

BY-LAWS OF THE NATIONAL HAVURAH COORDINATING COMMITTEE, INC.

(Adopted 04-03-2011)

ARTICLE I  
NAME

This corporation shall be known as the National Havurah Coordinating Committee, Inc. It is a Religious Corporations Law corporation organized pursuant to the New York Religious Corporations Law (N.Y. RCO. LAW), and it has and may exercise all powers as a not-for-profit corporation as provided by N.Y. RCO. LAW § 2-b and New York law.

ARTICLE II  
PURPOSE

The purposes for which the Corporation is formed are exclusively for charitable, religious, and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and include:

1. To maintain a network of diverse individuals and communities dedicated to grassroots Jewish living and learning, community building, and tikkun olam (repairing the world).
2. To provide educational tools and resources to grassroots Jewish communities and individuals building these communities.
3. To organize periodic institutes for Jewish education and religion.
4. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized and allowed pursuant to the New York Religious Corporations Law to the extent such activities are allowable under Section 501(c)(3) of the United States Internal Revenue Code, or applicable provision of any subsequent law.

ARTICLE III  
LOCATION

The location of the office shall be established by action of the Board of Trustees. The Board may change the location or add new locations as necessary.

ARTICLE IV  
NO MEMBERS

Section 1. The Corporation shall not have members.

Section 2. The payment of any fees identified as dues does not convey voting membership in the Corporation.

ARTICLE V  
BOARD OF TRUSTEES

Section 1. General Powers. The property, affairs, activities and concerns of the Corporation shall be vested in the Board of Trustees (the "Board"). The Board may exercise all the powers of the Corporation and do all such lawful acts and things as are not prohibited by statute, by the Certificate of Incorporation, or by these By-Laws.

Section 2. Regular Meetings. Regular meetings of the Board shall be held at such places,

dates, and times as may be fixed by the Board. Such meetings shall take place two times per calendar year at a minimum, and at intervals never to exceed six months.

Section 3. Election Meeting. The election of Trustees (Board members), Advisory Board Members, and Officers shall be held at a special meeting of the Board held between May and September of each year. Elected Trustees and Officers will be notified of their election in a timely manner and will begin their terms at the first regular meeting of the Board of Trustees after October 1 of each year.

Section 4. Special Meetings. Special meetings of the Board may be called at any time upon request of the Chair or Co-Chair of the Board or by at least one-fifth of the Trustees, made in writing and addressed to all Trustees. Special meetings shall be limited to items of business included in the written notice of the meeting. For all purposes under these Bylaws, “in writing” includes emails and facsimile transmissions. Special meetings may be conducted by telephone conference call.

Section 5. Number of Trustees and Term of Office. The Board of Trustees shall consist of not fewer than ten nor more than twenty-five (25) Trustees (Board members). Each Trustee shall serve for a period of two years. Trustees may be elected to serve on the Board for up to three consecutive two-year terms. If a term is interrupted because a Trustee serves as an Officer, the Trustee may complete the remaining year of his or her term after the term as Officer has ended. An individual who serves as a Trustee or Officer for a period of ten consecutive years must rotate off the Board of Trustees for a period of at least two years.

Section 6. Vacancies. The Trustees in office may, by a majority vote, fill any vacancy, and the Trustee(s) so appointed shall serve until the next regular election meeting at which Trustees are elected or until their successors shall have been elected and qualified.

Section 7. Removal. Any one or more of the Trustees may be removed, at any time, by a vote of two-thirds of the entire Board of Trustees for good cause. Good cause shall include, but not be limited to, actions against the interests of the organization, missing two (2) consecutive Board meetings without an excuse, and continual disruption of meetings despite warnings.

Section 8. Resignation. Any Trustee may resign at any time by delivering written notice of his/her resignation to the Chair or Co-Chair or Managing Director. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective is not specified, upon acceptance by the Board of Trustees. All such notices of resignation shall be filed with the records of the Corporation.

Section 9. Notice. Notice of regular meetings shall be given to Trustees at least thirty days prior to any such meeting. The Chair or Co-Chairs may revise the final agenda for a regular meeting up to three (3) days prior to the meeting. Additional changes to the agenda for a regular meeting may be made by the motion of any Officer or Trustee at any regular meeting. Three days notice of special meetings shall be given to each Trustee. Trustees may be notified of regular or special meetings by U.S. mail, overnight mail, electronic mail, fax, personal phone calls, or other forms of accepted written communication as appropriate. Any

such communication shall be directed to the last recorded U.S. or email address or specified fax or phone number of each Trustee.

Section 10. Waiver of Notification. Trustees may submit a statement to the Chair or Co-Chair requesting to waive their rights to be notified of any meetings of the Board of Trustees. All Trustees will receive notification of meetings except for those who have waived their rights to do so.

Section 11. Quorum. Fifty-one percent of the entire Board of Trustees and Officers shall constitute a quorum. Trustees and Officers who are present by speaker phone or other electronic communication will be considered as present and counting toward a quorum. Such Trustees and Officers may vote on issues raised for only those parts of the meeting for which they are present. If a quorum shall not be present at any meeting of the Board of Trustees, a majority of the Trustees present may adjourn the meeting to another time without notice other than the announcement at such meeting of the time and place of such meeting. Advisory Board members shall not be counted as part of a quorum. Past Chairs or Co-Chairs may attend and speak at any meeting in which they are in attendance. Past Chairs or Co-Chairs, with the exception of any Immediate-Past-Chair or Immediate-Past-Co-Chairs who remain officers of the Corporation under Article VII, Section 1 and Executive Committee members under Article VIII, Section 1, shall not be counted for the purpose of determining how many people constitute a quorum. Individuals not on the Board of Trustees may attend or speak at meetings of the Board of Trustees at the discretion or invitation of the Chair or Co-Chair, but such individuals shall not be counted for the purpose of determining a quorum.

Section 12. Action by Board of Trustees Without a Meeting. Any action required or permitted to be taken by the Board of Trustees or any committee thereof may be taken without a meeting if two-thirds of the Trustees or the committee consents in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board of Trustees or committee.

Section 13. Publication of List of Trustees and Advisory Board members. A list of Trustees and members of the Advisory Board shall be sent to the current Officers, Trustees, and members of the Advisory Board on or before the first Board of Trustees meeting of each year, or shall be listed on the website.

## ARTICLE VI ADVISORY BOARD

Section 1. General Powers. Members of the Advisory Board shall be invited to all meetings of the Board of Trustees, shall have the right to speak at Board of Trustees meetings, but shall not have the right to vote or otherwise act as Trustees. Advisory Board members shall be notified of the first meeting of each newly elected Board of Trustees after October 1 of each year as part of an annual letter to them when they renew their intent to be on the Advisory Board. Advisory Board members shall be contacted annually to ascertain their

interest in remaining on the Advisory Board. A person may not be on both the Advisory Board and the Board of Trustees at the same time.

Section 2. Election. Advisory Board Members shall be nominated and elected at the same time as Trustees as provided in Article V, Section 3.

Section 3. Term of Office. Each Advisory Board Member shall serve for a period of one year. There shall be no limit on the number of terms an Advisory Board Member may serve.

Section 4. Removal. Any one or more of the Advisory Board Members may be removed at any time by a vote of two thirds of the Board of Trustees.

Section 5. Resignation. Any Advisory Board Member may resign at any time by delivery of written notice to the Chair or Co-Chair or Managing Director, and such resignation shall take effect immediately.

## ARTICLE VII

### OFFICERS

Section 1. Powers and Duties. The officers of this Corporation shall consist of:

- a Chair or two Co-Chairs
- an Immediate-Past-Chair or Co-Chairs (until the election of a Chair-Elect or Co-Chairs-Elect)
- a Chair-Elect or Co-Chairs-Elect
- Vice-Chairs
- a Secretary
- a Treasurer.

The Board of Trustees may appoint an assistant to the Treasurer as required. The assistant to the treasurer will have the same responsibilities and access to financial data as the Treasurer, and will be a Trustee. The assistant to the Treasurer may attend but not vote at Executive Committee meetings, unless the Treasurer is absent.

Section 2. Chair or Co-Chairs. The Chair or Co-Chairs shall preside at all meetings of the Board of Trustees. S/he or they shall sign all documents in the name of the Corporation when authorized to do so by the Board of Trustees. S/he or they shall perform all other duties incidental to his/her or their office. The Chair or Co-Chairs and Treasurer, or other individuals designated by each of them in writing and approved by the majority of the Executive Committee, shall have the authority to sign checks on the organization's accounts.

Section 3. Chair-Elect or Co-Chairs-Elect. The Chair-Elect or Co-Chairs-Elect shall be elected prior to the expected end of the tenure of the current Chair or Co-Chairs. The Chair-Elect or Co-Chairs-Elect shall assist the Chair or Co-Chairs and shall perform the duties of

the Chair or Co-Chairs in the event of disability, resignation, or inability of the Chair or Co-Chairs to perform the duties of the position. The Chair-Elect or Co-Chairs-Elect will be nominated by the nominating committee for the position of Chair or Co-Chairs at the next scheduled election.

Section 4. Immediate Past Chair or Past Co-Chairs. The Immediate Past Chair or immediate past Co-Chairs remain(s) on the Board of Trustees as (an) officer(s) until the election of a Chair-Elect or Co-Chairs-Elect to assist the new chair or co-chairs, and can vote at any meeting at which s/he or they attend.

Section 5. Vice Chairs. Vice Chairs are responsible for a specific portfolio as designated by the Chair.

Section 6. Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and of all deeds, insurance policies and other valuable documents relating to its property and shall cause to be deposited the same in the name of the Corporation in such depositories as may be designated by the Board of Trustees.

Section 7. Secretary. The Secretary shall keep a record of all meetings of the Board of Trustees and shall attend to the distribution, archiving, posting and publication of all notices of such meetings and of nomination of candidates for election. In the absence of any contrary direction, s/he shall conduct all correspondence on behalf of the Board of Trustees. S/he shall have charge of all such books, records, and other papers as the Board of Trustees may direct.

Section 8. Vacancies in Offices. In the event of a vacancy caused by the death, resignation, or removal of an elected officer, the Board of Trustees shall fill the vacancy at its next meeting, regular or special. The person so chosen shall hold office until the next election meeting of the Board of Trustees.

Section 9. Compensation of Officers. No officer of this Corporation shall receive any compensation for his/her services. Reasonable expenses, including travel expenses, determined by the Board of Trustees, may be payable to any officer incurring such expenses in the performance of his/her official duties on behalf of the Corporation.

Section 10. Removal. Any person delegated by the Board of Trustees to act as an officer may have such delegation rescinded at any time, with or without cause, by a majority vote of the Trustees then in office at any meeting of the Board of Trustees.

Section 11. Term of Office. The Chair or Co-Chairs serve(s) a two-year term. All other officers serve for a period of one year.

## ARTICLE VIII

### COMMITTEES

Section 1. The Executive Committee. The Executive Committee shall consist of the officers. The Executive Committee shall have the power to make all decisions on behalf of the Board of Trustees between meetings of the Board of Trustees, except that the Executive Committee shall not rescind, modify, or authorize action contrary to any resolution of the Board of Trustees, authorize new expenditures in excess of 5% of the expenditures authorized in the annual budget for the current fiscal year, fill vacancies on the Board of Trustees, fix the compensation of any Officer or Trustee for serving as an Officer, on the Board of Trustees, or on any committee, or authorize any change in the bylaws. Minutes of Executive Committee meetings shall be maintained and made available to Trustees promptly after the occurrence of any such meeting.

Section 2. Creation of Committees. The Board of Trustees may authorize such committees as it deems necessary to promote the purposes and carry on the work of the Corporation. Committees shall be appointed by the Chair or Co-Chairs for such terms as the Chair or Co-Chairs shall determine, subject to the consent of the Board of Trustees. Committees may include persons who are not Officers or Trustees. Committees may take actions only as delegated by the Board of Trustees and must report to the Board of Trustees such actions at the subsequent meeting of the Board of Trustees. Minutes of Committee meetings shall be maintained and made available to Trustees. Committees may not change bylaws, elect or remove Officers or Trustees, or amend any resolution of the Board of Trustees. The Board of Trustees may limit or cease the activity of any committee at any time.

Section 3. Committee Chairs. The Chair or Co-Chairs shall appoint a Chair of each committee. The Chair of each committee shall report to the Chair or Co-Chairs. No major work shall be undertaken without the consent of the Board of Trustees.

Section 4. The Nominations Committee. The Nominations Committee shall be authorized by the Board of Trustees and appointed by the Chair or Co-Chairs with the approval of the Board of Trustees no less than ninety days before the election meeting of the Board of Trustees and Advisory Board. Its report shall be distributed to the Board of Trustees no fewer than 30 days prior to the special meeting of the Board of Trustees held to elect new Trustees.

## ARTICLE IX

### MANAGING DIRECTOR

Section 1. Selection. The Board of Trustees may hire or terminate, by majority vote, a Managing Director. Employment may be as an at-will employee, probationary employee, or

according to a contract approved by the Board of Trustees. Salary and benefits shall be approved by the Board of Trustees.

Section 2. Duties. The Managing Director shall have the primary responsibility for hiring, overseeing, and terminating other employees, assisting the Treasurer in preparing a budget for approval of the Board of Trustees on a timely annual basis, and carrying out the policies of the Board of Trustees. The Managing Director shall attend all Board meetings without vote, but shall be excused from any portion of a meeting relating to her or his employment or as otherwise determined by the Board of Trustees.

## ARTICLE X FINANCIAL TRANSACTIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 2. Contracts, Checks, Drafts, Bank Accounts, Etc. Except as otherwise required by statute, the Certificate of Incorporation, or these By-Laws, any contracts, loan agreements, checks, drafts, bank accounts or other instruments shall be executed in the name and on behalf of the Corporation by such officer or officers of the Corporation as the Board of Trustees may from time to time direct. All such commitments involving \$1000 or more shall require two signatories designated by the Board of Trustees for this purpose. Such authority may be general or confined to specific instances as the Board of Trustees may determine. Unless authorized by the Board of Trustees or expressly permitted by these By-Laws, no officer or agent or employee shall have any power or authority to bind the Corporation in any manner.

## ARTICLE XI. DUTIES; CONFLICTS OF INTEREST; COMPENSATION OF OFFICERS AND BOARD OF TRUSTEES

Section 1. Duty to act in the best interests of the Corporation. Officers and Trustees shall perform their duties in good faith, acting in a manner believed to be in the best interests of the Corporation, and with such care a reasonably prudent person would use under similar circumstance.

Section 2. No private inurement. The net income of the Corporation will be used to further its charitable, religious, and educational purposes. No part of the earnings, properties, or assets of this Corporation shall be used for the benefit of any Officer, Trustee, or any private person or individual.

Section 3. Officers and Board members are volunteers. Officers and Trustees serve as volunteers.

Section 4. Reimbursement for actual and necessary expenses. Officers and Trustees may be reimbursed for their actual and necessary expenses incurred on behalf of the Corporation. In order to receive compensation, Officers and Trustees must present written documentation of

the expenses and each payment must be approved by the Board of Trustees, with the Officer or Trustee requesting payment not participating in the vote.

Section 5. Conflict of interest. The Corporation will not enter into a contract or other transaction with one or more of its Trustees or officers, or and any other Corporation, firm, association or other entity in which one or more of its Trustees or officers are Board members, Trustees or officers, or have a substantial financial interest, unless the material facts as to such Trustee's or Officer's interest in such contract or transaction is disclosed in good faith to the Board of Trustees, and the Board of Trustees authorizes such contract or transaction by a majority vote without counting the vote or votes of such interested Trustee or Officer.

ARTICLE XII.  
INSURANCE; INDEMNIFICATION

The Board of Trustees may purchase insurance for its Trustees and Officers. The Board of Trustees also may provide indemnification to any person and the heirs, executors, and administrators of such person who is made or threatened to be made a party to any lawsuit, action, or proceeding by reason of serving as an Officer, Trustee, or agent of the Corporation, unless that Trustee or Officer or agent was liable for negligence or misconduct in the performance of his or her duties.

ARTICLE XIII.  
BOOKS AND RECORDS

The Corporation shall maintain correct and complete books and records of account. The Corporation's official records, including the Certificate of Incorporation, bylaws, financial reports, and minutes of meetings, shall be kept at its corporate office. These records shall be available for inspection by any of the Trustees, their agents or attorneys, or any other proper person, upon request during regular business hours.

ARTICLE XIV.  
FORCE AND EFFECT OF BY-LAWS

These bylaws are subject to the provisions of the New York Religious Corporations Law, applicable provisions of the New York Not-for-Profit Corporation Law, and the Certificate of Incorporation, as they may be amended. If any provision in these bylaws is inconsistent with a provision in the New York Religious Corporations Law, applicable provisions of the New York Not-for-Profit Corporation Law, or the Certificate of Incorporation, the provision in the New York Religious Corporations Law or the Certificate of Incorporation shall govern to the extent of such inconsistency, and the remaining provisions of the bylaws shall remain in full force and effect.

ARTICLE XV.  
AMENDMENT OF BY-LAWS

These by-laws may be amended or repealed and new by-laws may be made by the Board of Trustees by a two-thirds vote of those present and voting at any regular or special meeting, provided written notice of the proposed change(s) has been included in the notice of the meeting at which the Board is to vote on those change(s).

ARTICLE XVI.  
DISSOLUTION OF CORPORATION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

These Bylaws were adopted by the Board of Trustees this 3rd day of April, 2011.

/s/ Ceidlen Beller

Secretary