

JEWISH CONGREGATION OF VENICE, INC.

BYLAWS OF JEWISH CONGREGATION OF VENICE, INC. AS OF xx/xx/xx

ARTICLE I Name

The name of this corporation shall be Jewish Congregation of Venice, Inc. ("JCV"), a not-for-profit corporation organized under the laws of the State of Florida.

ARTICLE II Mission

Jewish Congregation of Venice provides Venice and its surrounding communities with a welcoming, inclusive, diverse synagogue that serves as a center for communal gathering, Jewish learning, and worship. The JCV is a congregation open to all people seeking a Jewish identity.

Our congregation embraces lifelong learning, social justice, worship, and interfaith cooperation. We share mutual friendships and a commitment to improving our community and our world.

In the event that the Mission Statement of the JCV is amended, this Article may be amended without requiring formal revision of these Bylaws in accordance with Article XI, Section 1.

ARTICLE III Membership

Section 1. Qualifications

Any person professing an interest in fostering Judaism may become a member of the JCV.

Section 2. Classifications

There shall be four classes of membership, namely (A) Full member, (B) Seasonal member, (C) Lifetime member, and (D) Young Professional member, defined as follows:

(A) Full Member shall mean one who has paid the entire amount or made a partial payment toward the current fiscal year full dues as agreed upon by the Board of Directors or through a special agreement with the President or Treasurer. Any member who resides in the JCV community for more than seven (7) months each fiscal year must pay the full amount of annual dues as a full member. A Full Member is entitled to utilize all JCV services,

including High Holy Days tickets, and shall receive the normal membership discounts for any JCV activities or services.

(B) Seasonal Member shall mean one who resides in the JCV community for seven (7) months or less each fiscal year, chooses not to be a Full Member, and has paid the entire amount or made a partial payment toward the present fiscal year seasonal dues as agreed upon by the Board of Directors or through a special agreement with the President or Treasurer. A Seasonal Member shall be entitled to utilize all JCV services except for High Holy Days tickets, and shall receive the normal membership discounts for all JCV activities and events.

(C) Lifetime Member shall mean one who has been granted a life-long dispensation for dues upon reaching 100 years of age. It shall also mean one who has been granted a special life-long dispensation for dues by the President for extraordinary service to the JCV. A Lifetime member is entitled to the same services and benefits as a Full Member.

(D) Young Professional Member shall mean one who is between the ages of 18 through 25, and requests to be a member of the JCV. A Young Professional Member is entitled to the same services and benefits as a Full Member.

Section 3. Application

Prior to joining, prospective members shall complete a written membership information form and pay the appropriate dues.

Section 4. Members in Good Standing

A member in good standing shall be one whose financial commitments to the JCV are current and whose membership has not been suspended or terminated.

Section 5. Definition

The term " member " as used in these Bylaws shall mean a person who has a membership in the JCV, unless the context clearly indicates otherwise.

Section 6. Voting

The right to vote shall be granted to each Full member and to each Seasonal member. Only members in good standing shall be entitled to vote. Proxy voting is not permitted.

Section 7. Transfer of Membership

Membership is not transferable.

Section 8. Suspension and Expulsion

A member may be expelled from the JCV by a vote of 75% of the Board of Directors present at a regular or special meeting of the Board of Directors on a finding of (1) failure to pay fees, dues, or assessments or (2) conduct detrimental to the good name of the JCV. In the event that the Board of Directors shall believe an action or the conduct of a member to be detrimental to the good name of the JCV, the President shall appoint a hearing panel of three (3) members who are not members of the Board of Directors or the spouse of a member of the Board of Directors. The hearing panel shall conduct an evidentiary hearing with at least five (5) days written notice to the subject member and recommend appropriate action to the Board of Directors. The hearing shall be conducted in private. The President shall designate a member to present the facts pertinent to the matter to the hearing panel. The subject member may be present and may present evidence relevant to the charges. The hearing panel shall deliberate in private and present its recommendations to the Board of Directors in writing.

Section 9. Dues Fees and Obligations

- (A) The Board of Directors shall, by resolution, determine the amount of annual dues. Special fees or assessments of the membership must be approved by the membership at a meeting called for that purpose.
- (B) The annual dues shall be due on the first day of July of each year. Members in arrears, whose financial commitments are not paid before September 1st, shall cease to be members in good standing.
- (C) Members who pay dues by special arrangement with the President and Treasurer shall be considered to be members in good standing so long as payments are current.
- (D) Members shall be billed according to the policies of the JCV.

Section 10. Children

Children under 21 years of age of Full members and of Seasonal members may participate in all appropriate JCV activities except the right to vote. If the activity has a fee, such children shall be charged the "member" fee.

ARTICLE IV Meetings of the Membership

Section 1. Regular Meetings

The regular meetings of the JCV will be held in January, March, and October at times selected by the Board of Directors. Written notice, which may include the use of email to members who have authorized receiving notice by email, of each meeting, citing date, time, and place shall be given to all members at least thirty (30) days in advance. The agenda for these meetings shall be established by the President with the assistance of the Board of Directors. Any suggestions for agenda items shall be forwarded to the Board of Directors for its consideration at least twenty (20) days prior to scheduled meetings.

Section 2. Annual Meeting

The regular meeting in March shall be known as the Annual Meeting and shall be for the purpose of elections, presentations of reports, and for any other business that may properly come before the membership.

Section 3. Special Meetings

A special meeting may be called by the President or the Board of Directors or by not less than twenty (20%) percent of the voting members of the JCV. Notice of a special meeting shall be given in writing to all members, which may include the use of email to members who have authorized receiving notice by email, and shall include the purpose, time, date, and place of meeting. Except in those cases of emergency, notice shall be given at least five (5), but not more than thirty (30), days before the meeting.

Section 4. Notices

Publication by electronic means, such as email or posting on the JCV website, to the extent permitted by Florida statute and/or regulation, shall be deemed to satisfy notice requirements. All documents required to be provided to members may be provided by electronic means to the extent permitted by Florida statutes and/or regulation.

Section 5. Place of Meeting

Unless otherwise designated by the Board of Directors, the place of all meetings shall be the Jewish Congregation of Venice, 600 North Auburn Road, Venice, Florida, 34292. If the Board of Directors determines that it is not possible to conduct a regular, annual, or special meeting of the membership in person, such meeting may be held by remote communication, to the extent permitted by Florida statute and/or regulation. The Board of Directors shall establish procedures to assure such meetings provide members with a full opportunity to participate and vote. A record of those participating and voting shall be maintained.

Section 6. Quorum

Fifteen (15%) percent of the voting members of the JCV shall constitute a quorum. If a quorum is not present at any meeting of the membership, the President may adjourn the meeting to another designated time.

ARTICLE V Officers and Directors

Section I. Officers and Directors

(A) Officers:

- President
- First Vice President
- Second Vice President
- Secretary
- Treasurer
- Immediate Past President

(B) Directors:

- Six Directors, each elected to chair one of the following Standing Committees
 - Adult Learning
 - House and Grounds
 - Membership
 - Ritual
 - Fundraising
 - Communications
- An At-Large Director (elected by the membership from those members who have not previously served on the Board of Directors). The At-Large Director shall perform such duties as shall be assigned by the President with the understanding that the position is intended to provide Board experience to a member who may be interested in seeking a future position of leadership within the JCV.
- The President of the JCV Sisterhood

(C) All Officers and Directors, except for the President of the JCV Sisterhood, shall be elected by the membership. All Officers and Directors shall be Full Members of the JCV, as that term is defined in Article III, Section 2. (A) of these Bylaws, and shall be in good standing.

Section 2. Terms of Office

- (A) The term of office for President, First Vice President, Second Vice President, Secretary and Treasurer shall be two years. These officers may succeed themselves in office for two additional terms if elected or appointed. The Secretary and Treasurer may succeed themselves in office for an additional term (a fourth term) if elected or appointed. Officers may not further succeed themselves in their respective office until at least one (1) year after the expiration of his or her term. The term of the immediate Past President shall be coterminous with the term of the President.
- (B) Except as provided in Section 2. (C), the term of office for Directors shall be three (3) years. A member may succeed to Directorship for two additional 3-year terms if elected or appointed. Directors may not further succeed themselves until at least one (1) year after the expiration of his or her term.
- (C) The term of office for **the At-Large Director** shall be two years. An At-Large Director who fills a vacant term may be elected to an additional term.
- (D) Each Officer and Director shall continue to hold office until his or her successor has been duly elected or appointed.
- (E) Any Officer or Director who ceases to be a member in good standing of the JCV shall automatically cease to be an Officer or Director.
- (F) **The terms of office of the President, Treasurer, and First Vice President shall expire in even numbered years and the terms of office of the Second Vice President and Secretary shall expire in odd numbered years.**

Section 3. Nominations

The Nominating Committee shall consist of a chair appointed by the President. Six members, not more than two (2) of whom shall be members of the Board of Directors shall be elected by the membership at the regular meeting held in October. All persons elected shall be by a majority of the members voting. When nominated, persons shall be identified as Board members or non-Board members.

It shall be the duty of the Nominating Committee to nominate candidates for the offices to be filled at the Annual Meeting. The Nominating Committee shall report at the regular membership meeting in January and written notice of the slate of candidates shall be sent to all members prior to the January membership meeting. Additional nominations from the floor shall

be accepted at the January membership meeting only, unless vacancies in the slate occur between the January and Annual Meetings. In that event, the Nominating Committee shall recommend substitute nominations at the Annual Meeting. Additional nominations from the floor may then be accepted for these vacancies only. The officers shall be elected at the Annual Meeting to serve for the prescribed terms or until their successors are elected. Their terms of office shall begin at the close of the Annual Meeting. If the election of officers cannot be held at the Annual Meeting, such election shall be held as soon thereafter as is possible.

Section 4. Vacancies

The Board of Directors shall fill any vacancy occurring among the Officers and Directors as soon as possible. The term of such appointment shall be for the unexpired duration of the term. Persons appointed by the Board of Directors to fill vacancies shall be eligible for election to any office, including any office to which a person is appointed, for the full term thereof.

Section 5. Resignation

Any Officer or Director may resign from office at any time. Such resignation is to be in writing and delivered to the Board of Directors. Such resignation shall be effective on the date it is delivered to the Board of Directors, unless the written resignation contains a later effective date, in which case the resignation shall be effective on that date.

Section 6. Co-Presidents

The Nominating Committee may nominate and the membership may elect, and if a vacancy occurs, the Board of Directors may appoint as President, Co-Presidents. Each Co-President shall exercise all of the powers and duties of the office of President in the manner he or she shall deem appropriate.

Section 7. Removal

(A) Any Officer or Director may be removed from office for cause as indicated in Article III Section 7, determined by a majority vote at a special meeting of the membership called for that purpose or by a vote of 75% of the entire Board of Directors.

(B) If the Board of Directors determines by majority vote that an Officer or Director has become incapacitated by reason of illness or infirmity, that person may be removed from office by majority vote of the members at a special meeting called for that purpose or by a vote of 75% of the entire

Board of Directors.

(C) Officers or Directors who miss three (3) consecutive Board meetings without adequate reason may be removed by majority vote of the entire Board of Directors. The Secretary shall notify such Officer or Director of this rule after two (2) such absences.

Section 8. Duties of Officers

(A) The President, or Co-Presidents, shall be the principal executive officer(s) of the corporation and in general:

- 1) Shall supervise and direct all of the business and affairs of the corporation.
- 2) Shall preside at all meetings of the membership and of the Board of Directors.
- 3) May sign, along with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation.
- 4) Shall appoint members to ad hoc committees as necessary.
- 5) Shall perform all other duties as may be prescribed by the Board of Directors.
- 6) Shall appoint Trustees to the JCV Endowment Fund in accordance with the Declaration of Trust of the Endowment Fund, with approval of a majority of the Board of Directors.

(B) The First Vice President shall, in the absence of the President or in the event of the President's inability to act, perform the duties of the President. When so acting, the First Vice President shall have all the powers of and be subject to all the restrictions of the office. The First Vice President shall chair the Human Resources Committee and shall be assigned liaison responsibilities to non-standing committees and ad hoc committees as determined by the President. The First Vice President shall perform such other duties as may be assigned by the President or the Board of Directors.

(C) The Second Vice President shall, in the absence of the President and the First Vice President, perform the duties of the President. When so acting, the Second Vice President shall have the powers of and be subject to all the restrictions of the office. The Second Vice President shall be assigned liaison responsibilities to non-standing committees and ad hoc committees as determined by the President and shall perform such other duties as may be assigned by the President or the Board of Directors.

(D) The Secretary shall keep the minutes of the meetings of the membership and of the Board of Directors; see that notices are duly given in accordance with the provisions of these Bylaws or as required by law and be custodian of the corporate records. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors.

(E) The Treasurer shall:

- 1) Have charge and custody of and be responsible for all funds and securities of the JCV, except those collected by the Memorial Park Committee.
- 2) Receive, and give receipts for, monies due and payable to the JCV from any source whatsoever, except those collected by the Memorial Park Committee.
- 3) Deposit all such monies in the name of the JCV in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
- 4) Keep records of dues accounts of each member and:
 - a. Send statements to all members owing dues
 - b. Keep accurate and complete records of the receipts and expenditures of the JCV
 - c. Prepare a financial report at least four (4) times per year reflecting the status of the JCV's assets, accounts and liabilities
 - d. Prepare an annual report to be presented to the membership at the annual meeting
 - e. Perform all such duties incident to the office of Treasurer and such other duties as may be assigned by the President or the Board of Directors. The Treasurer shall be the chair of the Budget Committee.
 - f. Obtain a bond for the faithful discharge of the duties.

ARTICLE VI The Board of Directors

Section 1. Composition

The Officers of the JCV and the Directors shall constitute the Board of Directors. The Parliamentarian, as established by Article X, Section 1, shall be a non-voting member of the Board of Directors.

Section 2. Meetings

Unless otherwise ordered by the Board of Directors, regular meetings of the Board of Directors shall be held at a specified time each month as established by the Board. A quorum to conduct business shall be 51% of Board members. Special meetings may be called on two days' notice by the President or upon written request of five (5) Board members. Any such call or request may include the use of email to Board members who have authorized receiving notice by email. Each Board member shall be notified of the date, time, place and purpose of the special meeting.

All meetings of the Board of Directors shall be open to all members of the JCV. The Board of Directors may go into executive session to deal with matters solely affecting corporate personnel or employees and other matters deemed to be confidential by a majority of the Board members present at such session.

Prior to any regular or special meeting of the Board of Directors, an agenda shall be published by email to Board members and shall be posted on the JCV website. The agenda shall include, at a minimum, notice of whether the meeting is a regular or special meeting and, to the extent possible, a draft of motions and/or resolutions to be voted on at the meeting.

Section 3. Duties and Responsibilities

The Board of Directors shall:

- (A) Manage all the affairs of the JCV not specifically reserved by these Bylaws to particular Officers or the general membership. The Board of Directors shall have general supervision of the affairs of the JCV, but shall be subject to the directives of the membership. None of its acts shall conflict with the Bylaws or Articles of Incorporation.
- (B) Prepare and submit to the membership an annual report and a financial statement at the March membership meeting. The Board of Directors shall approve a budget at its February meeting and provide

it to the membership for its information. The Board of Directors shall authorize the expenditure of all sums in the approved budget.

(C) Notwithstanding Board of Director approval, any expenditure over Five Thousand (\$ 5,000) Dollars shall require written quotations from at least two qualified independent sources, if available.

- 1) In the event of a major emergency involving a threat to life or serious damage to the JCV property so immediate as to preclude calling a meeting of the membership, the Board of Directors shall have the power to authorize expenditures in excess of Twenty Thousand (\$20,000) Dollars, but not in excess of Fifty Thousand (\$50,000) Dollars. Such expenditures shall require a two-thirds (2/3) vote of at least five (5) members present and voting at a special or regular meeting of the Board of Directors. This action by the Board of Directors shall be reported to the membership at the next general meeting or a special meeting called for that purpose.
- 2) Authorize the sale or lease of JCV owned land, buildings, or religious objects valued over One Thousand (\$1,000) Dollars only after the approval of two-thirds (2/3) of the members of the JCV present and voting at a meeting of the membership called for that purpose.
- 3) At its discretion, approve the sale or lease of the JCV's property, other than that which is listed above, valued at less than Five Thousand (\$5,000) Dollars.

(D) Select the Officer(s) or agent(s) empowered to sign checks, drafts, or orders for the payment of debts properly assumed by the JCV. All such persons thus empowered shall be bonded. Checks for items not in the approved budget and amounts in excess of \$5,000 shall be signed by two authorized signers.

(E) Approve the acceptance of contributions, gifts, bequests and similar offerings, other than those made to general or existing designated funds.

Section 4. Attendance by Electronic Means

Directors may attend all Board of Directors meetings by any means of communication, provided all Directors participating can simultaneously hear each other during the meeting. A Director participating in the meeting by the above means is deemed to be present in person at the meeting.

Section 5. Consent in Lieu of Meeting

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing, which may include sending an email with the typed signature of the member, and such writings are filed with the minutes of the proceedings of the Board of Directors.

Section 6. Waiver of Notice

Whenever any written notice is required by statute, Articles of Incorporation, or the Bylaws, a waiver in writing signed by the person entitled to such notice, which may include an email, whether before or after the time stated therein, shall be deemed the equivalent to giving of such notice. Neither the business to be transacted at nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE VII Committees

Section 1. Standing Committees

Each Committee shall submit a proposed budget to the Treasurer by December 1. The Budget and Finance Committee shall review all proposed budgets and advise the respective Committees by December 15 if their requested budget will be included in the JCV proposed budget, or if their proposal should be modified or reduced due to duplication of requests amongst Committees or insufficient funds for total requests. Committees shall resubmit budgets to the Budget Committee by January 15 for inclusion in the JCV Budget to be submitted to the Board of Directors by February 1.

(A) Budget and Finance

The Budget and Finance Committee shall be chaired by the Treasurer and shall have an additional three or more members appointed by the President in consultation with the Treasurer. It shall be a goal, but not a requirement, that the additional members not be members of the Board of Directors. The Committee shall:

- Prepare an annual budget
- Prepare any budget amendments needed throughout the year
- Prepare at least quarterly financial statements

- Retain a public accountant to prepare an annual audited financial statement
- Oversee establishment of and review statements for all banking and credit card accounts in the name of the JCV and/or its Officers and Directors
- Create a calendar for and review of all budgets for Committees
- Oversee budget and financial statements as required for any subgroup or committee using the JCV non-profit status for its activities, such as the Men's Club, the Sisterhood and the Memorial Park
- Oversee all solicitation for and purchase of insurance for JCV property and liability
- Approve or disapprove all expenditures from Designated Funds to ensure compliance with the Designated Fund's requirements
- Report and make recommendations to the Board of Directors as to the financial status and needs of the JCV on an ongoing basis

(B) Adult Learning

This committee shall be responsible for the design and production of adult education programs subject to the approval of the Board of Directors.

(C) House and Grounds

This committee shall have general charge of the maintenance and upkeep of the buildings and grounds of the organization, and shall, when necessary, enter into maintenance contracts. It shall obtain and present to the Board of Directors, for approval, estimates for any improvements to organizational property.

(D) Membership

This committee shall be responsible for strengthening the membership base through retention of present members and recruiting new members.

(E) Ritual

This committee shall be in charge of all religious activities and services of the JCV. It shall formulate rules and regulations for all such services, subject to the approval of the Board of Directors. It shall offer advice and guidance to the Rabbi, Cantor, or officiating person at services of the JCV regarding the character and makeup of the various services.

Committee members shall also provide information and training for JCV

congregants who want to learn the various tasks associated with services.

(F) Fundraising

This committee shall present to the Board of Directors, for its approval, specific fundraising activities and then be responsible for implementing them.

(G) Human Resources

This committee shall consist of the First Vice President as Chair, the Second Vice President, Treasurer, and two additional members appointed by the President. An Officer, Board Member, and/or chairperson of a committee associated with the activity of an employee may be tasked by the First Vice President to attend a Human Resources Committee meeting. The Committee shall:

- 1) Recommend to the Board of Directors and monitor policies to ensure that the JCV is following all laws, regulations and best practices relating to JCV employees.
- 2) Set up procedures to facilitate the hire of new employees, including the hire of a Rabbi and/or a Cantor, interview prospective employees, including a Rabbi and a Cantor, and make recommendations to the Board of Directors regarding those prospective employees.
- 3) Meet with and evaluate, in writing, the Rabbi, Cantor, and all other employees on the following schedule: regarding an initial hire, including a Rabbi and/or Cantor, after six months and then every year thereafter.
- 4) Report its activities to the Board of Directors within a reasonable time after they occur, and all reports to the Board of Directors involving employees and/or prospective employees shall be confidential.

(H) Communications

This committee shall have responsibility for supervision of both internal communication within the JCV membership and external communication with the larger Jewish community and the general public, except for advertising for the Food Festival and other fundraising events. It shall oversee:

- (1) weekly and special newsletters;
- (2) the JCV website;
- (3) print and social media; and

(4) liaison with the Jewish Federation of Sarasota-Manatee.

In addition, the committee shall recommend information technology policy and purchases to the Technology Committee.

Section 2. Non-standing Committees

(A) Bylaws

The Parliamentarian shall be the chair of this committee. The chair shall select the members of the committee with the approval of the President. This committee shall be responsible for presenting all suggestions for amendments to these Bylaws in proper format to the Board of Directors.

(B) Children's and Family Learning

This committee shall be responsible for the development and execution of the Family Learning program.

(C) Memorial Park

This committee shall have the responsibility for arranging the adequate layout, care and upkeep of the Memorial Park of the JCV; for collecting fees for gravesites; for maintaining an up-to-date and accurate set of maps and records of the cemetery; and for setting up and implementing a set of rules and procedures for the Memorial Park.

The Committee shall maintain separate financial accounts and records from the congregational accounts. Checks written shall require signatures of **two** Memorial Park Committee members.

The JCV Treasurer shall be entitled to review the financial accounts and all other records of the Memorial Park Committee and to require any changes to the Memorial Park Committee books, records, and accounts as the JCV Treasurer deems necessary.

The Memorial Park accounts and records shall be reviewed at the same time the congregational accounts are reviewed. This review shall be accomplished by the same firm hired to review the congregational accounts.

The operating rules and procedures of the Memorial Park Committee and any proposed changes to such rules and regulations shall be presented to the Board of Directors for approval.

(D) Nominating (See Article V Section 3.)

(E) Technology

This committee shall be responsible for approving purchases for all audio, visual, computers and peripherals, network equipment and services, and software for the JCV.

This committee shall work with all other committees as necessary to ensure that all their technology requirements are satisfied in a manner that is cost efficient and consistent with the JCV mission. This committee is charged with ensuring that all purchases will work with other equipment if necessary.

The Technology Committee is also responsible for providing a list of approved maintenance contractors for all the JCV equipment.

Examples of items under the purview of this committee include:

- Financial collection, payment, and bookkeeping hardware and software
- All databases hardware and software
- Network hardware and maintenance
- Internal and external electronic communication hardware and software
- All computers, peripherals, and software within the JCV
- Phone systems and, if applicable, purchase of JCV phones for use by officers and staff
- Electronic security systems including building access and protection, monitoring systems, and collection and storage of data relative to those systems in conjunction with the Safety and Security Committee
- Other technology items as might be identified in the future

(F) Safety and Security

This committee shall be responsible for all physical safety and security within the JCV and its premises and shall make recommendations to the Board of Directors for further action on all safety and security matters. The Committee shall be responsible for assuring that the building and grounds are free from physical hazards and report any issues to the Board of Directors for their action. In the event of an accident or injury, this committee shall keep appropriate documentation.

This committee shall also propose and execute training on safety and security for JCV members.

(G) Events and Social

This committee shall be available to plan, organize and staff events as needed, except the Food Festival, at the JCV, in coordination with the sponsoring committee, if any. Events will be designed to promote bonding, friendship, and identification within the JCV and, as appropriate, the greater Jewish and general community.

Section 3. Appointment

The President shall appoint the chair of all committees except those for which a Director has been elected to chair or is otherwise provided for in these Bylaws.

Section 4. Other Committees and Adjunct Groups

The President shall create or dissolve such other committees necessary to carry on the work of the JCV. The President shall be, ex officio, a member of all committees except the Nominating Committee and the Human Resources Committee.

For any committee or adjunct group such as the JCV Sisterhood and the JCV Men's Club that utilizes the JCV tax identification number and/or bank accounts, credit cards, or other financial assets, liabilities, or identifications, the Treasurer shall be entitled to review the financial accounts and all other records of such group and to require any changes to the group's books, records, and accounts as the Treasurer deems necessary.

ARTICLE VIII Activism

No part of the activities of the JCV shall be to carry on propaganda, or otherwise attempt to influence legislation, or participate in or intervene in (including the publication or distributions of statements) any political campaign on behalf of any candidate for public office.

No member or employee, other than the clergy and members of the Board of Directors, shall represent the JCV in any external activity without the prior approval of the President.

ARTICLE IX Indemnification

No member of the Board of Directors shall be held personally liable for the debts, liabilities or obligations of the JCV, nor for any loss or damage resulting from the exercise of a member's judgment or discretion exercised in good faith and in accordance with the Articles of Incorporation or these Bylaws.

ARTICLE X Parliamentary Authority

Section 1. Parliamentarian

There shall be a Parliamentarian appointed by the President, whose duties shall be:

- (A) To attend all regular and special meetings of the Board of Directors and membership and, when requested, give advice to the Chair or to any other member.
- (B) To call to the attention of the Chair any errors in the proceedings that may affect the rights of any members and/or the adherence to the rules governing the JCV.
- (C) To chair the Bylaws Committee.

Section 2. Governing Rules

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the JCV in all cases to which they are applicable and in which they are not inconsistent with the Florida Statutes, Articles of Incorporation, these Bylaws, or any special rules of order the JCV may adopt.

ARTICLE XI Amendments to Bylaws and or Articles of Incorporation

Section 1. Procedure

These Bylaws may be amended at any regular or special meeting of the membership by two-thirds (2/3) vote of those present and voting, provided the amendment has been proposed in the following sequence:

- (A) Any member in good standing may submit a Bylaws change, in writing, to the Bylaws Committee.
- (B) The proposed change must be submitted by the Bylaws Committee to the Board of Directors, in writing, in the proper form, for approval.
- (C) If the proposed change is disapproved by the Board of Directors, the originating member may submit his/her proposal to the general membership at a membership meeting, provided that the proposal is accompanied with a petition signed by a minimum of five (5%) percent of the total membership.
- (D) The proposed change must be provided to each member no less than

fifteen (15) days prior to the date of the meeting of the membership at which it will be considered for adoption.

Section 2. Periodic Review of Bylaws

In addition to the procedure set forth in Section 1 of this Article, amendment of these Bylaws may be initiated by a periodic review of the Bylaws undertaken by the Bylaws Committee every three years, unless initiated sooner by the President. The procedures set out in subsection (B), (C), and (D) of Section 1 shall apply to amendments proposed by the Bylaws Committee after such review.

Section 3. Approved Amendments

After approval by the membership, copies of any amendments to the Bylaws shall be provided to each member within sixty (60) days.

Section 4. Amending the Articles of Incorporation

Any proposed amendment to the Bylaws which conflicts with the Articles of Incorporation, and where Florida Statute prohibits amendment of the Articles, will not be considered. Where conflict exists, but may be resolved by amending the Articles, such amendment to the Articles of Incorporation shall be considered simultaneously with the amendment to the Bylaws.

THE END.