

**THE UPPER VALLEY JEWISH COMMUNITY
AMENDED AND RESTATED BY-LAWS
June 10, 2018**

ARTICLE I: NAME

This congregation shall be known as the Upper Valley Jewish Community, Inc.

The Upper Valley Jewish Community is an egalitarian, non-affiliated Jewish congregation.

ARTICLE II: PURPOSES

Our purpose is to establish and strengthen a vibrant Jewish presence in the Upper Valley. We maintain a close relationship with Dartmouth College and Dartmouth Hillel.

The UVJC honors the principles of Torah by striving to accomplish the following:

1. Provide space and resources for Jewish worship, education, culture, and social activities for all members;
2. Provide for ecumenical rabbinical leadership for our congregation;
3. Welcome members of different Jewish observance levels through religious, education, cultural, and social programming;
4. Provide a full range of opportunities for lifelong Jewish learning, including a religious school and a range of programs for adult and family education;
5. Recognize the importance of the Land of Israel to the Jewish people and maintain our connection to the Jewish homeland;
6. Engage with members of other faith congregations in the Upper Valley, expressing our Jewish values through our commitment to building community;
7. Develop and foster volunteerism, leadership, and financial support from within our congregation;
8. Foster spiritual well-being in the modern world through joy and pride in our heritage, Torah, and Jewish values.

ARTICLE III: STATEMENT OF GOVERNANCE VALUES

Governance and decision-making will be guided by the following principles:

1. *Transparency.* Members are welcome and encouraged to attend all meetings of the Board and its components except as specified in these bylaws and as may be voted from time to time by the Board or its components.
2. *Communication.* All members should have adequate and timely access to information about business conducted by the Board.
3. *Deliberation.* Decisions shall be made in a timely, respectful, and thoughtful manner.
4. *Inclusion.* Because the UVJC strives to represent the spectrum of Jewish thought, values and practices, a wide range of opinion and perspectives shall be included in conducting the business of the congregation.
5. *Leadership.* Board members are responsible for educating and leading the congregation. When making decisions in the best interests of the congregation, Board members endeavor to balance their own judgment and the range of views of the membership.

ARTICLE IV: MEMBERSHIP

Section 1: *Membership.* Any Jewish person or any person seeking to be associated with those upholding Jewish faith, culture or values, may elect to become a member of the Upper Valley Jewish Community. The minimum age for membership is eighteen (18) years old.

Section 2: *Dues and good standing.*

- a. Members shall pay such annual dues, assessments, and other fees as shall be recommended by the Board of Trustees and approved by the membership from time to time.
- b. A member in good standing shall be a member who is current with all dues, assessments, and other fees. No one shall be denied membership for reasons of financial hardship.
- c. In all cases in these bylaws, the word "member" shall be construed to mean "member in good standing."

Section 3: *Types of membership.* The Board of Trustees shall establish various forms of membership according to policy it shall adopt from time to time. There shall be at least two types of membership including the following: single adult (one person over the age of 18 with no children), and household (two adults with or without children, or, one adult with one or more children).

Section 4: *Voting by the membership.*

- a. Each adult member shall have one (1) vote with a maximum of two (2) votes per household.
- b. Ten (10) percent of the members or twenty-five (25) members, whichever is fewer, shall constitute a quorum at meetings of the membership.
- c. Unless otherwise specified by these bylaws, votes shall be decided by a simple majority of those present at a legally constituted meeting at which a legal quorum is established.
- d. Absentee balloting is permitted on specifically worded, warned, and unamended questions providing that sealed ballots are received by the secretary prior to the beginning of the meeting at which the question is taken up.

Section 5: *Eligibility.* In all cases where questions arise regarding eligibility for membership, the Board of Trustees shall make the final determination, guided by the rabbi.

Section 6: *Rights and privileges.* All members shall have rights and privileges as defined by the Board of Trustees. (See further policy: Membership.)

ARTICLE V: BOARD OF TRUSTEES

Section 1: *Power and duties.* The Board of Trustees shall be the governing and deliberative body of the UVJC. It shall have the entire management of the business and affairs of the congregation and shall have and exercise all the powers possessed by the congregation itself so far as such delegation of authority is not inconsistent with the laws of the State of New Hampshire, with the articles of agreement, or with these bylaws. The Board of Trustees shall have the power to hire and fire all professional staff and other employees and to fix their duties and compensation unless this power shall otherwise be delegated specifically. The Board of Trustees' power to authorize expenditures outside the budget adopted annually by the congregation shall be limited by policy. (See further policy: Finances.)

Section 2: *Composition.* The Board of Trustees shall consist of no fewer than nine (9) nor more than fifteen (15) persons including officers. Board members and officers shall be elected by the membership at its annual meeting according to these bylaws and procedures adopted by the Board of Trustees. The president, with approval of a majority of the full membership of the Board of Trustees, may appoint individuals to fill vacancies in unexpired Board of Trustee terms during the course of the year.

Section 3: *Terms.* The term of office for Board of Trustees members shall begin on July 1 following the annual meeting at which they are elected, and shall be for three (3) years. Terms shall be staggered so that approximately one-third of the members' terms expire each year. Each trustee may serve no more than two (2) complete and consecutive three-year (3-year) terms. In no case shall a trustee serve more than eight (8) consecutive years. Any member of the Board of Trustees who is absent from three consecutive meetings without notifying the secretary of the Board or the secretary's designee may be considered to have resigned from the Board.

Section 4: *Regular meetings.* The Board of Trustees shall meet regularly at such times and places as the Board may from time to time determine, and if so determined, no notice thereof need be given.

Section 5: *Special meetings.* Special meetings of the Board of Trustees shall be held at any time or place whenever called by the secretary upon request of the president, or whenever called by the secretary upon request in writing by a majority of the Board of Trustees. Written notice of special meetings must be delivered by hand or sent by first class mail and addressed to each trustee at his or her address on file with the congregation at least three (3) days in advance of such meeting. In addition, e-mail notice shall be sent to those members of the Board of Trustees with e-mail addresses on file. Any special meeting of the Board of Trustees may be held without such notice providing that all the trustees are present, or if those not present have waived notice thereof. Business conducted at such special meetings shall be confined to the specific purpose or purposes stated in the notice of the meeting, and reasonably incident thereto.

Section 6: *Quorum and voting.* A quorum shall be necessary to conduct business. If the number of trustees is even, a quorum shall be one-half the number of trustees plus one; if the number of trustees is odd, a quorum shall be one-half the number of trustees plus one-half. Decisions of the Board of Trustees shall be by majority vote unless otherwise specified.

Section 7: *Behavior.* Members of the Board of Trustees, as the lay leaders of the congregation, should individually and collectively set an example to the membership through active participation in the life and activities of the congregation. In order to be a Board of Trustees member, an individual must be a member in good standing.

Section 8: *Removal.* The president, with approval of a majority of the full membership of the Board of Trustees, may remove any member from the Board.

ARTICLE VI: MEETINGS OF THE MEMBERSHIP

Section 1: *Annual meeting.* The membership shall meet annually between April 1 and June 30 for the purpose of electing members and officers of the Board of Trustees, approving a budget for the ensuing year, and conducting such other business as shall have been determined by the Board of Trustees and warned to every member by email or first-class mail, according to the member's wishes, at least fourteen (14) days prior. In the event there are no contested positions, the nominating committee's slate of members and officers may be adopted in a single vote.

Section 2: *Special meetings.* Special meetings of the membership shall be held at any time or place whenever called by the secretary upon request of the president, or whenever called by the secretary upon request in writing by a majority of the Board of Trustees, or by petition of twenty-five percent (25%) or more of the members in good standing. Written notice of special meetings shall be sent to every member on the current UVJC email address list at least three (3) days in advance of such meeting. In addition, notice shall be delivered by hand or sent by first-class mail to the address on file with the congregation for every member who opts to receive meeting notices by mail. Business conducted at such special meetings shall be confined to the specific purpose or purposes stated in the notice of the meeting, and reasonably incident thereto.

Section 3: *Quorum and voting.*

- a. A quorum shall be necessary to conduct business. A quorum shall be ten percent (10%) of the members or twenty-five (25) members, whichever is fewer.
- b. Questions shall be decided by a majority of those voting unless otherwise specified.
- c. Absentee balloting is permitted on specifically worded, warned and unamended questions, provided that sealed ballots are received by the secretary prior to commencement of the meeting.

ARTICLE VII: OFFICERS

Section 1: *Composition.* The officers of the UVJC shall be a president, no more than four (4) vice-presidents, a secretary, a treasurer and the immediate past president, *ex officio*, and such other officers as the membership may determine and elect from time to time. All officers shall be members of the Board of Trustees. There shall be a written description of the duties and responsibilities for each officer.

Section 2: *Election.* The officers of the UVJC shall be elected at the annual meeting according to these bylaws and procedures adopted by the Board of Trustees.

Section 3: *President.* The president shall be the chief volunteer officer of the congregation and shall, when present, preside at all meetings. In the absence of a paid executive director, the president shall assume the responsibilities of executive director of the congregation as shall be specified by Board policy. The president shall, from time to time at his or her discretion, assign or re-assign the duties of the vice-presidents. The president shall perform such other duties and exercise such other powers as the Board of Trustees may from time to time designate.

Section 4: *Vice-presidents.* The vice-presidents shall assist the president, as assigned by the president, in carrying out the president's duties as chief volunteer officer and executive director of the congregation. One of the vice-presidents shall at all times be designated to preside at meetings in the absence of the president, shall perform the duties of the president during the president's absence or inability to act, and shall perform such other powers as the Board of Trustees may from time to time designate.

Section 5: *Treasurer.* The treasurer shall be the principal fiscal officer of the congregation. The treasurer shall, under the supervision of the Board of Trustees, oversee the management of the congregation's finances. The treasurer shall oversee

adherence to financial policies and procedures enacted by the Board of Trustees and shall ensure that the Board of Trustees is provided with sufficient and comprehensible financial information as it shall direct, including, at a minimum, up-to-date financial statements at every regular meeting. The treasurer shall see that all state, federal, and any other tax forms are filed as required in a timely manner.

Section 6: *Secretary*. The secretary shall serve as secretary of the membership and of the Board of Trustees. The secretary shall keep, or cause to be kept, accurate records, in books provided for that purpose, of all the proceedings at meetings of the trustees and membership, shall see that notices of meetings are properly issued, and shall see that the policies and procedures manual of the congregation is kept up to date.

Section 7: *Execution of documents*. All written contracts and conveyances of real and personal property made by the congregation shall be executed by the president and any one (1) other officer of the congregation, unless the Board of Trustees shall by vote specifically to authorize the execution of a specific contract or conveyance by a specific officer or officers of the congregation.

All checks, drafts, bills of exchange or orders for the payment of money shall be executed by such staff, officer or officers of the congregation as the Board of Trustees shall designate. All notes, debentures, or other promises to pay money shall be executed by the treasurer, an assistant treasurer (if any) and any one of the officers designated by the Board of Trustees. (See further policy: Financial dealings.)

Section 8: *Term of office*. The term of office for officers of the UVJC shall begin on July 1 following the annual meeting at which they are elected and shall be for one (1) year. The president, with approval of a majority of the full membership of the Board of Trustees, may appoint individuals to fill offices which may become vacant during the course of the year. No person shall serve more than three (3) consecutive years in any one office.

Section 9: *Removal*. The president, with approval of a majority of the full membership of the Board of Trustees, may remove from office any officer or agent elected or appointed by the Board. Any officer can be removed with the approval of a majority of the full membership of the Board.

ARTICLE VIII: EXECUTIVE COMMITTEE

Section 1: *Composition*. The executive committee shall be constituted at each annual meeting of the membership. It shall consist of the president, vice-presidents, secretary, treasurer, and immediate past president.

Section 2: *Quorum*. A quorum shall be necessary to conduct business. If the number of executive committee members is even, a quorum shall be one-half the number of executive committee members plus one; if the number of executive committee members is odd, a quorum shall be one-half the number of executive committee members plus one-half. Decisions of the executive committee shall be by majority vote unless otherwise specified.

Section 3: *Meetings*. The committee will meet in the interim between meetings of the Board of Trustees. Meetings shall be open to all members.

Section 4: *Duties*. The executive committee may act for the full Board of Trustees when urgency to resolve an issue takes precedence over waiting for the next meeting of the Board of Trustees. It shall prepare the agenda for meetings of the Board of Trustees. It shall have such other duties as may, from time to time, be assigned by the full Board of Trustees.

Section 5: *Minutes*. Minutes of executive committee proceedings shall be circulated in a timely fashion to all members of the Board of Trustees, but no later than prior to the Trustees' subsequent meeting.

ARTICLE IX: NOMINATIONS

Section 1: *Nominating Committee*. A nominating committee shall nominate members of the community to serve as members of the Board of Trustees and shall nominate officers from among members of the Board of Trustees according to policy and procedure adopted by the Board of Trustees. Deliberations of the nominating committee shall be confidential.

Section 2: *Membership of the committee*. The nominating committee shall consist of five (5) members as follows:

- a. The immediate past UVJC president shall serve *ex officio* as chair of the nominating committee. If the immediate past president is not available, the current president, with advice of the Board of Trustees, shall appoint the chair.

- b. Four (4) additional members, two (2) of whom must be members of the Board of Trustees and two (2) of whom must be UVJC members who are not members of the Board of Trustees, shall be appointed by the chair of the nominating committee with advice and consent of the president.
- c. No member of the nominating committee may be nominated to the presidency.

Section 3: *Nominating process.* The nominating process shall consist of a nominating committee and nominations by petition as follows:

- a. Nominating committee
 - 1. The committee shall solicit recommendations from the congregation.
 - 2. The committee shall consult with the current president and the rabbi.
 - 3. Each year in advance of the annual meeting, the committee shall present a slate of candidates to serve as members of the Board of Trustees.
 - 4. Each year in advance of the annual meeting, the committee shall present a slate of members of the Board of Trustees to serve in the following capacities: president, vice-presidents, secretary, and treasurer.
 - 5. The committee shall propose its slates of candidates in writing to the Board of Trustees no later than thirty (30) days in advance of the date of the congregation's annual meeting. The Board of Trustees shall vote to adopt slates of candidates as submitted or revised by the Board of Trustees no later than fourteen (14) days in advance of the date of the congregation's annual meeting.
 - 6. The Board of Trustees shall propose its slates of candidates in writing to the congregation no later than fourteen (14) days in advance of the date of the congregation's annual meeting. The Board's slates plus any nominations received by petition shall be voted at the annual meeting.

ARTICLE X: MANAGING CONGREGATIONAL FUNCTIONS

Section 1: *Definition.* Essential functions of the UVJC include, but are not limited to, education, finance and budget, religious affairs, personnel, membership, fundraising, and the cemetery.

Section 2: *Management forms.* Functions shall be managed by the president, standing committees, a vice president, or an *ad hoc* committee or other entity.

- a. The president serves as executive director of the congregation in addition to serving as its chief volunteer officer. The president leads members of the Board of Trustees individually and collectively. The president or the president's designee, with consultation of the rabbi and assistance of the vice-presidents, supervises all paid staff. (See further: Article XII, Rabbi.)
- b. Standing committees fulfill the most basic and crucial functions of the community, and are therefore continuous, though their membership rotates.
 - 1. Standing committees include Education, Finance and Budget, and Religious Affairs.
 - 2. Standing committees shall have at least one (1) member appointed, except as otherwise specified.
 - 3. The president, with advice of the executive committee, shall appoint committee chairs who shall be members in good standing.
 - 4. The president, with the advice of committee chairs, shall appoint members of all committees. Committee chairs, with approval of the president, may, from time to time, invite non-members to assist with the committee's work.
 - 5. The president is a member *ex officio* of every committee, including standing committees, unless otherwise specified in these bylaws.
 - 6. Committees shall report their activities regularly to the Board of Trustees.
- c. The president may assign a function to a vice-president. The vice-president will be responsible to report regularly to the president with regard to the function. The vice-president, with advice and consent of the president, may work with either or both paid staff and other members of the congregation to accomplish management of the function. Examples of such functions may include but are not limited to, personnel, membership, fundraising and the cemetery.
- d. The president, from time to time with advice and consent of the Board of Trustees, may recognize other critical functions and assign responsibility to an *ad hoc* committee, or to other individuals or entities. *Ad hoc* committees are established to accomplish a specific charge within a specific period of time.

Section 3: *Duties of standing committees.*

- a. The Education Committee shall oversee the community's commitment to lifelong education, including the UVJC School, its b'nai-mitzvah and post-b'nai-mitzvah programs, and its adult education efforts. Its mission shall be twofold: (1) to support and advise the Educational Director (or equivalent) in matters related to the

UVJC school; and (2) form, coordinate and oversee subcommittees (long term and ad-hoc) to meet the educational interests and needs of the Community, both adult and youth. It shall consist of up to seven members, including a member of the Board of Trustees. The Rabbi and Education Director shall be members *ex officio* of the Education Committee.

- b. The Finance and Budget Committee shall be comprised of a minimum of three members, one (1) of whom shall be the treasurer who shall serve as chair. The committee shall oversee financial policies adopted by the Board of Trustees. The committee will review monthly, quarterly, and annual financial reports, presenting them in a manner prescribed by the Board of Trustees. The committee shall see that an annual independent review of the UVJC's books is performed, the results of which shall be presented to the Board of Trustees. Any auditor shall be chosen by the Board of Trustees. The Finance and Budget Committee shall prepare the UVJC's annual budget for adoption by the Board of Trustees. The Finance and Budget Committee shall oversee the UVJC's investments as guided by policies adopted by the Board of Trustees, and shall report quarterly on investments to the Board of Trustees.
- c. The Religious Affairs Committee shall, in cooperation with Dartmouth Hillel when applicable, plan and support religious services and practices as well as encourage and support religious observances in the home. The committee shall oversee religious affairs policies adopted by the Board of Trustees. The rabbi shall be a member *ex officio* of the Religious Affairs Committee.

ARTICLE XI: JOINT PLANNING AND BUILDING COMMITTEE

Section 1: *Purpose.* While they are tenants of the Roth Center for Jewish Life at Dartmouth, the UVJC and Dartmouth Hillel are enjoined by the Foundation for Jewish Life at Dartmouth to manage jointly issues which arise as a result of their shared use of the building. Dartmouth Hillel and the UVJC shall be represented equally in the composition of the JPBC.

Section 2: *Election of UVJC members.* Each year at the first meeting following the UVJC's annual meeting, the Board of Trustees shall elect by simple majority the requisite number of representatives based on a mutually-agreed upon number with Dartmouth Hillel to serve two-year terms on the JPBC. The president, with approval of a majority of the full membership of the Board of Trustees, may appoint individuals to fill vacancies in an unexpired UVJC JPBC term. The president shall serve, *ex officio*, as one of the representatives. The other representatives shall be members of the congregation, who may or may not be members of the Board of Trustees, and shall serve staggered two (2) year terms.

Section 3: *Authority limited.* Decisions of the JPBC may be nullified by the Board of Trustees.

ARTICLE XII: RABBI

Section 1: *General.* The rabbi is engaged by the congregation to provide ecumenical rabbinical leadership.

Section 2: *Responsibilities.* The rabbi will carry out responsibilities in six broad categories: religious life, education, counseling, administration, community relations, and life-long learning as specified in the rabbi's job description and employment contract. (See further job description: rabbi of the UVJC.)

Section 3: *Governance participation.* The rabbi shall be a member, *ex officio*, of all UVJC standing committees. The rabbi shall attend meetings of the Education and Religious Affairs committees and the Board of Trustees. The rabbi shall be a member, *ex officio* without vote, of the Board of Trustees.

Section 4: *Hiring, tenure, and dismissal of a rabbi.* The Board of Trustees shall seek, engage, review, and may terminate a rabbi according to policy it shall, from time to time, establish. Upon approval of a majority of the full Board of Trustees, a single candidate for rabbi together with the terms of the rabbi's proposed contract shall be presented to the members at the annual meeting or a special meeting called for the purpose. A three-fifths (3/5) majority of the votes cast shall be required for approval of a candidate for rabbi. A rabbi may be dismissed by vote of a majority of the full Board of Trustees, subject to ratification by a majority of the members present at the annual meeting or a special meeting called for the purpose. This process will take into consideration any agreements which may be made with Dartmouth College concerning provision of rabbinical support. (See further policy: Contracting with the rabbi.)

Section 5: *Membership in the congregation.* The rabbi and members of the rabbi's household shall be considered members of the congregation and shall be exempt from payment of any dues or assessments.

ARTICLE XIII: STAFF

The Board of Trustees in consultation with the rabbi may, from time to time, create or eliminate staff positions permanently or temporarily. Each position shall have a job description which outlines expectations and supervision.

ARTICLE XIV: PRINCIPAL OFFICE

The principal office of this congregation shall be located in the town of Hanover, County of Grafton, State of New Hampshire.

ARTICLE XV: REAL ESTATE

No real estate transactions of any kind may be executed by staff or Board members without explicit approval of the Board of Trustees and membership as specified by policy. (See further policy: Real Estate.)

ARTICLE XVI: FISCAL YEAR

The fiscal year shall begin on July 1 and end on June 30.

ARTICLE XVII: STATEMENT ON CONFLICT OF INTEREST

Section 1: *Duty to Disclose and Clarification of Membership.* Any possible conflict of interest on the part of any member or proposed member of the Board, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue or transaction before the Board. No paid staff member shall be permitted to serve as a trustee. Any possible conflict of interest on the part of any member of the Board of Trustees shall be disclosed to the other members of the Board and made a matter of record through an annual procedure and also when the interest involves a specific Board consideration.

Section 2: *Voting Requirements.* Where the transaction involved exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds (2/3) vote of the Board of Trustees approving the transaction is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds (2/3) vote approving the transaction and publication of a legal notice in the required newspaper is required, together with written notice to the Director of Charitable Trusts, Attorney General's Office. The minutes of the meeting shall reflect that a disclosure was made, that the interested trustee and all other trustees with a pecuniary transaction with the UVJC during the fiscal year were absent during both the discussion, and the actual vote itself. The affected trustee may answer any questions asked by the other directors before withdrawing from the meeting. No Board member shall vote on issues representing a possible conflict of interest and such member(s) shall not be counted in determining the quorum for the vote being considered.

When doubt arises as to the potential conflict of interest situation, the elected Board, excluding those possibly in conflict, shall decide whether the potential for conflict exists.

Section 3: *Construction.* The foregoing policy shall be not construed as preventing a Board member from providing expertise or opinion when such information may be helpful to the Board in making its decision. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

Section 4: *Notification and signature.* Every member of the Board will be advised of this policy upon entering upon the duties of his or her office, and shall sign this statement acknowledging agreement to this policy.

Section 5: *Other statutory requirements.* The Board will comply with all requirements of New Hampshire laws dealing with pecuniary benefit transactions (RSA 7: 19, II and 292: 6-a) and all such laws are incorporated in full into and made a part of these bylaws. These requirements include, but are not limited to, (i) absolute prohibition on any loans to any director or officer; and (ii) prohibition of any sale or lease (for a term greater than five years) or conveyance of real estate from an officer, director, or trustee without the prior approval of the probate court. These requirements extend to both direct and indirect financial interests, as defined in RSA 7:19, II and 292: 6-a.

ARTICLE XVIII: DISSOLUTION

Upon dissolution of the corporation, the Board of Trustees, after paying or making provision for the payment of all liabilities of the congregation, shall distribute the remaining assets to such Jewish organization or Jewish organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or any amendments thereof, as the Board of Trustees shall determine. Any assets not so disposed of shall be disposed of by a court of appropriate jurisdiction, to such organization or organizations, as said Court shall determine.

ARTICLE XIX: RULES OF ORDER

The Board of Trustees shall conduct all meetings of the Board and the membership according to policy it shall adopt from time to time.

ARTICLE XX: AMENDMENTS

Amendments to the by-laws must be presented in writing and shall be initiated either by the Board of Trustees or by at least fifteen (15) percent of the members, and shall be filed with the secretary. Such amendments may be acted on at any annual membership meeting or at any special meeting of the membership called for that purpose. Copies of the proposed amendments shall be mailed to each member along with the notice of the meeting at least fourteen (14) days prior thereto. An affirmative vote of two-thirds of the votes cast shall be necessary to adopt any amendment.

Amended by vote of annual meeting June 10, 2018