

(proposed)

**BYLAWS OF  
THE NEVADA COUNTY JEWISH  
COMMUNITY CENTER**

**~~NINTH~~ TENTH REVISION**

**A CALIFORNIA RELIGIOUS  
CORPORATION**

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**CERTIFICATE OF SEVENTH TENTH REVISED BYLAWS  
OF NEVADA COUNTY JEWISH COMMUNITY CENTER,  
A CALIFORNIA RELIGIOUS CORPORATION**

**Article I Name and Affiliation**

Section 1. Name.

This congregation will be known as Congregation B'nai Harim at the Nevada County Jewish Community Center ("NCJCC").

Section 2. Affiliation.

The NCJCC will be a member of the Union for Reform Judaism (the "URJ"), and it will subscribe to and abide by the constitution and bylaws of the Union. The NCJCC will pay dues to the URJ on as specified in the bylaws of the URJ.

**Article II Offices**

Section 1. Principal Office.

The principal office of the corporation for the transaction of its business is located at 506 Walsh Street, Grass Valley, Nevada County, California. Any change of location of the principal office will be noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

Section 2. Other Offices.

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors ("Board") may, from time to time, designate.

**Article III Purposes**

Section 1. Objectives and Purposes.

The primary objectives and purposes of this corporation will be to encourage the practice of established Jewish religious, educational, cultural, social and charitable traditions.

**Article IV Members**

Section 1. Determination and Rights of Members. (Revised May 2021)

The congregation will have only one class of members consisting of two categories- (1) single adult family units, and (2) adult couple family units. A person will not hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, all memberships will have the same rights, privileges, restrictions and conditions. The unit of membership will be the family.

A “family unit” may consist of a single adult with or without children, or an adult couple with or without children. Each adult member of a “family unit” will have a vote, not to exceed two votes for the “family unit.” Children in the “family unit” will include (i) dependent children under the age of eighteen (18), whether or not such dependent children are residing in another community, and (ii) dependent children over the age of eighteen (18) but under the age of twenty-~~one~~ six (21~~6~~) who are attending an educational institution. Children of any age in a “family unit” will not have individual voting rights.

Section 2. Qualifications of Members.

The qualifications for membership in this corporation are as follows: Must be a person eighteen (18) years or older or an emancipated minor who subscribes to the principles of the corporation.

Section 3. Admission of Members.

Applicants will be admitted to membership upon submission and approval of an application for membership in a form as approved, from time to time, by the Board. However, the Board may determine, by majority vote, to decline to accept any person as a member on the grounds that said person has or is engaged in conduct materially and seriously prejudicial to the interest or purposes of the corporation. In the event of a determination to decline membership to any person, said person will be entitled to the benefit of the procedure set forth for Expulsion in Article IV, Section 9(b) with the terms “member” being read as “applicant,” “expulsion” being read as “denial of membership,” and “expelled” being read as “denied membership.”

Section 4. Dues and Assessments.

- (a) The annual dues payable to the corporation by members will be as established by the Board on an annual basis.
- (b) Memberships will be non-assessable.

Section 5. Number of Members.

There is no limit on the number of members the corporation may admit.

Section 6. Membership List.

The corporation will keep a membership list containing the name and address of each member. Termination of the membership of any member will be recorded upon the list, together with the date of termination of such membership. Such list will be kept at the corporation’s principal office and will be available for inspection by any director or member of the corporation during regular business hours.

The record of names and addresses of the members of this corporation will constitute the membership list of this corporation and will not be used, in whole or part, by any person for any purpose not reasonably related to a member’s interest as a member.

Section 7. Non-liability of Members.

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 8. Non-transferability of Memberships.

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

Section 9. Termination of Membership. (Revised May 2021)

(a) Grounds for Termination. The membership of a member will terminate upon the occurrence of any of the following events:

- (1) Upon notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of personal delivery of such notice or upon the date of actual receipt if delivered by mail;
- (2) Upon a determination by the Board that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation; and
- (3) If this corporation has provided for the payment of dues by members, upon a failure to renew the membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such members by the Secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within 30 days following the date of mailing or personal delivery of written notification of delinquency. **Termination under this subsection shall be in the discretion of the Board.**

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2) of this section, the following procedure will be implemented:

- (1) A notice will be sent by first-class or certified mail to the last known address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefor. Such notice will be sent at least fifteen (15) days before the proposed effective date of the expulsion;
- (2) The member being expelled will be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board in accordance with the quorum and voting rules set in these Bylaws applicable to the meeting of the Board. The notice to the member of the proposed expulsion will state the date, time and place of the hearing on the proposed expulsion;
- (3) Following the hearing, the Board will decide whether the member should be expelled, suspended, or sanctioned in some other way. The decision of the Board will be final; and
- (4) If this corporation has provided for the payment of dues by members, any person expelled from the corporation will receive a refund of dues already paid. The refund will be prorated to return only the non-accrued remaining balance covering any unused portion for the period for which that member's dues were actually paid.

Section 10. Rights upon Termination of Membership.

All rights of a member in the corporation will cease upon termination of membership as herein provided.

**Article V Meetings of Members**

Section 1. Place of Meetings.

Meetings of members will be held at the principal office of the corporation or at such other place within or without the State of California designated by the Board.

Section 2. Annual Meetings. (Revised May 2021)

**Effective July 1, 2021**, the members will meet annually on the **first Sunday of May at 1:00 p.m.** for the purpose of electing the directors to the Board. The candidates receiving the highest number of votes up to the number of directors to be elected will be elected. Each voting member will be entitled to cast as many votes as directors to be elected, with voting being by ballot only. If the date fixed for the annual meeting falls on a religious or legal holiday, **or at a time where a state of emergency has been declared by the City of Grass Valley, the County of Nevada, and/or the State of California, such meeting will be held at the same hour and place on the next business day**, at a time, place, and manner as established by the Board with notice provided pursuant to Section 4.

Section 3. Special Meetings of Members.

Special meetings of the members will be called by the Board, the Chairperson of the Board, or the President of the corporation. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

Section 4. Notice of Meetings. (Revised May 2021)

(a) Whenever members are required or permitted to take action at a meeting, a written notice of the meeting will be given by the Secretary of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote there at, provided, however, that if notice is given by mail, and the notice is not mailed by first-class or certified mail, that notice will be given no less than twenty (20) days before the meeting.

(b) Notice of a meeting of the membership, or of any report, will be given either by mail or sent by other means of written or electronic communication, addressed to each member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice. Notice will be deemed to have been given at the time when deposited in the mail, or sent by other means of written or verifiable electronic communication.

- (c) Notice of a meeting of the membership will state the place, date, and time of the meeting; and
- (1) in the event of a special meeting, the general nature of the business to be transacted, and no other business may be transacted; or
  - (2) in the event of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the



contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action.

The notice of any meeting of members at which directors of the Board are to be elected will include the names of all those who are nominees at the time notice is given to members.

(d) If a special meeting is called by members as authorized by these Bylaws, the request for the meeting will be submitted in writing, specifying the general nature of the business proposed to be transacted and will be delivered personally or sent by certified mail or by electronic or facsimile transmission to the President, Vice President or Secretary of the corporation. The officer receiving the request will promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date and time of the meeting. The date for such meeting will be fixed by the Board and will not be less than 35 nor more than 90 days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

(e) The transactions of any meeting of members, however called and noticed, and wherever held, will be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by absentee ballot, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by absentee ballot, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals will be filed in the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent will state the general nature of the proposal.

(f) If action is proposed to be taken with respect to the following proposals, such action will be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

- (1) Adoption, amendment or repeal of the Bylaws pursuant to Section 9150(b) of the California Corporations Code;
- (2) Removal of directors pursuant to Section 9222 of the California Corporations Code;
- (3) Amendment of the Articles of Incorporation pursuant to Sections 9620 and 5812 of the California Corporations Code;
- (4) Disposal of all, or substantially all, corporate assets pursuant to Section 9631(a) of the California Corporations Code;
- (5) Approval of the principal terms of a merger pursuant to Section 9640(c) of the California Corporations Code;
- (6) Amendments to an agreement of merger pursuant to Sections 6015(a) and 9640 of the California Corporations Code; and
- (7) An election to voluntarily wind up and dissolve the corporation pursuant to Section 9680(b) of the California Corporations Code.

Section 5. Quorum for Meetings.

A quorum will consist of a majority of the voting power of the corporation. The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the voters represented in person or by proxy at the meeting, but no other business will be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it will not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting will be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting will not be adjourned for more than 45 days.

Section 6. Majority Action as Membership Action.

Every act or decision done or made by a majority of the voting power present in person or by absentee ballot at a duly held meeting at which a quorum is present is the act of the members, unless California law, the Articles of Incorporation of this corporation (“Articles of Incorporation”), or these Bylaws require a greater number.

Section 7. Voting Rights.

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings and for election of directors will be by written ballot.

Section 8. Absentee Voting.

Members may vote at a meeting or by absentee ballot in accordance with the California Corporate Code, Section 9413.

Section 9. Conduct of Meetings.

Meetings of members will be presided over by the President of the corporation or, if absent, by the Vice President of the corporation or, in the absence of these persons, by a Chairperson chosen by a majority of the voting members, present in person. The Secretary of the corporation will act as Secretary of all meetings of members provided that, in his or her absence, the presiding officer will appoint another person to act as Secretary of the meeting.

Meetings will be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these Bylaws, with the Articles of Incorporation, or with any provision of California law.

Section 10. Action by Written Ballot without a Meeting. (Revised May 2021)

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot will set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote will be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots will be mailed or delivered in the manner required for giving notice of meetings specified in Section 4(b) of this Article.

All written ballots will also indicate the number of responses needed to meet the quorum requirement and except for ballots soliciting votes for the election of directors, will state the percentage of approvals necessary to pass the measure submitted. **To be counted**, the ballots must specify the time by which they must be received by the corporation. ~~to be counted.~~

Approval of action by written ballot will be valid only when **both** the number of votes cast by ballot within the period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action. ~~at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.~~

Directors ~~may~~ **shall** be elected by written ballot. ~~Such~~ Ballots for the election of directors will list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, such ballots will not be counted as votes either for or against the election of a director. A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

Section 11. Action by Unanimous Written Consent Without Meeting.

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members will individually or collectively consent in writing to the action. The written consent or consents will be filed with the minutes of the proceedings of the members. The action by written consent will have the same force and effect as the unanimous vote of the members.

## Article VI Definition

Section 1. Definition of Jewish.

For the purpose of these Bylaws and as used herein, the term "Jewish" with reference to an individual will mean a person who is either born of a Jewish parent or has converted, and does not profess another faith or religion.

## Article VII Directors

Section 1. Objectives and Purposes. (Revised May 2021)

The corporation will have up to thirteen (13) voting directors and collectively they will be known as the Board. ~~Two~~ **Three** members are seated by virtue of their positions as Brotherhood (**Men's Club**) President, ~~and~~ **Sisterhood** President, **Youth Board Representative**, or their designated representatives. ~~Eleven~~ **Ten** directors are elected by the membership according to Article V, Section 2 of these Bylaws. The Rabbi is a non-voting *ex-officio* member of the Board.

Section 2. Powers.

The activities and affairs of the corporation will be conducted and all corporate powers will be exercised by or under the direction of the Board, subject to the provisions of the California Nonprofit Religious Corporation Law and any limitations contained in the Articles of Incorporation and Bylaws.

Section 3. Duties. (Revised May 2021)

It will be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by California law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and except as otherwise provided for in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the corporation. Notices of meetings mailed at such addresses will be valid notices thereof; and
- (f) Every **elected** Board member must ~~be a chairperson, or a co-chairperson, or serve on of~~ at least one committee.

Section 4. Qualifications. (Revised May 2021)

Each director will be a member and will be Jewish (**or on their way to becoming Jewish**). **With the exception of the Youth Board Representative**, no more than one person included in the definition of "family unit" as defined herein will be a member of the Board at any one time.

Section 5. Terms of Office. (Revised 11-12-08)

Each elected director will hold office for three (3) years, until the third annual meeting following his or her election, and until his or her successor is elected and qualified. No director will serve for more than two (2) consecutive terms. A minimum of one-year between annual elections is required before any member may run after having been elected for two consecutive terms. The directors' terms will be staggered, with the exception of the immediate past president who may serve one additional year as a non-voting member of the Board, unless said past president is a current member of the Board, with the commencement date for each term

being the date of his or her election first following adoption of these Bylaws. The determination of which terms will be filled by which director will be by majority vote of the membership with the candidate(s) receiving the highest number of membership votes to be elected to the longest term available, and the remaining candidate(s) receiving less than the highest number of votes filling such terms which have not yet expired in accordance with the number of votes received, **and with the candidate receiving the lowest number of votes to be elected to the shortest term available.** A person who is elected for less than a two-year term may run for two (2) more consecutive three-year terms. The term of all new directors so elected shall commence on the first month following the annual meeting.

#### Section 6. Compensation.

Directors will serve without compensation except that they may be allowed reasonable compensation for extraordinary services, as approved by the Board, and reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. As used herein, "extraordinary services" refers to the performance of duties not specified in said Section 3, which are performed in furtherance of the primary purposes and powers of this corporation.

#### Section 7. Place of Meetings.

Meetings will be held at the principal office of the corporation unless otherwise provided for by the Board or at such place within or without the State of California, which has been designated from time to time by resolution of the Board. In the absence of such designation, any meeting not held at the principal office of the corporation will be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear each other.

#### Section 8. Regular Meetings. (Revised May 2021)

Regular meetings of the Board will be held on the ~~second-Wednesday~~ **first Thursday** of each month at 7:00 p.m. unless such day falls on a legal or religious holiday, **or at a time where a state of emergency has been declared by the City of Grass Valley, the County of Nevada, and/or the State of California,** in which event, the regular meeting will be held at the same place on the next business day unless an alternative is set and communicated to the members of the Board: ~~pursuant Section 9.~~

#### Section 9. Special Meetings. (Revised 12-10-08)

Special meetings of the Board may be called by the President or if he or she is absent or unable or refuses to act, by the Vice President, or by any two directors. Such meetings will be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation. Said meeting may be held via telephone with the Board members at different locations, **or by E-mail provided all directors receive E-Mail, and that no vote is taken on any motion until 24 hours after the motion is first transmitted to all directors by E-Mail. A motion so made is carried when a majority of the all voting directors respond by E-Mail and vote in favor of the specific motion.**

#### Section 10. Notice of Meetings.

Regular meetings of the Board may be held without notice. Special meetings of the Board will be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered by telephone, or by other means of written or verifiable electronic communication. If sent by mail, the notice will be deemed to have been delivered upon deposit in the mail.

Such notices will be addressed to each director at his or her address as shown on the books of the corporation. Notice of the time and place for holding an adjourned meeting will be given to all directors.

Section 11. Contents of Notice.

Notice of meetings not herein dispensed with will specify the place, day, and hour of the meeting and the general nature of the business to be transacted.

Section 12. Waiver of Notice and Consent to Holding Meetings. (Revised 12-10-08)

The transactions of any meeting of the Board, however called and noticed, or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting **a majority of the voting** directors not present sign a waiver, consent to holding of the meeting and/or approve of the minutes thereof. All such waivers, consents, or approvals will be filed with the corporate records or made a part of the minutes of the meeting.

Section 13. Quorum for Meetings.

A quorum will consist of a majority of the Board. Except as otherwise provided in these Bylaws or in the Articles of Incorporation or by California law, no business will be considered by the Board at any meeting at which a quorum, as heretofore defined, is not present, and the only motion which the President, Vice President or Chairperson will entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it will not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 9 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation. Said meeting may be held via telephone with the Board members at different locations.

Section 14. Majority Action as Board Action.

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Religious Corporation Law, particularly those provisions relating to appointment of committees (Section 9212), approval of contracts or transactions in which a director has a material financial interest (Section 9243) and indemnification of directors (Section 9246), require a greater percentage or different voting rules for approval of a matter by the Board.

Section 15. Conduct of Meetings.

Meetings of the Board will be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of both, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation will act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer will appoint another person to act as Secretary of the meeting.

Meetings will be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation, or provisions of California law.

Section 16. Action by Written Consent Without Meeting. (Revised 12-10-08)

Any action required or permitted to be taken by the Board under any provision of California law may be taken without a meeting, if **a majority of the voting members of the Board** will individually or collectively consent in writing to such action. Such written consent or consents will be filed with the minutes of the proceedings of the Board. Such action by written consent will have the same force and effect as the majority vote of the voting directors. Any certificate or other document filed under any provision of California law which relates to action so taken will state that the action was taken by written consent of the Board without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement will be prima facie evidence of such authority.

Section 17. Vacancies.

Vacancies on the Board will exist: (1) upon the death, resignation or removal of any director; or (2) whenever the number of authorized directors is increased. The Board will declare vacant the office of a director who has been declared of unsound mind by a final order of the court, or convicted of a felony, or has been removed from office by order of the Superior Court for engaging in fraudulent acts pursuant to Section 9233 of the California Nonprofit Religious Corporation Law. Directors may be removed without cause if such removal is approved by a majority of the corporation members.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs.

Except for a vacancy created by the removal of a director by the members of this corporation, vacancies on the Board may be filled by approval of the Board, or if the number of directors then in office is less than a quorum, by: (1) the unanimous written consent of the directors then in office; (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waiver of notice complying with this Article of these bylaws; or (3) a sole remaining director. The members of this corporation may elect a director at any time to fill any vacancy not filled by the directors. A person elected to fill a vacancy as provided by this section will hold office until the next annual election of the Board or until their death, resignation or removal from office.

Section 18. Non-liability of Directors.

The directors will not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 19. Indemnification by Corporation of Directors, Officers, Employees and Other Agents.

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter therein, such person will be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings will be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of Section 9246 of the California Nonprofit Religious Corporation Law.

Section 20. Insurance for Corporation Agents.

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of California law relating to self-dealing (Section 9243 of the California Nonprofit Religious Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under provisions of Section 9246 of the California Nonprofit Religious Corporation Law.

### **Article VIII Officers**

Section 1. Number of Officers.

The officers of the corporation will be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have, as determined by the Board, a Chairperson of the Board, one or more additional Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. In addition, if determined by the Board, more than one person may serve as Co-President. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President of the Board.

Section 2. Qualification, Election, and Term of Office.

Officers will be elected by the Board, from its elected members, at any time, and each officer will hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor will be elected and qualified, whichever occurs first. Any elected member may serve as an officer of this corporation.

Section 3. Subordinate Officers.

The Board may appoint such other officers or agents as it may deem desirable, and such officers will serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

Section 4. Removal and Resignation.



Any officer may be removed, either with or without cause, by the Board, at any time. Any officer may resign at any time by giving written notice to the Board or to the President or Secretary of the corporation. Any such resignation will take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.

The above provisions of this section will be superseded by any conflicting terms of a contract, which contract has been approved or ratified by the Board relating to the employment of any officer of the corporation.

Section 5. Vacancies.

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer will be filled by the Board. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board will fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled, as the Board will determine.

Section 6. Duties of the President.

The President will be the chief executive officer of the corporation and will, subject to the control of the Board, supervise and control the affairs of the corporation and the activities of the officers. The President will perform all duties incident to this office and such other duties as may be required by California law, by the Articles of Incorporation, by these Bylaws, or which may be prescribed from time to time by the Board. The President will preside at all meetings of the members. Except as otherwise expressly provided by California law, by the Articles of Incorporation, or by these Bylaws, the President will, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board.

Section 7. Duties of the Vice President.

In the absence of the President, or in the event of the inability of the President or refusal to act, the Vice President will perform all the duties of the President, and when so acting will have all the powers of, and be subject to all the restrictions of, the President. The Vice President will have other powers and perform such other duties as may be prescribed by California law, by the Articles of Incorporation, by these Bylaws, or as may be prescribed by the Board.

Section 8. Duties of the Secretary.

The Secretary will:

- (a) Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date;
- (b) Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Board, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or presented at the meeting, and the proceedings thereof;
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by California law;

- (d) Be a custodian of the records and seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by California law or these Bylaws;
- (e) Keep at the principal office of the corporation a membership list containing the name and address of each member, and, in the case where any membership has been terminated, the Secretary will record such fact on the membership list together with the date on which such membership ceased;
- (f) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership list, and the minutes of the proceedings of the Board; and
- (g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by California law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to the Secretary from time to time by the Board.

Section 9. Duties of the Treasurer.

Subject to the provisions of these Bylaws relating to the “Execution of Instruments, Deposits and Funds,” the Treasurer will:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as will be selected by the Board;
- (b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever;
- (c) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board, taking proper vouchers for such disbursements;
- (d) Keep and maintain adequate and correct accounts of the corporation’s properties and business transactions, including accounts of the assets, liabilities, receipts, disbursements, gains and losses;
- (e) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor;
- (f) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation;
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and
- (h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by California law, by the Articles of Incorporation or by these Bylaws, or which may be assigned to the Treasurer from time to time by the Board.

Section 10. Compensation.

The salaries of the officers, if any, will be fixed from time to time by resolution of the Board, and no officer will be prevented from receiving such salary by reason of the fact that such officer is also a director. In all cases, any salaries received by officers will be reasonable and given in return for services actually rendered to the corporation which relate to the purposes of this corporation.

**Article IX Committees**

Section 1. Executive Committee.

The Board may, by a majority vote of directors, designate two (2) or more of its members to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action, which, under California law or the provisions of these Bylaws, requires the approval of the members or a majority of all of the members;
- (b) The filling of vacancies on the Board or on any committee, which has the authority of the Board;
- (c) The fixing of compensation of the directors for serving on the Board or any committee;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board, which by its express terms is not subject to amendment or repeal; and
- (f) The appointment of committees of the Board or the members thereof.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee will keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 2. Other Committees. (Revised May 2021)

The corporation will have standing committees, which may be chaired by a member of the Board. Specific chairs will be assigned by the President of the Board at the beginning of each directors term in office and will serve for a determined amount of time according to the discretion of the President. The standing committees will include, but not be limited to, finance committee, facilities committee, membership committee, ritual committee, ~~ways and means committee~~, adult education committee, religious school committee, and cemetery committee. The chairperson for the ritual committee shall be Jewish.

The corporation will also have such other committees as may from time to time be designated by resolution of the Board. Such other committees may consist of persons who are not also members of the Board. These additional committees will act in an advisory capacity only to the Board and will be clearly titled as “advisory” committees. Qualifications for membership on a committee will be determined by a majority vote of the Board.

Section 3. Meetings and Action of Committees.

Meetings and action of committees will be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board or by the committee. The time for special meetings of committees may also be fixed by the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

**Article X Execution of Instruments, Deposits and Funds**

Section 1. Execution of Instruments.

The Board, except as otherwise provided in these Bylaws, may by resolution, authorize any officer or agent of the corporation to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the corporation by any contract or engagement, or to pledge its credit or to render it liable momentarily for any purpose or in any amount.

Section 2. Checks and Notes.

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation will be signed by the Treasurer and countersigned by the President of the corporation.

Section 3. Deposits.

All funds of the corporation will be deposited promptly after receipt to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

Section 4. Gifts.

The Board may accept on behalf of the corporation any contribution, gift, bequest, or device for the purposes of the corporation.

**Article XI Corporate Records, Reports and Seal**

Section 1. Corporate Records. (Revised May 2021)

The Corporation will keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors, ~~committees of the Board~~ and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transaction and accounts of its assets, liabilities, disbursements, gains and losses;
- (c) A record of its members indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which will be open to inspection by the members of the corporation at all reasonable times during office hours.

Section 2. Corporate Seal.

The Board may adopt, use, and at will, alter a corporate seal. Such seal will be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, will not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights.

Every director will have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 4. Members' Inspection Rights. (Revised May 2021)

Each and every member will have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' ~~prior~~-written demand on the corporation, which demand will state the purpose for which the inspection rights are requested; and
- (b) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon **five (5) business days'** written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.
- (c) **Granting of inspection rights shall not be unreasonably withheld.**

Section 5. Right to Copy and Make Extracts.

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts, at the inspecting party's expense.

**Article XII Fiscal Year**

Section 1. Fiscal Year of the Corporation. (Revised 11-12-08)

The fiscal year of the corporation will begin on July 1, and end on June 30 of the following year.

**Article XIII Amendment of Bylaws**

Section 1. Amendment. (Revised May 2021)

Subject to any provisions of law applicable to the amendment of bylaws of California Religious Nonprofit Corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) Subject to the power of members to ~~change~~ **amend** or repeal these Bylaws under Section 9150 of the Corporations Code, by approval of the Board unless the Bylaws amendment would materially and adversely affect the right of members as to voting or transfer, provided, however a Bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable Board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this section; or
- (b) By approval of the members of this corporation.

#### **Article XIV    Amendment of Articles of Incorporation**

##### Section 1.    Amendment of Articles of Incorporation.

Amendment of the Articles of Incorporation may be adopted by the approval of the Board and by the approval of the members of this corporation.

##### Section 2.    Certain Amendments.

Notwithstanding the above section of this Article, this corporation will not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a “Statement by a Domestic Non-Profit Corporation” pursuant to Section 6210 of the California Nonprofit Corporation Law.

#### **Article XV    Prohibition Against Sharing Corporate Profits and Assets**

##### Section 1.    Prohibition Against Sharing Corporation Profits and Assets.

No member, director, officer, employee, or other person connected with this corporation, or any private individual, will receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision will not prevent payment to any such person or reasonable compensation for services performed for the corporation in effecting any of its religious purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board. ~~and~~ **No** such person or persons will be entitled to share in the distribution of, and will not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation will be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, will be distributed as required by the Articles of Incorporation and not otherwise.

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**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the ~~NINTH~~ **TENTH** REVISED BYLAWS of the corporation named in the title thereto and that the Board of the NCJCC on the date set forth below duly adopted such Bylaws.

Dated: June \_\_\_\_, 2021

Congregation B'nai Harim  
at the Nevada County Jewish Community Center

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By: Mya Russell, Secretary