By-Laws of the Springfield Jewish Community Center

ARTICLE I
NAME

Section 1 - The name of this organization shall be the Springfield Jewish Community Center Incorporated ("JCC").

ARTICLE II
MISSION AND VISION

Section 1 - The mission shall be: "The JCC enriches community and nurtures wellness through physical, intellectual, social and spiritual programs and services. The JCC is guided by Jewish values, welcoming and respecting people of all abilities, ages, backgrounds, identities and faiths."

Section 2 - The vision shall be: "The Springfield Jewish Community Center strives to be a home for an engaged and ever-expanding membership which celebrates the uniqueness of every constituent. Our JCC will provide an atmosphere which nurtures public conversation about important concerns within the Jewish community, the Greater Springfield community and the world. Individuals and families in all stages of their lives will be inspired to learn and explore Jewish values, ideas and culture. By recognizing emerging needs and developing innovative and outstanding programs and services, our JCC will enhance and enrich the lives of our members and the community."

ARTICLE III
MEMBERSHIP AND DUES

Section 1 - The membership of the Center shall consist of people of all ages who have made application for membership on prescribed forms and have made payment of required dues.

Section 2 - Honorary Memberships - Honorary memberships may be granted without the payment of dues to persons designated by the Board of Directors.

Section 3 - A member in good standing is one who maintains timely membership dues and program fees.

Section 4 - Members in good standing, eighteen (18) years or older, may vote at all meetings of the membership and shall be eligible to serve on the Board of Directors.

Section 5 - Membership may be cancelled or suspended in cases of conduct which is determined by the Chief Executive Officer to be contrary to the interests, purposes, good and welfare of the JCC or is in violation of the By-Laws or other rules and regulations of the organization. The decision of the Chief Executive Officer to cancel or suspend a member may be appealed via a written request to the CEO and President of the Board of Directors for a hearing with the Executive Committee of the Board of Directors wherein the member is given an opportunity to present their case. The decision shall then be reached by a majority vote of the Board of Directors. In the case of cancellation, if the member has not requested a hearing within thirty (30) days of notice of membership cancellation, then the member shall have waived rights to such an appeal and the membership cancellation shall be deemed final.

Section 6 - No otherwise acceptable candidate shall be denied membership because of financial stress, and full membership shall be granted at less than established rates after consultation with the Chief Executive Officer or their representative. Any arrangements for other than full dues payment shall be held confidential.

ARTICLE IV
BOARD OF DIRECTORS

Section 1 - The governance and control of the activities and properties of the organization shall be vested solely in the Board of Directors of the JCC subject to the provisions hereof:

(a) Sixteen to twenty-five (16-25) members in good standing, including at least six (6) officers.

(b) Elected Honorary Lifetime Members of the Board. Honorary Lifetime Members of the Board are non-voting members of the Board.

Section 2 - The term for elected Board members begins on the date of the Annual Meeting at which they are elected.

Section 3 - New Board members at large shall be elected for an initial term of one (1) year. Thereafter, they may be re-elected to serve for no more than two (2) consecutive three (3) year terms. All Board members at large may serve a maximum of seven (7) consecutive years on the Board.

Section 4- Any Board member who misses three (3) consecutive Board meetings without a valid excuse may be removed from the Board at the discretion of the President.

Section 5 - A Board member shall be terminated by resignation or death or failure to maintain membership at the JCC.

Section 6 - The Board of Directors may remove any Officer with cause at any meeting by a vote of two-thirds (2/3) of those present and voting, provided that said officer is given reasonable notice and an opportunity to be heard by the Board of Directors prior to any action thereon.

Section 7 - A quorum of the Board shall be ten (10) members. A quorum may be met by presence in-person or virtually. At any meeting of the Board of Directors at which a quorum is present, the vote of a majority of those present shall decide any matter, unless a different vote is specified by law or these By-Laws. Such a vote may also take place electronically via email when deemed necessary by the President of the Board of Directors, and requires voting by all Board members, with the majority vote deciding any matter.

Section 8 –

(a) Regular meetings of the Board shall be called by the President at least five times annually and at the request of the President. A written notice sent by regular or electronic mail or other reasonable means of communication of each meeting, stating the place, day and hour of such meeting shall be sent to each board member at least seven days before the date for such meeting. Meetings of the Board may be held in person or virtually.

(b) Special meetings of the Board may be called at the discretion of the President.

(c) Special meetings of the Board shall be called by the President upon presentation of a petition signed by ten (10) members of the Board.

Section 9 - All vacancies on the Board of Directors shall be filled by the President with the approval of the Board. The person shall hold office until the expiration of the term of the predecessor.

Section 10 - The Board of Directors shall have the following duties and responsibilities:

1) Governance
    a. Have governance, oversight and responsibility of the JCC, its activities, property, finances, and assets on the premises or which may otherwise take place under the auspices of the JCC.
    b. Determine the general policies of the JCC.
    c. Make and adopt rules and regulations for the Board's governance and the good of the JCC.
    d. Ensure compliance with laws and regulations.
2) Financial Oversight
    a. Approve the budget of the JCC and monitor financial performance to ensure fiscal responsibility and compliance.
    b. Be responsible for the overall policies for raising funds for the JCC.
3) Strategic Planning
    a. Ensure activities and programs align with the mission and vision of the JCC.
    b. Help develop and approve long-term strategy plans and overall goals of the JCC.
4) Program Oversight
    a. Evaluate programs, their effectiveness and alignment with mission.
    b. Provide support and guidance for program development.
5) Ethical Standards
    a. Ensure that the JCC operates ethically and legally, adhering to all applicable laws and filing requirements.
    b. Adhere to the JCC's Conflict of Interest Policy, and disclose any conflict of interest.
    c. Adhere to ethical standards of behavior.

d. Ensure transparency and accountability in operations.

ARTICLE V

OFFICERS

Section 1 – There will be at least six (6) Officers of the JCC that will consist of at least one of each of the following positions: President, Vice-President, Secretary, Treasurer and immediate Past President. They shall be selected from among the membership at the Annual Meeting to serve until the next Annual Meeting. In the event of the immediate Past President's unwillingness or inability to continue to serve as an Officer, a previous Past President will be sought for this position.

Section 2 - The duties of the President shall be to preside at all meetings of the General Membership, the Board of Directors, and the Executive Committee. The President shall appoint all committee chairs and shall be an ex-officio member of all committees. The President shall execute financial instruments of the JCC and shall sign appropriate documents.

Section 3 – Each Officer shall be elected for a one-year term and may not serve more than three (3) consecutive terms. Directors who have so served may be re-elected to the Board after one year from the date of expiration of their last term as a Director.

Section 4 – A Director who, prior to the commencement of the last year of their second three-year term is then a Vice President may, upon completing their term as Vice President, be nominated to serve as the President with the opportunity for re-election for a one-year term. The total consecutive additional years served should not exceed three years.

Section 5 - In the absence, disability or inability of the President, the Executive Committee shall select one of the Officers to perform the duties of the President. If no current Officer is willing/able to step up to the President's role, the immediate Past President will be sought for the President's role.

Section 6 - In the event of a vacancy in the office of President, the Board of Directors shall as the first order of business at the next regular meeting or at a special meeting called for this purpose, elect a successor from among the Officers. A President so elected shall serve the remainder of the unexpired term of that office.

Section 7 - The Vice-President shall assume such functions and perform such duties as are designated by the President. In the absence, disability or inability of the Vice President, the Executive Committee, with two-thirds approval of the Board, shall select one of the Officers or Directors to perform the duties of the Vice President.

Section 8 - The duties of the Secretary shall be to attend all meetings of the General Membership, the Board of Directors, and the Executive Committee; to ensure an accurate written record of the proceedings of all meetings; and to sign such official documents and

records as necessary. In the absence, disability or inability of the Secretary, a temporary Secretary shall be chosen by the President.

Section 9 - The duties of the Treasurer shall be to oversee the finances of the JCC and provide for an annual audit. The Treasurer shall submit to the Board of Directors the JCC's annual budget and shall present reviews of expenditures and income. In the absence, disability or inability of the Treasurer, the Executive Committee, with two-thirds approval of the Board, shall select one of the Officers or Directors to perform the duties of the Treasurer.

Section 10 - Officers and Directors shall be elected and installed at the Annual Meeting of the JCC and shall hold office until their successors are elected, qualified, and installed.

Section 11 - At least twenty (20) days before the Annual Meeting, the President, subject to the approval of the Directors, shall appoint a Nominating Committee of seven (7). Said Committee shall nominate members in good standing as candidates for the Board of Directors and Officers. This complete slate, together with a copy of the "By-Laws" relative to nominations, shall be posted in a conspicuous place in the JCC and appear in print or electronic communications at least fifteen (15) days before the elections. In the event that the Board of Directors fails to approve the Nominating Committee submitted by the President, it may elect its own Nominating Committee.

Section 12 - Any member who desires to nominate any person or persons not selected by the Nominating Committee may do so by delivering to the Chief Executive Officer or President of the Board of Directors, in writing, at least ten (10) days before the Annual Meeting, the name or names of those persons. Such nominations shall then be presented to the JCC in addition to the slate of the Nominating Committee.

Section 13 – If the office of any Director becomes or remains vacant by reason of death, resignation, removal or disqualification of an incumbent Director, the Board may appoint a Director to fill such vacancy. Any Director elected (or appointed by the Board) to fill a vacancy in the Board shall hold office, until the expiration of the term of the predecessor.

ARTICLE VI
COMMITTEES

Section 1 - The President may from time to time appoint committees or task forces as he/she shall deem appropriate or necessary to accomplish the work of the JCC. Committees may include but are not limited to Executive, Finance, and Governance. The authority of these groups shall be limited to that expressly authorized by the Board of Directors.

(a) The President shall appoint the Chairperson of such committees.
(b) Members of committees or task forces are chosen primarily from the active membership of the JCC. Nonmembers who bring special expertise may, at the invitation of the chair, participate as full members.

ARTICLE VII
EXECUTIVE COMMITTEE

Section 1 - The Executive Committee shall be composed of all the Officers. Three (3) members of the Executive Committee shall constitute a quorum.

Section 2 - The Executive Committee shall meet at the call of the President with no formal notice required, and its responsibilities and authority shall be limited to the following:

(a) Acts when emergencies arise that require immediate decision or action and for which there is insufficient time to call for a full meeting of the Board of Directors. The Executive Committee will report all such matters to the full Board.
(b) Approves the hiring and compensation of the Chief Executive Officer, evaluates performance, negotiates the contractual arrangements between the JCC and the Chief Executive Officer, and informs the Board for such arrangements.
(c) Executes such other responsibilities and authorities as may be specifically delegated to it by the full Board of Directors.

Section 3 - The President shall be chairperson of the Executive Committee.

ARTICLE VIII
CHIEF EXECUTIVE OFFICER

Section 1 - The Board of Directors shall employ a Chief Executive Officer (CEO), with the hiring and compensation established by the Executive Committee of the Board of Directors. The CEO shall report to the Board of Directors, with direct oversight by the President. The CEO's duties shall be those that usually pertain to this responsibility including the hiring and termination of personnel and shall be defined in a job description to be developed at the time of employment and modified from time-to-time by the Board of Directors in consultation with the Chief Executive Officer.

ARTICLE IX
MEETINGS OF THE JCC

Section 1 - The Annual Meeting of the JCC shall take place between September 1 and October 31. A virtual meeting may be held as an alternative to an in-person Annual Meeting if extenuating circumstances impact the ability to meet in person.

Section 2 - The President may call a special meeting of the JCC membership at any time. The President shall call a special meeting when requested by a majority vote of the Board of Directors or by a request in writing signed by fifty (50) members in good standing. All special meetings of the JCC may be held not sooner than seven (7) days or later than thirty (30) days after such meeting is called. Notices in writing shall contain the purposes of the special

meeting, and no other business shall be transacted other than that for which the meeting shall have been called.

Section 3 - Fifty (50) members in good standing constitute a quorum at all meetings of the JCC.

ARTICLE X
AMENDMENTS

Section 1 - The By-Laws of the JCC may be amended by a two-thirds (2/3) vote of the Board of Directors present and voting in the following manner: that such amendment or amendments be submitted in writing to the Secretary of the JCC, who shall share it at the next meeting of the Board of Directors. It shall be acted upon at the next meeting of the Board. No amendment shall take effect until ratified at a meeting of the JCC by a majority of the voting membership present and voting.

ARTICLE XI
INDEMNIFICATION

To the fullest extent permitted under the Massachusetts Nonprofit Corporation Act, the JCC shall indemnify its directors and officers against expenses, judgments, fines, and settlements reasonably incurred in connection with any action or proceeding arising from their service to the JCC, provided they acted in good faith and in a manner reasonably believed to be in the best interests of the JCC.

The JCC may also indemnify employees, volunteers, and committee members to the same extent authorized by law. The JCC may purchase and maintain insurance on behalf of any such person against liabilities arising from their service to the Corporation.