

## **AMENDED AND RESTATED CONSTITUTION OF THE JEWISH COMMUNITY CENTER OF LONG BEACH ISLAND**

### **NAME**

The name of the congregation shall be the Jewish Community Center of Long Beach Island (“JCC of LBI,” JCC,” or “Congregation”).

### **PURPOSE**

Guided by tradition and contemporary conservative Judaism, the JCC of LBI is an open, inclusive, and inviting home for all. It is non-affiliated. We connect to our heritage, the Jewish people, Israel and G-D through prayer, learning, acts of kindness, friendship and celebration with community spirit.

### **ARTICLE I. ADMINISTRATION AND FISCAL YEAR**

**Section A. Governing Documents.** This Constitution and any Bylaws pertaining hereto shall serve as the governing documents (hereinafter “Governing Documents”) guiding the conduct of the Congregation and its Board of Trustees (the “Board”) (hereafter defined). Neither of these Documents may supersede the laws of the State of New Jersey which shall be controlling.

**Section B. Fiscal Year.** The JCC’s Fiscal Year shall end on December 31st.

**Section C. Administration of JCC.** Subject to all applicable provisions of this Constitution and any Bylaws duly adopted by the Board, the administration of the affairs of this JCC shall be vested in its Officers and the Board (jointly referred to as the “Board”) duly elected or designated as hereinafter provided. Individually, the Trustees shall be hereinafter referred to as the “Trustees” and the Officers shall be hereinafter referred to as the “Officers.”

**Section D. Notice.** Any requirement for a notice, written notice, or letter can be satisfied by a letter or email unless otherwise required by New Jersey law.

## ARTICLE II. MEMBERSHIP

### Section A.

1. Eligibility. Any person of the Jewish faith 18 years of age or older, and the spouse or significant other of that person, whether Jewish or not, shall be eligible for membership. A spouse or significant other who is not Jewish shall remain a member, in the event of divorce from or death of their Jewish spouse or significant other, so long as all other requirements of membership are maintained.
2. Types of Membership. Family unit memberships shall be extended to same sex or married couples, with or without dependent children, and individual memberships shall be extended to single persons. Children/grandchildren working on their undergraduate degrees or younger than 25 and living with their member parents/grandparents, and children/grandchildren with special needs regardless of age living with their member parents/grandparents are included in either a family or individual membership.
3. Honorary and Lifelong Non-dues Paying Members. For purposes of this paragraph the term "Honorary" shall mean a distinction, status, or award given by the Board without the person bestowed with the honor being required to fulfill all the JCC membership requirements. Honorary Members shall not pay dues. Lifelong non-dues paying members, also as determined by the Board, shall be treated the same as Honorary Members.

### Section B. Voting

2. Each family unit Membership shall have two votes, which do not have to be voted the same way. [numbering needs fixed]
3. Each individual Membership shall be entitled to one vote.
4. Each member who votes shall be in good standing (defined hereinbelow). Each individual must attend such meeting, in person or by phone/video, in order to be counted for purposes of voting or for the quorum.

5. Votes may be yes, no, or abstention which is not counted in voting.
6. A simple majority vote by open ballot of those voting yes or no will be the usual method at both annual and Board meetings, except for contested elections for Officers and Trustees and for sensitive personnel matters at Board meetings (to be determined by the Executive Committee), in which case a closed ballot will be used.
7. If a vote may impinge on an individual's rights, such as removal from Board or for any other matter, that vote shall be two-thirds plus one of the voting Board members present and may be by closed ballot if requested by two-thirds of the voting Board members present.
8. Proxy voting shall not be allowed at any meeting. Only those physically present or attending a Board OR ANNUAL meeting by phone/Zoom may vote.

### **ARTICLE III. POWERS**

**Section A. Membership.** The JCC membership shall have the responsibility and power to elect Officers and Trustees. The membership shall also have the power to amend this Constitution or approve a new one.

**Section B. Board.** The Board shall have the power to adopt or amend any Bylaws, determine policies and set up committees for conducting the affairs of the Congregation as provided for herein, and to set membership dues and assessments. Provided however that the Board *shall not* have the power to sell any real estate owned by the JCC except in accordance with the following procedure:

1. A special meeting of the Board is held upon thirty (30) days written notice for the purpose of voting on the proposed sale;
2. A favorable vote of three-fourths of the number of Board members qualified to vote occurs. All voting members must be present, in person or by phone/video, to vote. No proxy voting is allowed; and

3. A favorable vote occurs at the next annual meeting, or at a special membership meeting held only during the months of May through September, of three-fourths of all members in good standing present at the meeting provided 30 days written notice of the terms of the proposed transaction and the meeting to vote on the proposed sale has been given to the membership.

#### **ARTICLE IV. OFFICERS, BOARD OF TRUSTEES, AND OTHER ORGANIZATIONS**

**Section A. Composition.** Unless modified by the Board, the affairs of the Congregation shall be conducted and managed by a Board consisting of nine (9) Trustees and five (5) Officers elected by the membership, the immediate past president, and one representative selected from and by the Women's Auxiliary (WAX) (or any successor organization) and one representative selected from and by the Men's Club (if one exists under this or any other name) when they have met the criteria required to be represented on the Board. The WAX or Men's Club representative to the Board cannot also be an elected member of the Board. The immediate past president may vote. The WAX and Men's Club representatives may vote. The Rabbi and the Executive Director (if such or the equivalent exists, *e.g.*, Office Manager) are *not* members of the Board, but they may attend Board meetings and participate in debate. Only one person from a family may serve in an elected position to the Board (i.e. the immediate past president and the WAX or Men's Club representatives are *not* elected positions).

Subject to all provisions of this Constitution and of the applicable provisions of law, the Board shall have absolute control and management of the affairs and property of the JCC and shall adopt and cause to be executed all measures, including but not limited to Bylaws, which it deems necessary to promote the interests of the JCC.

#### **Section B. Election of Officers and Trustees**

1. **Term of Office.** Officers and Trustees shall be elected at the annual meeting for terms of two (2) years each. For purposes of continuity, the terms of the Trustees shall be staggered so that the terms of not less than four (4) of the Trustees expire each year. Nominations for Officers and Trustees shall be governed as set forth in the By-Laws.

2. Term Limits. Term limits will be a maximum of three (3) consecutive elected terms in the same position for the Officers and Trustees. Partial terms due to appointment are not counted as one of the three elected terms. No Board member may succeed himself/herself after three (3) consecutive terms of two (2) years each until at least one (1) year shall have elapsed after his/her last term. Moving to a new position (e.g., Trustee to Officer, Secretary to 2d Vice President) shall re-start the term limit calculation.

3. Waiver. The Board, upon approval of two-thirds of Board members eligible to vote, may on a case-by-case basis waive the term limit requirement for good and sufficient reasons.

4. Good Standing. Voting and any quorum requirements at all meetings will be limited to members in good standing attending the meeting in person or video. "Good Standing" means that dues and assessments must be paid up or paid in accordance with hardship committee arrangements by the annual meeting or by the date of appointment. If any member of the Board ceases to be a member in good standing of the Congregation for any reason whatsoever, he or she shall forthwith cease to be a member of the Board. [fix formatting]

**Section C. Vacancies**. Mid-term vacancies on the Board may be filled by majority vote of the Board for the unexpired term. In event of a vacancy, the President shall propose a candidate(s) for the Board's consideration. Notice of the names of candidate(s) proposed shall be communicated in writing or by email to all Board members at least fifteen (15) days prior to a vote by the Board to fill the vacancy.

**Section D. Officers**. The current Officers of the Congregation shall include a President, two Vice Presidents, a Treasurer, and a Secretary. The Board upon recommendation of the President may revise up or down the number of Officers and Trustees as it may from time to time deem necessary.

**Section E. Executive Committee**.

1. The Officers, and the immediate past president collectively will constitute the Executive Committee of the Board. The Executive Committee shall make recommendations as necessary to the Board.

2. Prior past presidents of the JCC may elect to become ex-officio members of the Executive Committee in order to retain their institutional knowledge of the JCC. If prior past presidents prefer, they can be Trustees or other officer positions.

**Section F. Other Organizations.** The Women’s Auxiliary (“WAX” or any successor) and Men’s Club (if one exists of any name) are integral and unincorporated organizations which are part of and operating arms of the JCC. All members of WAX and Men’s Club must be members of the Congregation, except that each may include among its members non-members of the JCC for one year before they become a JCC member.

It is understood that while the WAX often provides supervision over the JCC kitchen, the JCC assumes all responsibility for the costs of supplies and maintenance (including of all appliances and fixtures) of the kitchen. The WAX will provide recommendations to the JCC Board regarding the kitchen.

## **ARTICLE V. MEETINGS**

**Section A. Congregation.** An annual meeting of the Congregation shall be held on the second Sunday in August unless the Board has to change the date for special circumstances. Written notice (including by email) of the meeting shall include the time, place and names of candidates nominated for election as Officers and Trustees and shall be sent at least fifteen (15) days prior to the date set for the meeting. Notice of the meeting, signed by the Secretary, shall also be posted in public view at the place of the meeting. Minutes of the annual meeting shall be maintained and made available to JCC members upon request.

**Section B. Board.** The Board shall hold regularly scheduled meetings monthly, unless the Board shall otherwise determine. Congregants are invited to attend Board meetings if they wish as observers, or to be on the agenda to discuss any matter concerning the Congregation, provided that the proposed subject matter for discussion is received by the President at least five (5) days in advance of the meeting. All members of the Congregation are entitled, upon request, to

receive an e-mailed copy of the proposed agenda. Those in attendance to make a committee report or bring up a matter of concern to the Congregation as specified hereinabove will be put on the agenda with the permission of the President. Otherwise, they cannot speak at the meeting without the President's permission and will be asked to leave the room for a closed session. Minutes of all meetings of the Board shall be securely maintained and made available to JCC members upon request. Minutes of all closed sessions of the Board shall be securely maintained and such minutes shall be marked "confidential," but shall not be made available to JCC members.

Board members are expected to maintain confidentiality on matters discussed in closed session, i.e., not discuss them with non-Board members.

### **Section C. Special Meetings.**

1. Congregation. Special meetings of the Congregation may be called with not less than fifteen (15) days' notice by the President. The President shall call a special meeting upon presentation of a written petition signed by ten (10) percent of the members of the Congregation or by a majority of the Board. Notice for a special meeting shall state the time, place and specific purpose of the meeting. No other business shall be conducted at that meeting.

2. Trustees. The President may call special meetings of the Officers and Trustees for any specific purpose he/she deems necessary. The President, or the First Vice President in the absence of the President, shall call a special meeting of the Board if requested by a majority of the Board members in good standing. No other business shall be conducted at that meeting other than the specified purpose.

**Section D. Quorums.** Ten (10) percent of the Membership shall constitute a quorum at membership meetings. Fifty (50) percent of the voting Board members shall constitute a quorum at its meetings.

**Section E. Parliamentary Procedure.** The President shall appoint one member of the Board to serve as Parliamentarian. Robert's Rules of Order shall serve as a guide

for parliamentary procedure in the conduct of all meetings. However, the Constitution shall control.

## **ARTICLE VI. CONDUCT**

The Board shall establish a fair and equitable procedure for removal of Officers and Trustees from the Board for cause, as outlined in the Bylaws.

## **ARTICLE VII. INSURANCE AND INDEMNIFICATION**

### **Section A. Indemnity and Defense.**

1. The JCC shall indemnify, defend and hold harmless (collectively "Indemnification") any Trustee, Officer, WAX or Men's Club President or Officer thereof, or Committee Chair who is a party, or is threatened to be made a party, to any action at law, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action brought by the JCC for breach of duty) by reason of the fact that person is or was Trustee, Officer, WAX or Men's Club President or officer thereof, or Committee Chair, to the fullest extent permitted by applicable law, provided that the indemnified party was acting in good faith and in accordance with the Bylaws and without the intent to act unlawfully.
2. The Board shall have the discretion to determine whether indemnity is appropriate in any circumstance and shall be empowered to indemnify any person to the fullest extent permitted by law, as the Board may determine.
3. Indemnification shall include attorneys' fees, court costs and such other expenses as may be incurred by the indemnified person.

### **Section B. Liability and Business Insurance.**

1. The Board shall obtain and maintain directors' and officers' liability insurance with a reputable company for all such persons described in Section A.1. above and with such terms as the Board deems prudent.



2. The Board also shall obtain and maintain all insurance ordinary and necessary for the operation of the JCC including, but not limited to, coverage for personal injury, building liability, and premises insurance which fully insures the JCC building for its replacement value and its contents. This includes fire, comprehensive and all-risk insurance as well as flood insurance (as applicable), worker's compensation insurance for JCC employees (if any), and coverage providing indemnification as set forth in Section A above.

## **ARTICLE VIII. AMENDMENTS AND BY LAWS**

### **Section A. Constitution.**

1. A new, restated, or amended Constitution may be approved using the following procedure: A vote in favor of such amendment by a two-thirds majority of the voting members of the Board PLUS a vote in favor by a two-thirds plus one vote of attendees eligible to vote at the next Congregational meeting.

2. Fifteen (15) days prior to the Congregational meeting, congregants must be provided with a copy of the proposed new, restated or amended Constitution and notice of the meeting.

**Section B. Bylaws.** Bylaws and amendments thereto shall be approved by a two-thirds majority of the Board members. A Bylaw or amendment to a Bylaw may not be voted on at the meeting where it is first introduced but must be introduced again at the next or a subsequent meeting, as determined by the President, for voting.

**Section C. Ministerial Corrections.** The Board has authority to correct ministerial corrections (i.e. misspellings, grammatical errors, mistakes) to this Constitution without going through the amendment process.

## **ARTICLE IX. DISPOSITION OF ASSETS**

In the event of the dissolution of the Jewish Community Center of Long Beach Island, all net assets (after distribution to all lenders and other designees) belonging

to the JCC of LBI will be given or sold to other non-profit organizations, preferably those of a Jewish nature.

#### **ARTICLE X. INTERPRETATION**

Headings and titles are used herein for convenience and shall not be used in interpreting this Constitution or any part thereof.

**This Amended and Restated Constitution shall replace and supersede the previous Constitution approved by the Congregation at its annual meeting held on August 12, 2018. Approved by the Congregation at a Special Membership Meeting held on **month/day**, 2024.**