

UPPER VALLEY JEWISH COMMUNITY

The Roth Center at Dartmouth College
Hanover, NH



Manual for the Board of Trustees

Mission

The Upper Valley Jewish Community (UVJC) is a welcoming, egalitarian congregation providing Jewish spiritual, educational, social and cultural opportunities to the Upper Connecticut River Valley.

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Updated: Nov 5, 2016

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MEETING CALENDAR

Board of Trustees and Executive Committee
November 2016 - October 2017

Wednesday, November 2, 2016 **Board of Trustees**

Wednesday, December 7, 2016 Executive Committee

Wednesday, January 4, 2017 **Board of Trustees**

Wednesday, February 1, 2017 Executive Committee

Wednesday, March 1, 2017 **Board of Trustees**

Sunday, March 5, 2016 **Board Retreat**

Wednesday, April 5, 2017 Executive Committee

Wednesday, April 12, 2017 **Budget Meeting**

Wednesday, May 3, 2017 **Board of Trustees**

Sunday, June 4, 2017	Annual Meeting, 6pm
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Wednesday, June 7, 2017 Executive Committee

Wednesday, July 5, 2017 **Board of Trustees**

Wednesday, August 2, 2017 Executive Committee

Wednesday, September 6, 2017 **Board of Trustees**

Wednesday, October 4, 2017 Executive Committee

Wednesday, November 1, 2017 **Board of Trustees**

- ✓ Meetings are at 7PM unless otherwise noted.
- ✓ Erev RH is Wed, Sept 20, 2017; Erev YK is Fri Sept 29, 2017.

ROSTER

Board of Trustees 2016-2017

Executive

	<u>Role</u>	<u>Year Elected</u>	<u>Email</u>
1. Rusty Sachs	President		
2. Laura Rosenthal	Vice-President		
3. Jeff Lubell	Vice President		
4. Rob Shumsky	Vice-President		
5. Bill Brown	Treasurer		
6. Sue Berg	Secretary		
7. Deborah Kaplan	Past President		

Members at Large

8. Debbe Callaghan
9. Thomas Cochran
10. Felixa Eskey
11. Gloria Finkelstein
12. Matthew Henken
13. Robyn Jacobs
14. Rachel Kleinbaum
15. Lynn Schwartz
16. Stephen Woloshin

Ex Officio

17. Rabbi Boraz edward.s.boraz@dartmouth.edu

Staff

Carol Clarke UVJC Office Administrator & School Registrar	office@uvjc.org 603-646-0460
Madeline Cooper Education Director	madeline.cooper2016@gmail.com 603-646-3887
Claudia Palmer Administrative Assistant to Rabbi Boraz	claudia.palmer@dartmouth.edu 603-646-0410

CODE OF CONDUCT

The following Code of Conduct is set forth to ensure board member actions are commensurate with a community dedicated to Jewish values and ethics.

All Members of the Board of Trustees shall agree to the following:

Personal Integrity:

- Strive to meet the highest standards of performance, quality service, and achievement in their work as a board member
- Communicate honestly and openly
- Promote a professional working environment where honesty, timely follow-up, courtesy, and open communication prevail
- Prepare for meetings and arrive to meetings promptly, and meet the attendance expectations set forth in the by-laws
- Exhibit respect and fairness toward all those with whom they come in contact
- Listen, seek to understand, and make comfortable those who make contact with the board member for any purpose
- Refrain from any abusive, harassing, or discriminatory conduct to any employee, member, or guest of the UVJC.

Accountability:

- Promote good stewardship of UVJC resources
- Observe and comply with all laws and regulations affecting the UVJC
- Comply with UVJC policies
- Respect UVJC property and do not misuse, or damage it.

Confidentiality:

- Ensure that no confidential, privileged, or nonpublic information is disclosed or disseminated inappropriately.

Conflicts of Interest:

Avoid any activity or outside interest which conflicts or appears to conflict with the best interests of the UVJC, including involvement with a current or potential UVJC vendor, unless disclosed to and deemed appropriate by the UVJC Board of Trustees.

An actual or potential conflict of interest occurs when a board member is in a position to influence a UVJC decision that might result in personal gain for that board member or for a relative. For the purposes of this policy, a relative is any person related by blood or marriage, or whose relationship with the employee is similar to that of persons related by blood or marriage.

No presumption of impropriety is created by the mere existence of a relationship with outside firms. If a board member has any influence on transactions involving purchases, contracts, or leases, it is imperative that it be disclosed to the Board of Trustees as soon as possible to determine the existence of an actual or potential conflict of interest so that safeguards can be established to protect all parties.

Personal gain may result not only in cases where a Board Member or relative has significant ownership interest in a firm with which the UVJC does business, but also when a Board Member or relative receives a kickback, payment, bribe, substantial gift, or special consideration as a result of any transaction or business dealings involving the UVJC.

Board Members may not sell or receive any income or material gain of any kind -- whether in the form of money, rebate, gift, gratuity or entertainment and regardless of value- from individuals outside the UVJC for UVJC materials or services produced or rendered while a member of the Board of Trustees.

Breaches of the Code of Conduct:

Any alleged breaches of this Code should be disclosed to the President and Board of Trustees for investigation leading to a prompt and fair resolution. The Board of Trustees will make a decision to either dismiss the allegation, or impose an appropriate sanction. Upon receipt of notice of the alleged violation, the Board shall provide the person alleged to have committed the breach an explanation of the nature of the complaint and shall conduct an investigation regarding the alleged breach within 14 days. After its investigation, the Board shall make a decision and impose an appropriate sanction if necessary based upon the circumstances. Sanctions may include a request to step down from the Board of Trustees.

As a member of the Board of Trustees of the Upper Valley Jewish Community, I agree to abide by this Code of Conduct

Board Member Name (print)

Board Member Signature

Date

Code of Conduct Approved by the Board of Trustees May 5, 2015.

UVJC BOARD HALACHA

Meetings

1. Meetings of the Board and of the Executive Committee will follow a schedule established at the year's first meeting.
2. Meetings are scheduled for 7 pm, with 15 minutes for schmoozing; the call to order is at 7:15. Latecomers will not be indulged with a recap of what occurred in their absence.
3. Quorum for the full board is EIGHT. Quorum for the Exec Committee is FOUR. Please inform the secretary and president promptly of any expected absence.
4. Business discussion may take place in the absence of a quorum, but binding policy decisions are not permitted.
5. Robert's Rules of Order will frame all proceedings.
6. We avoid voting by email.
7. During meetings, please be present. Refrain from checking your phone for messages or doing other work during our meetings.
8. Agenda items take two forms: Reports, to which response is generally not required; and Action Items, which require both discussion and decision. Bear in mind the old Vermont adage: "never open your mouth unless you offer an improvement on silence."

Between Meetings

9. We encourage sharing thoughts by email; it truncates the time required at meetings. Please address emails regarding agenda items to both the president and VP [Rusty and Laura].
10. We like to triage agenda items before they come before the entire board.
11. Send all committee reports to both Rusty & Laura in advance of meetings.
12. Please read all board reports before meetings, to stem the need to use board time to cover background matters.
13. In the age of email overload, please do not send messages to the entire board unless they affect the entire board. Be circumspect in hitting REPLY ALL.

Committees

14. Most board business is to be conducted through committee. The board must trust, as well as assist, committees to perform their duties.

October 26, 2016

JOB DESCRIPTION

UVJC PRESIDENT OF THE BOARD OF TRUSTEES

Section 3: *President*. The president shall be the chief volunteer officer of the congregation and shall, when present, preside at all meetings. In the absence of a paid executive director, the president shall assume the responsibilities of executive director of the congregation as shall be specified by Board policy. The president shall, from time to time at his or her discretion, assign or re-assign the duties of the vice-presidents. The president shall perform such other duties and exercise such other powers as the Board of Trustees may from time to time designate.

General Responsibilities

To be the chief volunteer officer and to function as the chief executive officer of the UVJC; to preside over all meetings and operations of the Board of Trustees; to supervise operations of staff and volunteers; to serve as spokesperson for the Board. The President will be responsible to direct the Board of Trustees in strategic planning for the UVJC.

Specific Responsibilities

1. To preside at all meetings of the full Board of Directors.
2. To execute, in the absence of a paid executive director and according to Board policy, such duties and responsibilities as would normally be assigned to a chief executive officer.
3. To assign duties of the vice-presidents and to monitor their performance.
4. To appoint, with advice and consent of the executive committee, chairs and members of all committees, whether standing or *ad hoc*; to hold committee chairs responsible for completion of their assignments.
5. To serve, *ex officio*, on all committees of the Board.
6. To represent the congregation when speaking on behalf of the UVJC in various forums.
7. To appear, when necessary, on behalf of the UVJC in legal actions brought by it and against it.
8. To determine, with the executive committee, which issues shall be brought to the full Board, or to individual Board members.
9. To oversee governance of the UVJC including maintaining compliance with the by-laws.

Desired Leadership Qualifications and Skills

Strong leadership skills including: communication, motivation, and consensus building.

1. Management - capable of conducting good meetings, working with others.
2. Organization - can coordinate materials, draft and organize agendas with the executive

- director, start and end meetings on time, move along, and accomplish goals.
3. Communication - facilitates communication between board, UVJC staff and membership, represents organization's mission effectively in public.
 4. Decision-making - helps board by presenting information and discussing issues thoroughly.
 5. Problem-solving – addresses issues as they arise and facilitates resolution by consensus.
 6. Motivation - gets all members to speak up on important issues, encourages participation within and outside boardroom.
 7. Listening - listens to board member suggestions and comments; analyzes, coordinates and develops advice and recommendations.
 8. Commitment and responsiveness - believe in and support the mission of UVJC.
 9. Maintains a high level of accountability.
 10. Models appropriate Board behavior in relation to other volunteers and staff; encourages open debate from less assertive Board members; often withholds personal opinion to ensure open debate.
 11. Encourages good Board morale and constructive behavior.
 12. Commitment to spend the time necessary to carry out the position's responsibilities.

Approved May 5, 2015

JOB DESCRIPTION

UVJC VICE-PRESIDENTS OF THE BOARD OF TRUSTEES

Section 4: *Vice-presidents*: The vice-presidents shall assist the president, as assigned by the president, in carrying out the president's duties, both as chief volunteer and chief executive officer of the congregation. (See further POLICY: Job description of the vice-presidents.) One of the vice-presidents shall at all times be designated to preside at all meetings in the absence of the president, shall perform the duties of the president during the president's absence or inability to act, and shall perform such other powers as the Board of Trustees may from time to time designate.

General Responsibilities

To support the president in various specific and general ways to succeed as chief volunteer officer and chief executive officer of the UVJC; to assume full responsibility, under the president, for one or more major areas UVJC activity.

Shared Responsibilities of all Vice-Presidents

1. To serve on the executive committee of the Board of Directors.
2. To assist with orientation of new Board members.
3. To work closely as assistant, consultant and advisor to the president.
4. To carry out special projects as assigned by the president.
5. Be available to perform the duties of the president in the absence of the president or if the president is unable to serve.
6. Be willing to learn the duties of the president.
7. Consider assuming the office of president at the conclusion of the president's term.

Desired Leadership Qualifications and Skills

(in addition to those required of all Members of the Board of Directors)

1. Management - capable of conducting good meetings, working with others.
2. Organization - can coordinate materials, draft and organize agendas with the executive director, start and end meetings on time, move along, and accomplish goals.
3. Commitment to spend the time necessary to carry out the position's responsibilities.

Approved May 5, 2015

JOB DESCRIPTION

UVJC TREASURER OF THE BOARD OF TRUSTEES

Section 5: *Treasurer*: The treasurer shall be the principal fiscal officer of the congregation. The treasurer shall, under the supervision of the Board of Trustees, oversee the management of the congregation's finances. The treasurer shall oversee adherence to financial policies and procedures enacted by the Board of Trustees and shall ensure that the Board of Trustees is provided with sufficient and comprehensible financial information, as it shall direct, including, at a minimum, up-to-date financial statements at every regular meeting.

General Responsibilities

To oversee, as the principal financial officer of the corporation, management of the congregation's finances.

Specific Responsibilities

1. To provide the Board of Trustees with sufficient and comprehensible financial information as it shall direct, including, at a minimum, up-to-date financial statements at every regular meeting.
2. To chair the UVJC finance and budget committee.
3. To serve on the executive committee of the board of directors.
4. To prepare together with the finance and budget committee, the UVJC's annual budget for review and adoption by the Board of Trustees.
5. To oversee management of the organization's finances in adherence with financial policies and procedures adopted by the Board of Trustees and in accordance with generally accepted accounting principles.
6. To ensure fulfillment of the finance and budget committee's audit responsibilities of the finance committee.
7. Maintain non-profit status and records.
8. Oversee process for bank signatories.

Qualifications/Skills

(In addition to those required of all Members of the Board of Directors)

1. Ability to understand general accounting and financial reporting.
2. Commitment to spend the time necessary to carry out the position's responsibilities.
3. Ability to interpret the meaning of financial statements to lay persons serving on the Board of Trustees.

Approved May 5, 2015

JOB DESCRIPTION

UVJC SECRETARY OF THE BOARD OF TRUSTEES

Section 6: Secretary. The secretary shall serve as secretary of the membership and of the Board of Trustees. The secretary shall keep, or cause to be kept, accurate records, in books provided for that purpose, of all the proceedings at meetings of the trustees and membership, shall see that notices of meetings are properly issued, and shall see that the policies and procedures manual of the congregation is kept up to date.

General Responsibilities

To maintain records for the Board of Trustees.

Specific Duties

1. To see that notices of Board of Trustee meetings are properly issued.
2. To attend all Board of Trustee and Executive Board of Trustee Meetings and to keep and maintain meeting minutes.
3. To assist the President in keeping track of agenda items and assisting with creation of the agenda as requested by the President.
4. To assist all members of the BOT with record keeping responsibilities.
5. To maintain all policy and procedure manuals and assure they are up to date.

Qualifications/Skills

1. Ability and willingness to attend all board meetings.
2. Ability and willingness to document, maintain, and distribute meeting minutes in a timely manner.
3. Commitment to maintain records for the Board of Trustees and to assist other board members with record keeping as requested.

Approved May 5, 2015

JOB DESCRIPTION

UVJC MEMBER OF THE BOARD OF TRUSTEES

Section 1: *Power and duties.* The Board of Trustees shall be the governing and deliberative body of the UVJC. It shall have the entire management of the business and affairs of the congregation and shall have and exercise all the powers possessed by the congregation itself so far as such delegation of authority is not inconsistent with the laws of the State of New Hampshire, with the articles of agreement, or with these bylaws. The Board of Trustees shall have the power to hire and fire all professional staff and other employees and to fix their duties and compensation unless this power shall otherwise be delegated specifically. The Board of Trustees' power to authorize expenditures outside the budget adopted annually by the congregation shall be limited by policy.

General Responsibilities

To participate in the management, governance, and deliberation in all matters regarding the Upper Valley Jewish Community.

Specific Responsibilities

1. Agree to the length of term as outlined in the bylaws.
2. Prepare by reading pre-meeting materials, attend on time, and participate in scheduled meetings of the Board of Trustees. Agree to notify President if unable to attend a meeting.
3. Be willing to serve on standing committees and ad-hoc committees in order to do move the community forward and complete its mission either by volunteering or at the request of the President.
4. Commit to spend the time necessary to carry out the position's responsibilities.
5. Agree to, and sign the Board's Code of Conduct.

Desired Leadership Qualifications and Skills

1. A commitment to Jewish Life in the Upper Valley.
2. Skills to help round out the needs of the Board of Trustees as a voluntary board overseeing the Upper Valley Jewish Community.

Approved May 5, 2015

THE UPPER VALLEY JEWISH COMMUNITY AMENDED AND RESTATED BY-LAWS

June 5, 2016

ARTICLE I: NAME

This congregation shall be known as the Upper Valley Jewish Community, Inc.

The Upper Valley Jewish Community is an egalitarian, non-affiliated Jewish congregation.

ARTICLE II: PURPOSES

Our purpose is to establish and strengthen a vibrant Jewish presence in the Upper Valley. We maintain a close relationship with Dartmouth College and Dartmouth Hillel.

The UVJC honors the principles of Torah by striving to accomplish the following:

1. Provide space and resources for Jewish worship, education, culture, and social activities for all members;
2. Provide for ecumenical rabbinical leadership for our congregation;
3. Welcome members of different Jewish observance levels through religious, education, cultural, and social programming;
4. Provide a full range of opportunities for lifelong Jewish learning, including a religious school and a range of programs for adult and family education;
5. Recognize the importance of the Land of Israel to the Jewish people and maintain our connection to the Jewish homeland;
6. Engage with members of other faith congregations in the Upper Valley, expressing our Jewish values through our commitment to building community;
7. Develop and foster volunteerism, leadership, and financial support from within our congregation;
8. Foster spiritual well-being in the modern world through joy and pride in our heritage, Torah, and Jewish values.

ARTICLE III: STATEMENT OF GOVERNANCE VALUES

Governance and decision-making will be guided by the following principles:

1. *Transparency.* Members are welcome and encouraged to attend all meetings of the Board and its components except as specified in these bylaws and as may be voted from time to time by the Board or its components.
2. *Communication.* All members should have adequate and timely access to information about business conducted by the Board.
3. *Deliberation.* Decisions shall be made in a timely, respectful, and thoughtful manner.

4. *Inclusion.* Because the UVJC strives to represent the spectrum of Jewish thought, values and practices, a wide range of opinion and perspectives shall be included in conducting the business of the congregation.
5. *Leadership.* Board members are responsible for educating and leading the congregation. When making decisions in the best interests of the congregation, Board members endeavor to balance their own judgment and the range of views of the membership.

ARTICLE IV: MEMBERSHIP

Section 1: *Membership.* Any Jewish person or any person seeking to be associated with those upholding Jewish faith, culture or values, may elect to become a member of the Upper Valley Jewish Community. The minimum age for membership is eighteen (18) years old.

Section 2: *Dues and good standing.*

- a. Members shall pay such annual dues, assessments, and other fees as shall be recommended by the Board of Trustees and approved by the membership from time to time.
- b. A member in good standing shall be a member who is current with all dues, assessments, and other fees. No one shall be denied membership for reasons of financial hardship.
- c. In all cases in these bylaws, the word “member” shall be construed to mean “member in good standing.”

Section 3: *Types of membership.* The Board of Trustees shall establish various forms of membership according to policy it shall adopt from time to time. There shall be at least two types of membership including the following: single adult (one person over the age of 18 with no children), and household (two adults with or without children, or, one adult with one or more children).

Section 4: *Voting by the membership.*

- a. Each adult member shall have one (1) vote with a maximum of two (2) votes per household.
- b. Ten (10) percent of the members or twenty-five (25) members, whichever is fewer, shall constitute a quorum at meetings of the membership.
- c. Unless otherwise specified by these bylaws, votes shall be decided by a simple majority of those present at a legally constituted meeting at which a legal quorum is established.
- d. Absentee balloting is permitted on specifically worded, warned, and unamended questions providing that sealed ballots are received by the secretary prior to the beginning of the meeting at which the question is taken up.

Section 5: *Eligibility.* In all cases where questions arise regarding eligibility for membership, the Board of Trustees shall make the final determination, guided by the rabbi.

Section 6: *Rights and privileges.* All members shall have rights and privileges as defined by the Board of Trustees. (See further policy: Membership.)

ARTICLE V: BOARD OF TRUSTEES

Section 1: *Power and duties.* The Board of Trustees shall be the governing and deliberative body of the UVJC. It shall have the entire management of the business and affairs of the congregation and shall have and exercise all the powers possessed by the congregation itself so far as such delegation of authority is

not inconsistent with the laws of the State of New Hampshire, with the articles of agreement, or with these bylaws. The Board of Trustees shall have the power to hire and fire all professional staff and other employees and to fix their duties and compensation unless this power shall otherwise be delegated specifically. The Board of Trustees' power to authorize expenditures outside the budget adopted annually by the congregation shall be limited by policy. (See further policy: Finances.)

Section 2: *Composition*. The Board of Trustees shall consist of no fewer than nine (9) nor more than fifteen (15) persons including officers. Board members and officers shall be elected by the membership at its annual meeting according to these bylaws and procedures adopted by the Board of Trustees. The president, with approval of a majority of the full membership of the Board of Trustees, may appoint individuals to fill vacancies in unexpired Board of Trustee terms during the course of the year.

Section 3: *Terms*. The term of office for Board of Trustees members shall begin on November 1 following the annual meeting at which they are elected, and shall be for three (3) years. Terms shall be staggered so that approximately one-third of the members' terms expire each year. Each trustee may serve no more than two (2) complete and consecutive three-year (3-year) terms. In no case shall a trustee serve more than eight (8) consecutive years. Any member of the Board of Trustees who shall be absent from three (3) consecutive regular meetings without notifying the secretary of the Board or the secretary's designee may be considered to have resigned from the Board.

Section 4: *Regular meetings*. The Board of Trustees shall meet regularly at such times and places as the Board may from time to time determine, and if so determined, no notice thereof need be given.

Section 5: *Special meetings*. Special meetings of the Board of Trustees shall be held at any time or place whenever called by the secretary upon request of the president, or whenever called by the secretary upon request in writing by a majority of the Board of Trustees. Written notice of special meetings must be delivered- a reliable form of communication, at least 3 days in advance. Effort will be made to assure every BOT member has been made aware of the special meeting. Any special meeting of the Board of Trustees may be held without such notice providing that all the trustees are present, or if those not present have waived notice thereof. Business conducted at such special meetings shall be confined to the specific purpose or purposes stated in the notice of the meeting, and reasonably incident thereto.

Section 6: *Quorum and voting*. A quorum shall be necessary to conduct business. If the number of trustees is even, a quorum shall be one-half the number of trustees plus one; if the number of trustees is odd, a quorum shall be one-half the number of trustees plus one-half. Decisions of the Board of Trustees shall be by majority vote unless otherwise specified.

Section 7: *Behavior*. Members of the Board of Trustees, as the lay leaders of the congregation, should individually and collectively set an example to the membership through active participation in the life and activities of the congregation. In order to be a Board of Trustees member, an individual must be a member in good standing.

Section 8: *Removal*. The president, with approval of a majority of the full membership of the Board of Trustees, may remove any member from the Board.

ARTICLE VI: MEETINGS OF THE MEMBERSHIP

Section 1: *Annual meeting*. The membership shall meet annually between April 1 and June 30 for the purpose of electing members and officers of the Board of Trustees, approving a budget for the ensuing year, and conducting such other business as shall have been determined by the Board of Trustees and

warned to every member by email or first-class mail, according to the member's wishes, at least fourteen (14) days prior. In the event there are no contested positions, the nominating committee's slate of members and officers may be adopted in a single vote.

Section 2: *Special meetings.* Special meetings of the membership shall be held at any time or place whenever called by the secretary upon request of the president, or whenever called by the secretary upon request in writing by a majority of the Board of Trustees, or by petition of twenty-five percent (25%) or more of the members in good standing. Written notice of special meetings shall be sent to every member on the current UVJC email address list at least three (3) days in advance of such meeting. In addition, notice shall be delivered by hand or sent by first-class mail to the address on file with the congregation for every member who opts to receive meeting notices by mail. Business conducted at such special meetings shall be confined to the specific purpose or purposes stated in the notice of the meeting, and reasonably incident thereto.

Section 3: *Quorum and voting.*

- a. A quorum shall be necessary to conduct business. A quorum shall be ten percent (10%) of the members or twenty-five (25) members, whichever is fewer.
- b. Questions shall be decided by a majority of those voting unless otherwise specified.
- c. Absentee balloting is permitted on specifically worded, warned and unamended questions, provided that sealed ballots are received by the secretary prior to commencement of the meeting.

ARTICLE VII: OFFICERS

Section 1: *Composition.* The officers of the UVJC shall be a president, no more than four (4) vice-presidents, a secretary, a treasurer and the immediate past president, *ex officio*, and such other officers as the membership may determine and elect from time to time. All officers shall be members of the Board of Trustees. There shall be a written description of the duties and responsibilities for each officer.

Section 2: *Election.* The officers of the UVJC shall be elected at the annual meeting according to these bylaws and procedures adopted by the Board of Trustees.

Section 3: *President.* The president shall be the chief volunteer officer of the congregation and shall, when present, preside at all meetings. In the absence of a paid executive director, the president shall assume the responsibilities of executive director of the congregation as shall be specified by Board policy. The president shall, from time to time at his or her discretion, assign or re-assign the duties of the vice-presidents. The president shall perform such other duties and exercise such other powers as the Board of Trustees may from time to time designate.

Section 4: *Vice-presidents.* The vice-presidents shall assist the president, as assigned by the president, in carrying out the president's duties as chief volunteer officer and executive director of the congregation. One of the vice-presidents shall at all times be designated to preside at meetings in the absence of the president, shall perform the duties of the president during the president's absence or inability to act, and shall perform such other powers as the Board of Trustees may from time to time designate.

Section 5: *Treasurer.* The treasurer shall be the principal fiscal officer of the congregation. The treasurer shall, under the supervision of the Board of Trustees, oversee the management of the congregation's finances. The treasurer shall oversee adherence to financial policies and procedures enacted by the Board of Trustees and shall ensure that the Board of Trustees is provided with sufficient and comprehensible

financial information as it shall direct, including, at a minimum, up-to-date financial statements at every regular meeting. The treasurer shall see that all state, federal, and any other tax forms are filed as required in a timely manner.

Section 6: *Secretary*. The secretary shall serve as secretary of the membership and of the Board of Trustees. The secretary shall keep, or cause to be kept, accurate records, in books provided for that purpose, of all the proceedings at meetings of the trustees and membership, shall see that notices of meetings are properly issued, and shall see that the policies and procedures manual of the congregation is kept up to date.

Section 7: *Execution of documents*. All written contracts and conveyances of real and personal property made by the congregation shall be executed by the president and any one (1) other officer of the congregation, unless the Board of Trustees shall by vote specifically to authorize the execution of a specific contract or conveyance by a specific officer or officers of the congregation.

All checks, drafts, bills of exchange or orders for the payment of money shall be executed by such staff, officer or officers of the congregation as the Board of Trustees shall designate. All notes, debentures, or other promises to pay money shall be executed by the treasurer, an assistant treasurer (if any) and any one of the officers designated by the Board of Trustees. (See further policy: Financial dealings.)

Section 8: *Term of office*. The term of office for officers of the UVJC shall begin on November 1 following the annual meeting at which they are elected and shall be for one (1) year. The president, with approval of a majority of the full membership of the Board of Trustees, may appoint individuals to fill offices which may become vacant during the course of the year. No person shall serve more than three (3) consecutive years in any one office.

Section 9: *Removal*. The president, with approval of a majority of the full membership of the Board of Trustees, may remove from office any officer or agent elected or appointed by the Board. Any officer can be removed with the approval of a majority of the full membership of the Board.

ARTICLE VIII: EXECUTIVE COMMITTEE

Section 1: *Composition*. The executive committee shall be constituted at each annual meeting of the membership. It shall consist of the president, vice-presidents, secretary, treasurer, and immediate past president.

Section 2: *Quorum*. A quorum shall be necessary to conduct business. If the number of executive committee members is even, a quorum shall be one-half the number of executive committee members plus one; if the number of executive committee members is odd, a quorum shall be one-half the number of executive committee members plus one-half. Decisions of the executive committee shall be by majority vote unless otherwise specified.

Section 3: *Meetings*. The committee will meet in the interim between meetings of the Board of Trustees. Meetings shall be open to all members.

Section 4: *Duties*. The executive committee may act for the full Board of Trustees when urgency to resolve an issue takes precedence over waiting for the next meeting of the Board of Trustees. It shall prepare the agenda for meetings of the Board of Trustees. It shall have such other duties as may, from time to time, be assigned by the full Board of Trustees.

Section 5: *Minutes*. Minutes of executive committee proceedings shall be circulated in a timely fashion to all members of the Board of Trustees, but no later than prior to the Trustees' subsequent meeting.

ARTICLE IX: NOMINATIONS

Section 1: *Nominating Committee*. A nominating committee shall nominate members of the community to serve as members of the Board of Trustees and shall nominate officers from among members of the Board of Trustees according to policy and procedure adopted by the Board of Trustees. Deliberations of the nominating committee shall be confidential.

Section 2: *Membership of the committee*. The nominating committee shall consist of five (5) members as follows:

- a. The immediate past UVJC president shall serve *ex officio* as chair of the nominating committee. If the immediate past president is not available, the current president, with advice of the Board of Trustees, shall appoint the chair.
- b. Four (4) additional members, two (2) of whom must be members of the Board of Trustees and two (2) of whom must be UVJC members who are not members of the Board of Trustees, shall be appointed by the chair of the nominating committee with advice and consent of the president.
- c. No member of the nominating committee may be nominated to the presidency.

Section 3: *Nominating process*. The nominating process shall consist of a nominating committee and nominations by petition as follows:

- a. Nominating committee
 1. The committee shall solicit recommendations from the congregation.
 2. The committee shall consult with the current president and the rabbi.
 3. Each year in advance of the annual meeting, the committee shall present a slate of candidates to serve as members of the Board of Trustees.
 4. Each year in advance of the annual meeting, the committee shall present a slate of members of the Board of Trustees to serve in the following capacities: president, vice-presidents, secretary, and treasurer.
 5. The committee shall propose its slates of candidates in writing to the Board of Trustees no later than thirty (30) days in advance of the date of the congregation's annual meeting. The Board of Trustees shall vote to adopt slates of candidates as submitted or revised by the Board of Trustees no later than fourteen (14) days in advance of the date of the congregation's annual meeting.
 6. The Board of Trustees shall propose its slates of candidates in writing to the congregation no later than fourteen (14) days in advance of the date of the congregation's annual meeting. The Board's slates plus any nominations received by petition shall be voted at the annual meeting.

ARTICLE X: MANAGING CONGREGATIONAL FUNCTIONS

Section 1: *Definition*. Essential functions of the UVJC include, but are not limited to, education, finance and budget, religious affairs, personnel, membership, fundraising, and the cemetery.

Section 2: *Management forms*. Functions shall be managed by the president, standing committees, a vice president, or an *ad hoc* committee or other entity.

- a. The president serves as executive director of the congregation in addition to serving as its chief volunteer officer. The president leads members of the Board of Trustees individually and collectively. The president or the president's designee, with consultation of the rabbi and assistance of the vice-presidents, supervises all paid staff. (See further: Article XII, Rabbi.)
- b. Standing committees fulfill the most basic and crucial functions of the community, and are therefore continuous, though their membership rotates.
 1. Standing committees include Education, Finance and Budget, and Religious Affairs.
 2. Standing committees shall have at least one (1) member appointed, except as otherwise specified.
 3. The president, with advice of the executive committee, shall appoint committee chairs who shall be members in good standing.
 4. The president, with the advice of committee chairs, shall appoint members of all committees. Committee chairs, with approval of the president, may, from time to time, invite non-members to assist with the committee's work.
 5. The president is a member *ex officio* of every committee, including standing committees, unless otherwise specified in these bylaws.
 6. Committees shall report their activities to the Board of Trustees at least annually and more often at the discretion of the BOT.
- c. The president may assign a function to a vice-president. The vice-president will be responsible to report regularly to the president with regard to the function. The vice-president, with advice and consent of the president, may work with either or both paid staff and other members of the congregation to accomplish management of the function. Examples of such functions may include but are not limited to, personnel, membership, fundraising and the cemetery.
- d. The president, from time to time with advice and consent of the Board of Trustees, may recognize other critical functions and assign responsibility to an *ad hoc* committee, or to other individuals or entities. *Ad hoc* committees are established to accomplish a specific charge within a specific period of time.

Section 3: Duties of standing committees.

- a. The Education Committee shall oversee the community's commitment to lifelong education, including the UVJC School, its b'nai-mitzvah and post-b'nai-mitzvah programs, and its adult education efforts. Its mission shall be twofold: (1) to support and advise the Educational Director (or equivalent) in matters related to the UVJC school; and (2) form, coordinate and oversee subcommittees (long term and ad-hoc) to meet the educational interests and needs of the Community, both adult and youth. It shall consist of up to seven members, including a member of the Board of Trustees. The Rabbi and Education Director shall be members *ex officio* of the Education Committee.
- b. The Finance and Budget Committee shall be comprised of a minimum of three members, one (1) of whom shall be the treasurer who shall serve as chair. The committee shall oversee financial policies adopted by the Board of Trustees. The committee will review monthly, quarterly, and annual financial reports, presenting them in a manner prescribed by the Board of Trustees. The committee shall see that an annual independent review of the UVJC's books is performed, the results of which shall be presented to the Board of Trustees. Any auditor shall be chosen by the Board of Trustees. The Finance and Budget Committee shall prepare

the UVJC's annual budget for adoption by the Board of Trustees. The Finance and Budget Committee shall oversee the UVJC's investments as guided by policies adopted by the Board of Trustees, and shall report quarterly on investments to the Board of Trustees.

- c. The Religious Affairs Committee (Ruach) shall, in cooperation with Dartmouth Hillel when applicable, plan and support religious services and practices as well as encourage and support religious observances in the home. The committee shall oversee religious affairs policies adopted by the Board of Trustees. The rabbi shall be a member *ex officio* of the Religious Affairs Committee.

ARTICLE XI: JOINT PLANNING AND BUILDING COMMITTEE

Section 1: *Purpose.* While they are tenants of the Roth Center for Jewish Life at Dartmouth, the UVJC and Dartmouth Hillel are enjoined by the Foundation for Jewish Life at Dartmouth to manage jointly issues which arise as a result of their shared use of the building. Dartmouth Hillel and the UVJC shall be represented equally in the composition of the JPBC.

Section 2: *Election of UVJC members.* Each year at the first meeting following the UVJC's annual meeting, the Board of Trustees shall elect by simple majority the requisite number of representatives based on a mutually-agreed upon number with Dartmouth Hillel to serve two-year terms on the JPBC. The president, with approval of a majority of the full membership of the Board of Trustees, may appoint individuals to fill vacancies in an unexpired UVJC JPBC term. The president shall serve, *ex officio*, as one of the representatives. The other representatives shall be members of the congregation, who may or may not be members of the Board of Trustees, and shall serve staggered two (2) year terms.

Section 3: *Authority limited.* Decisions of the JPBC may be nullified-ratified by the Board of Trustees.

ARTICLE XII: RABBI

Section 1: *General.* The rabbi is engaged by the congregation to provide ecumenical rabbinical leadership.

Section 2: *Responsibilities.* The rabbi will carry out responsibilities in six broad categories: religious life, education, counseling, administration, community relations, and life-long learning as specified in the rabbi's job description and employment contract. (See further job description: rabbi of the UVJC.)

Section 3: *Governance participation.* The rabbi shall be a member, *ex officio*, of all UVJC standing committees. The rabbi shall attend meetings of the Education and Religious Affairs committees and the Board of Trustees. The rabbi may be a member, *ex officio* without vote, of the Board of Trustees.

Section 4: *Hiring, tenure, and dismissal of a rabbi.* The Board of Trustees shall seek, engage, review, and may terminate a rabbi according to policy it shall, from time to time, establish. Upon approval of a majority of the full Board of Trustees, a single candidate for rabbi together with the terms of the rabbi's proposed contract shall be presented to the members at the annual meeting or a special meeting called for the purpose. A three-fifths (3/5) majority of the votes cast shall be required for approval of a candidate for rabbi. A rabbi may be dismissed by vote of a majority of the full Board of Trustees, subject to ratification by a majority of the members present at the annual meeting or a special meeting called for the purpose. This process will take into consideration any agreements which may be made with Dartmouth College concerning provision of rabbinical support. (See further policy: Contracting with the rabbi.)

Section 5: *Membership in the congregation.* The rabbi and members of the rabbi's household shall be considered members of the congregation and shall be exempt from payment of any dues or assessments.

ARTICLE XIII: STAFF

The Board of Trustees in consultation with the rabbi may, from time to time, create or eliminate staff positions permanently or temporarily. Each position shall have a job description which outlines expectations and supervision.

ARTICLE XIV: PRINCIPAL OFFICE

The principal office of this congregation shall be located in the town of Hanover, County of Grafton, State of New Hampshire.

ARTICLE XV: REAL ESTATE

No real estate transactions of any kind may be executed by staff or Board members without explicit approval of the Board of Trustees and membership as specified by policy. (See further policy: Real Estate.)

ARTICLE XVI: FISCAL YEAR

The fiscal year shall begin on September 1 and end on August 31.

ARTICLE XVII: STATEMENT ON CONFLICT OF INTEREST

Section 1: *Duty to Disclose and Clarification of Membership.* Any possible conflict of interest on the part of any member or proposed member of the Board, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue or transaction before the Board. No paid staff member shall be permitted to serve as a trustee. Any possible conflict of interest on the part of any member of the Board of Trustees shall be disclosed to the other members of the Board and made a matter of record through an annual procedure and also when the interest involves a specific Board consideration.

Section 2: *Voting Requirements.* Where the transaction involved exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds (2/3) vote of the Board of Trustees approving the transaction is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds (2/3) vote approving the transaction and publication of a legal notice in the required newspaper is required, together with written notice to the Director of Charitable Trusts, Attorney General's Office. The minutes of the meeting shall reflect that a disclosure was made, that the interested trustee and all other trustees with a pecuniary transaction with the UVJC during the fiscal year were absent during both the discussion, and the actual vote itself. The affected trustee may answer any questions asked by the other directors before withdrawing from the meeting. No Board member shall vote on issues representing a possible conflict of interest and such member(s) shall not be counted in determining the quorum for the vote being considered.

When doubt arises as to the potential conflict of interest situation, the elected Board, excluding those possibly in conflict, shall decide whether the potential for conflict exists.

Section 3: *Construction.* The foregoing policy shall be not construed as preventing a Board member from providing expertise or opinion when such information may be helpful to the Board in making its decision. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

Section 4: *Notification and signature.* Every member of the Board will be advised of this policy upon entering upon the duties of his or her office, and shall sign this statement acknowledging agreement to this policy.

Section 5: *Other statutory requirements.* The Board will comply with all requirements of New Hampshire laws dealing with pecuniary benefit transactions (RSA 7: 19, II and 292: 6-a) and all such laws are incorporated in full into and made a part of these bylaws. These requirements include, but are not limited to, (i) absolute prohibition on any loans to any director or officer; and (ii) prohibition of any sale or lease (for a term greater than five years) or conveyance of real estate from an officer, director, or trustee without the prior approval of the probate court. These requirements extend to both direct and indirect financial interests, as defined in RSA 7:19, II and 292: 6-a.

ARTICLE XVIII: DISSOLUTION

Upon dissolution of the corporation, the Board of Trustees, after paying or making provision for the payment of all liabilities of the congregation, shall distribute the remaining assets to such Jewish organization or Jewish organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or any amendments thereof, as the Board of Trustees shall determine. Any assets not so disposed of shall be disposed of by a court of appropriate jurisdiction, to such organization or organizations, as said Court shall determine.

ARTICLE XIX: RULES OF ORDER

The Board of Trustees shall conduct all meetings of the Board and the membership according to policy it shall adopt from time to time.

ARTICLE XX: AMENDMENTS

Amendments to the by-laws must be presented in writing and shall be initiated either by the Board of Trustees or by at least fifteen (15) percent of the members, and shall be filed with the secretary. Such amendments may be acted on at any annual membership meeting or at any special meeting of the membership called for that purpose. Copies of the proposed amendments shall be mailed to each member along with the notice of the meeting at least fourteen (14) days prior thereto. An affirmative vote of two-thirds of the votes cast shall be necessary to adopt any amendment.

Amended by vote of annual meeting June 6, 2016.

MEMBERSHIP INQUIRY & FOLLOW UP

- ❖ Designated board members will rotate monthly, and will be responsible for follow-up that may occur when their month is up.
- ❖ An assignment calendar for the year will be given to the Admin Assistant after the November board meeting when calendars are set.
- ❖ An update of pending and new memberships will be given at each Board of Trustee Meeting.

1. Family/individual makes an inquiry regarding membership at the UVJC ~ has questions about membership but not requesting membership application:

- Admin Assistant will notify the designated board member of the inquiry and will provide contact information and any additional information
- The designated Board Member will contact the individual/family in within a day or so.

2. Family/individual makes an inquiry regarding membership at the UVJC and requested a membership application:

- Admin Assistant will send a membership application packet:
 - ✓ Application
 - ✓ Dues structure
 - ✓ Brochure
 - ✓ Send 2 most recent copies of the *Connection*
 - ✓ And future information specific to groups within the UVJC TBD
- Admin Assistant will notify the designated board member that a packet has been sent. Admin Assistant will provide contact information and any information learned
- The designated Board Member will contact the individual/family approximately two weeks to introduce him or herself and answer any questions they may have and describe what the UVJC has to offer.

3. When an individual/family joins the UVJC

- The Admin Assistant will send a welcome packet:
 - ✓ Welcome letter signed by the UVJC President
 - ✓ A copy of the membership information records
 - ✓ UVJC Membership Directory
- The Admin Assistant will notify the designated Board member and the Board Member will call to welcome the new member. The Assistant will also notify the Rabbi, the President and Treasurer.

4. If the family/individual has not joined within 4-6 weeks, a follow-up call will be made by the board member to see if any further information can be shared by either party.

5. UVJC BOT Script for Potential New Members

- Introduce yourself and let them know you are following up on the membership information that was sent.
- Ask if they have any questions or concerns about what they were sent
- If they have concerns, address them.
 - E.g: cost of membership: counter with the deeply discounted first year. Let them know that if finances are an issue, they can speak to the Treasurer. You may emphasize all that we have to offer.
 - our children have so many other activities: emphasize our flexibility with the school. Talk about the online learning center where kids can continue to work on their Hebrew even if they miss class. If they have concerns on how this will affect the b'nai mitzvah, let them know that each b'nai mitzvah is different and the goal is for the child to have a positive experience. Rabbi and Maggie will make it work for the child.
 - I am not sure there will be services that I am comfortable with: talk about our desire to meet the needs of many different types of observance. Talk about the Ruach Committee and the work they are doing to provide a variety of services that will appeal to different constituencies. For an example talk about the different services on the High Holidays
- Provide them with your contact info if any other questions or concerns arise. Let them know that they would be most welcome to be part of our community

6. Joined UVJC

- Follow-up with a welcome call. Re-introduce yourself if you have spoken before/introduce yourself
- This call is to welcome you. Do you have any questions at this point?
- Ask about the participation survey...how do you see yourself participating here at the UVJC? If they have a specific interest, offer to put them in touch with the person who can help or mention ongoing activities that might help address this.

BUDGET

UPPER VALLEY JEWISH COMMUNITY							
5777 Budget Summary							
	Actual	Actual	Actual	Actual	Actual	YTD thru	Proposed
	9/10-8/11	9/11-8/12	9/12-8/13	9/13-8/14	9/14-8/15	19-May-16	Budget
	5771	5772	5773	5774	5775	5776	5777
INCOME							
Dues	\$165,569	\$187,727	\$191,328	\$203,858	\$185,186	\$168,599	\$185,000
School Tuition and Fees	29,989	35,356	33,745	31,679	19,115	22,305	22,000
Unrestricted Donations	87,953	66,903	60,553	62,534	65,201	42,099	65,000
Other-Sales/Dinner/Pgms	3,489	2,427	21,143	15,629	17,412	10,153	15,000
TOTAL INCOME	\$287,000	\$292,413	\$306,769	\$313,700	\$286,914	\$243,156	\$287,000
EXPENSES							
Employment -UVJC	\$231,813	\$182,731	\$192,349	\$208,325	\$208,082	\$113,485	\$210,000
Operations - UVJC	32,207	30,901	37,265	36,824	37,096	26,196	36,000
Expenses related to Income	15,938	18,196	23,809	23,412	28,098	21,812	24,000
Chair Refurbishment							
Employment - School	18,411	16,313	19,830	22,672	18,470	13,195	18,000
Operations - School	8,920	11,498	13,683	24,843	14,188	6,110	10,000
TOTAL EXPENSES	\$307,289	\$259,639	\$286,936	\$316,076	\$305,934	\$180,798	\$298,000
INVESTMENT INCOME	\$1,880	\$1,853	\$1,139	\$1,033	\$1,031	\$589	\$1,000
Net Gain or Loss	\$(18,409)	\$34,627	\$20,972	\$(1,343)	\$(17,989)	\$62,947	\$(10,000)
<hr/>							
Total Membership	208	209	203	193	196	192	
Family Members & Couples	144	143	139	135	126	128	
School Children	75	83	79	67	53	55	