

**BYLAWS OF THE
JEWISH CENTER AND FEDERATION
OF THE TWIN TIERS**

Adopted in a Special Meeting of the Members, June 16,
2015

Article I - Name

The name of the organization shall be "Jewish Center and Federation of the Twin Tiers" (JCF). The organization is a merger of the Elmira Jewish Community Center and the Elmira-Corning Jewish Federation, formerly known as the Elmira-Valley-Corning Jewish Welfare Fund. The Twin Tiers are made up of the counties in the Southern Tier of New York State and the adjoining Northern Tier of Pennsylvania.

Article II - Objectives

The objectives of the organization shall be:

1. To provide educational, recreational and cultural programs to the Jewish community, in close cooperation with Congregation Kol Ami (CKA), located in Elmira, NY.
2. To raise and distribute funds for charitable purposes, primarily Jewish in nature.
3. To provide social services to Jews in our area.
4. To work with the general non-Jewish community in fostering good relations.
5. To promote and sustain Jewish life in the Twin Tiers.

Article III - Membership

1. Membership is open to all individuals of age 18 or above who are interested in furthering the objectives of the JCF. To be an active member of the Organization, a person must pay dues or be a member of a dues-paying family unit, as specified below.
2. Within a traditional family unit, each member over the age of age 18 or above may be a member of the organization, with all rights and privileges of membership, including voting rights at Organizational Meetings. However, families are encouraged NOT to include in their list of members those individuals who are unlikely to attend and/or vote in some way at Organizational Meetings (so as not to make attainment of a quorum difficult).
3. The Board shall establish the dues, and shall ensure that procedures are in place to assist current and prospective members who may have difficulties in paying the full dues.

Article IV - Meetings

1. The Annual Meeting of the organization shall take place every year in June. In the event that the meeting cannot be held in June, it shall be held as soon thereafter as possible, as long as at least 2 weeks' notice is given to the membership. At the Annual Meeting, election of Board of Directors and Officers shall take place along with the presentation of annual reports on the finances, programs and condition of the organization, and other business as designated by the Board. A quorum of the membership - consisting of no less than 1/3 of the active members - shall be required for the election and other voting, with a simple majority of those voting needed for passage. The Board may arrange for the use of absentee ballots and/or some type of remote voting and/or attendance as appropriate.
2. Notice of the Annual Meeting and notice of the candidates nominated for the positions of Board members and Officers to be elected at the meeting shall be mailed or transmitted electronically to organization members at least 20 days prior to the meeting. The notices must include explanation of the means available for attending the meeting (in person, electronically, etc., as determined by the Board), and of the means available for voting (in person, by proxy, electronically, absentee ballot, etc.) as determined by the Board. Absentee ballots must be received in writing or electronically by the JCF office and or the Board at least 24 hours before the annual meeting.
3. The Board of Directors shall meet at least six times a year.
4. The President or 1/4 of the Board, on at least three days notice to all Board members, may call a special meeting of the Board of Directors.
5. A quorum consists of 1/3 of the Board members.
6. All meetings shall be run according to Robert's Rules of Order.

Article V - Administration

1. The Board of Directors shall oversee the running of the organization.
2. The Board of Directors shall consist of at least 15 and no more than 22 members of the organization, including the Officers.
3. The Board membership shall be staggered. Each year, approximately 1/3 of the Board members shall be elected at the organization's Annual Meeting. No Board member shall serve for more than 2 consecutive terms.
4. The Officers shall consist of a President, First Vice-President, Second Vice-President, Treasurer, Assistant Treasurer, Secretary and Past President. Each Officer shall be a member of the Board. The term of each Officer is 2 years; the terms of the various Officers may be staggered. None may hold a given office for more than 2 consecutive terms.

5. The Spiritual Leader(s) of CKA and any other local Jewish Congregations who are interested in participating actively in JCF activities shall be ex-officio Board members.
6. The Board may select, and appoint by 2/3 vote, a Youth Representative under the age of 18, serving a 1 year term, limited to 2 consecutive terms. The Youth Representative shall be a full voting member of the Board, and may be removed from the position by 2/3 vote at any meeting of the Board. The Youth Representative may or may not be a member of the JCS and/or the Youth Group, but will not be representing either organization.
7. The Fiscal Year of the JCF shall run from January 1 through December 31. Board members and Officers elected at the Annual Meeting shall take office on July 1 unless the meeting had been necessarily postponed past June 30. In such case, the members and directors shall take office immediately upon being elected.

Article VI - Elections

1. The Directors and Officers shall be elected at the Annual Meeting.
2. At least 30 days before the annual meeting, the President shall appoint a nominating committee of at least three JCF members to nominate a slate of members to serve as Officers and Board Members due for election at that time. The Board then may accept some or all of the Committee's nominees and/or may choose other members of the organization and then approve the full slate of nominees by 2/3 vote.
3. Petitions signed by at least ten members of the organization may also make nomination for Board Members and Officers. Such petitions must be submitted to the President at least 25 days before the annual meeting.
4. The members of the organization shall be notified of the Board-approved slate and any nominees submitted by petition in accordance with the previous paragraph, either electronically or by mail, no later than 20 days before the annual meeting.
5. Any vacancies in Officers or Board members that occur prior to May may be filled by a 2/3 majority vote of those participating in any Board meeting, to serve until the next Annual Meeting.

Article VII - Removal of Officers and Directors

1. Any Board member who misses 3 consecutive meetings of the Board without good cause may be dropped from the Board, by a 2/3 Majority vote.
2. Any Officer or member of the Board may be removed from office by 2/3 vote of the Board of Directors at a regularly scheduled meeting or at a special meeting called for such purpose on ten days notice. The person whose removal is sought (other

than for missing 3 consecutive meetings) must be advised of the upcoming vote and the reasons for such in a removal notice delivered at least 10 days prior to the meeting at which the vote is expected to take place.

3. The remaining Board members may appoint a replacement by 2/3 vote at any meeting to fill out the term of any lapsed Board member, whether by expulsion, resignation, or any other reason.

Article VIII - Committees

1. There shall be an Executive Committee, consisting of the Officers, and with the immediate past president, the Executive Director of the JCF and the clergy of CKA as ex-officio members at the discretion of the President.
2. There shall be a Finance and Investment Committee, consisting of the Executive Director and at least 3 active members of the Organization. This Committee shall review the Organization's financial instruments at least annually and shall report to the Board on the results of such review.
3. A Personnel Committee, consisting of at least 5 members of the Organization and including at least 1 Board member, shall address the Organization's personnel matters (particularly if directed by the President or the Board to address any particular matter) and shall report periodically to the Board.
4. The Board may from time to time designate, constitute and abolish such other committees, as it deems necessary.

Article IX – Management of the Jewish Community School (JCS)

1. The JCS (located in the Congregation Kol Ami facility) is operated independently by the Jewish Community School Board (the JCS Board), but is under the legal authority of the JCF.
2. The Boards of the 3 organizations (CKA, JCS and JCF) work together, subject to their independent Bylaws, to ensure the continuity of the operation of the JCS for the Jewish children in the Twin Tiers.
3. When appropriate and possible, the JCF may enter into an agreement with CKA concerning the funding of the JCS.
4. The JCS shall appoint a representative to the JCF Board. This non-voting JCS Representative shall attend JCF Board meetings, provide feedback on JCS operations and activities, and serve as a liaison between the 2 Boards.
5. If the JCF wishes to disengage from the JCS, and another 501(c)(3) or religious organization wishes to assume all legal, fiscal, and administrative aspects of the school, the JCF Board, by 2/3 vote, in coordination with a similar vote by the JCS and the separate organization may enter into negotiations to effect such a transfer, subject to all legal requirements.

Article X – Additional Financial Activities of the JCF

1. In addition to and separate from the JCF's Annual Fund Drive and its routine collection of dues from members, the JCF may conduct and/or participate in various fund raising activities to support its operations, its religious and program activities and its financial holdings.
2. As part of its routine annual Budget approval and operation processes, the organization may authorize and withdraw funds from its existing financial holdings, subject to any explicit restrictions on those holdings.

Article XI – Youth Group

1. The JCF Board may, by 2/3 vote, create and maintain a Jewish Youth Group open to the children of members of the organization. The Youth Group is not affiliated with the JCS, and members need not have attended the JCS.
2. The JCF Board will be the sponsoring organization, but will not be involved in the routine operation of the Youth Group. Rather, the Board will nominate and elect, by 2/3 vote, a member of the organization as the Youth Group Advisor, who will be responsible for the Youth Group's functions and management.
3. The Board may provide financial and/or other assistance to the Youth Group, including a place for the Youth Group to meet, if the Board deems it appropriate. The Board may also offer advice to the Advisor, and may ask the Advisor for feedback on the Youth Group's activities, etc. at Board meetings or in another way.

Article XII – In Case of the Dissolution or Combining of the JCF

1. In the event of the dissolution of the JCF, the assets held by the JCF at the time of the action shall be distributed among one or more charitable organizations of similar interests classified by the Internal Revenue Service as qualifying under section 501(c)(3) of the IRS code, or with religious or non-profit organizations of similar interests, at the direction of the Board. As part of the dissolution, any endowed funds that specify contribution to the United Jewish Appeal (UJA) should be directed to its successor, the Jewish Federation of North America, or the eventual successor at the time.
2. Concerning the prospects of combining the JCF with another 501(c)(3) organization of similar interests, or with a religious or non-profit organization of similar interests, the Board of the JCF, by 2/3 majority vote, may recommend a vote by the members of the organization.

At a properly convened Annual or Special Meeting the organization, by a 2/3 vote of the voting members at such meeting, may direct the Board to enter into negotiations to effect such a merger, subject to legal requirements. In such case, the assets held by the JCF at the time shall be transferred to the combined organization by action of the Board, also subject to legal requirements.

Article XIII - Annual Charitable Fund Drive

1. The President shall appoint a Campaign Committee to plan and operate such fund drive and to report periodically to the Board on its activities.
2. The Board, by majority vote, shall appoint at least 3 members to serve on an Allocation Committee, to meet at the conclusion of the fund drive.
3. The Allocation Committee shall select a list of potential charitable recipients of the collected funds and shall recommend to the Board of Directors how the funds raised shall be allocated among them.
4. The Board has final say on the fund collection process and on allocation of funds collected.

Article XII - Amendments

1. Directors and/or members of the organization may present to the Board proposed amendments to the Bylaws. Also, the President may appoint a special Committee to draft Bylaws amendments. Upon receipt, the Board, by majority vote, may discuss such proposed amendments, modify the proposal, refer the proposal to the special Committee (or create a new one), etc.
2. If, upon review of the original or revised proposed amendments, the Board approves part or all of the package, by a 2/3 vote, the Board will then call a Special Membership Meeting for voting by the membership of the organization. The Special Meeting may coincide with the Annual Meeting. Notice of the meeting and copies of the proposed amendments shall be sent to all organization members, at least 15 days prior to such meeting. The notices must include explanation of the means available for attending the meeting (in person, electronically, etc., as determined by the Board), and of the means available for voting (in person, by proxy, electronically, absentee ballot, etc.) as determined by the Board. Absentee ballots must be received in writing or electronically by the JCF office and or the Board at least twenty-four hours before the annual meeting. In order for the amendment to be adopted, it must be approved by at least 2/3 of properly cast ballots.

NOTE: The Bylaws were substantially revised in a single Amendment approved by the Board on 05/27/2015 and then the membership on xx/xx/xxxx, following the procedures then in place.