  - **For those voting but not at the meeting**
    - Written ballot submitted before the meeting
    - Deadline to vote: Date & start time of meeting

### How Decisions Are Made (Refer to Categories On What Members Vote On\*)

- By a majority of those voting

### How Officer & Board Member candidates are selected

- Member self-nomination

All nominations published 3 weeks prior to meeting

- Officers (President, V.P., Secretary, Treasurer): by vote of board members once they're installed on the Board (at the first board meeting)

### Qualifications for Officers / Board Members

- To be in Good Standing (as defined by the Bylaws)

### Term of Office 2 years

- Maximum term of consecutive years of service on the Board: 4
- 1 year break in service required
- Limit of 2 consecutive years in the same office
- Length of an elected term for service as an Officer: 1 year
- Length of an elected term for service as a Director: 2 years

Note: In 2018, unless there are resignations, the election of Directors will be limited to a maximum of seven (7), as four (4) Directors will be entitled to continue to serve the second year of their duly elected two-year terms.

## Removal of Officers and/or Board Members

### On What Basis

- “With or without cause”
- Provision for notification & hearing per Bylaws

### Who Can Remove Officers and/or Board Members

- The Board
- The members via regular or special meeting; if so, by majority vote **Note: The current Bylaws “may not be amended to abrogate or abridge the Members current right to remove and replace any director by a written petition signed by a majority of the corporation’s members.”**

## Reinstatement of Officers and/or Board Members

- After **removal** of an officer/director, what time period or circumstances must pass/or change until individual can return to be officer or director. **Minimum of 2 years subsequent to end of elected term**
- After **resignation** of an officer/director, what time period or circumstances must pass/or change until individual can return to be officer or director. **Minimum of 2 year subsequent to end of elected term**

## Replacement of Officer and Board Director vacancies

- Current minimum/maximum on Board: ... this corporation shall have at least five (5) but no more than eleven (11) directors”
- Under current JCO policy, it is not mandatory to fill vacancies unless the number on Board of Directors drops below five.
- The Board must always have a current active President, VP, Secretary and Chief Financial Officer (Treasurer). Neither the Secretary nor the Chief Financial Officer may serve concurrently as the President (Bylaws Article VIII)
- An Officer position can be filled in by a Board Director as long as the minimum number on Board is retained
- Who is responsible?
  - The Board for all vacancies, except
  - The members for the vacancy created by any director whom they have voted to remove

- Which vacancies should be filled?
  - Those required by law or Bylaws
- What will the term be of the "replacements?"
  - Until the next meeting when Members vote on Board of Directors

### **Board meetings**

How many Board meetings are required per year

- At least 10 per year

### **Fiscal Year**

- June 1-May 31 -- per long-standing practice for member dues, accounting & filings with the State.