

SUGGESTED BYLAWS CHANGES FOR CONGREGATIONAL APPROVAL

March 22, 2015

History/Background

For the past four years, the size and function of board positions have been considered as part of the Strategic Planning process at JRC. The following Bylaws changes are being proposed to improve the effectiveness of JRC's Board of Directors.

Change 1

In the current governance structure, a person serves as JRC's President for two years and then serves as Immediate Past President for two years. While desirable, the current Bylaws do not state that the President must be currently serving on the board prior to his/her term as President. The congregation usually becomes aware of proposed Presidential candidates a month or so prior to the annual elections. For transparency and consistency of leadership, it is being suggested that an individual serve on the board for the year prior to becoming President. This change would create a new position of President Elect. The President Elect position would be for one year and then the individual would become President for two years. So as not to increase the length of service, the Immediate Past President position would be reduced from a two year term to a one year term. The President Elect and the Immediate Past President positions would be filled in alternate years. This change would begin in July 2016, as the current President, David Tabak, becomes the Immediate Past President. The Nominating Committee would begin looking for an Incoming President next year (FY 2016).

The President Elect position would serve as a primary resource to the President, assisting in the Board budgeting process, regularly meeting with all Vice Presidents to set and monitor goals, ensuring congregational communications through a variety of formats, and becoming familiar with the role of the President.

Change 2

With the creation of the President Elect position, it is necessary to alter the Bylaws to indicate who would fill the President's position if he/she were unable to complete the term of office. The change would specify the President Elect as the first person to fill this vacancy, (in years when this position is filled) and subsequently the Vice President of Administration. In alternate years when the Immediate Past President position is occupied and the President Elect position is not, the current mechanism for succession by the Vice President of Administration would remain in effect, and the same mechanism would hold in the event the President Elect is unable to complete his/her term.

Change 3

The current JRC Board consists of 12 officers, 12 members-at-large, and one youth member. At times in the past, the Nominating Committee has had difficulty filling all open Board positions. The Board has also heard from JRC Committees and Task Forces that it is often difficult to find members to serve, and that the nomination of active volunteers to the Board can have the unintended consequence of removing experienced volunteers from Committees and Task Forces. Research and best practices in the field of non-profit governance suggest that the optimum size of the board be 9-12 people. In addition, consultants from the Executive Service Corps (ESC), the Reconstructionist Rabbinic College (RRC), and the JRC Governance Task Force have also suggested that JRC consider reducing the size of its current Board. The recent Board survey showed that the majority (57%) of the responding Board members felt the Board was too large. The member-at-large position is often a place of Board entry for future Executive Committee Members (Vice President, Treasurer, Secretary, and President). The majority of respondents (57%) to the recent Board survey were not in favor of eliminating all the member-at-large positions. This change would reduce the number of member-at-large positions from 12 to six.

Change 4

This change would also serve to reduce the size of the Board. In the past 18 months, the Board has discussed the “sunsetting” of the Vice President of Operations position. Two committees (House and Landscaping) would move from the portfolio of the Vice President of Operations to the Vice President of Administration. The role of a key volunteer familiar with building issues and working with staff would remain as House Committee chair, without the additional governance obligations attendant to a Vice President position.

Change 5

The current Bylaws state a term limit for officers but not for members-at-large. This change would apply a similar criterion to the member-at-large position, a term limit of two consecutive 2-year terms of office. The following exception would help ensure that no more than four of the six members-at-large are new to the Board in any given year: the Nominating Committee could present a list of nominees such that one or more incumbent members-at-large could hold the position for a single additional year, but not more than five consecutive years.

Change 6

These changes reflect the names of the current standing committees at JRC.

On March 11, 2015, the JRC Board approved the following Bylaws changes to be presented to the congregation at a special meeting to be held on March 22, 2015.

The existing Bylaws can be found [here](#), and a comparison showing the proposed changes in the context of the full set of Bylaws is available below.

Motion

It is moved that the congregation accept the changes to the Bylaws to restructure the Presidency sequence for greater transparency and preparation, to eliminate the position of Vice President of Operations, to reduce the number of members-at-large from 12 to six, and to enact term limits for members-at-large. This motion presents changes to the wording of the JRC Bylaws, Articles IV, V, and VI.

(Note: The underlined words indicate additions to the bylaws. The strikethrough words indicate current wording to be deleted.)

ARTICLE I – NAME (No proposed changes)

ARTICLE II - OBJECT AND SCOPE (No proposed changes)

ARTICLE III – MEMBERSHIP (No proposed changes)

ARTICLE IV - OFFICERS

The officers of the Congregation shall consist of the President, President Elect, Immediate Past-President, Administration Vice-President, ~~Operations Vice-President~~, Education Vice-President, Tikkun Olam Vice-President, Ritual Practices Vice-President, Membership Vice-President, Financial Development Vice-President, Strategic Development Vice-President, Treasurer and Congregational Secretary.

Each of these Congregational officers shall have the responsibilities determined, from time to time, by the Congregation's Board of Directors.

All officers shall be selected by the membership of the Congregation at the annual meeting, for terms of office beginning on July 1st, the first day of the next fiscal year. Each officer, except the President Elect, President and Immediate Past President, shall be elected to office for one three-year term or until said officer's successor shall be elected. The term of the President ~~and Immediate Past President~~ shall be two years, provided, however, that if the President Elect becomes President due to a mid-term vacancy in the office of President, that individual may serve as President for more than two years, so long as his or her combined terms as President Elect and President do not exceed three years. At the end of the first year of the President's

term, the President Elect shall be elected to a one year term for the following year and shall succeed the President at the conclusion of the President's term. The Immediate Past President shall serve a one year term following his/her term as President. No officer shall serve more than two consecutive terms in any one office, equaling a total of six years, nor shall any person serve more than nine consecutive years as an officer or eleven consecutive years if said person is elected President. No person shall be elected to the office of President for consecutive terms. The position of Immediate Past President shall not be barred by the previous provision.

In the event of the death or permanent incapacity of the President, the ~~Administration Vice-President~~ Elect shall become President and serve in this capacity until the conclusion of the fiscal year or the next annual meeting occurring after the vacancy of the Presidency, whichever comes first. If the President Elect position is vacant at the time of the death or permanent incapacity of the President, then the Administration Vice President shall become President and serve in this capacity until the conclusion of the fiscal year or the next annual meeting occurring after the vacancy of the Presidency, whichever comes first. In the event of the death or permanent incapacity of the President Elect, the Administration Vice President shall become President Elect and shall serve in this capacity until the conclusion of the fiscal year or the next annual meeting occurring after the vacancy of the President Elect position, whichever comes first.

In the event any ~~other officer~~ position other than President, President Elect, or Immediate Past President, or any member-at-large position becomes vacant, the Board of Directors may select a replacement for the remaining term by majority vote at a regular meeting or at a special meeting called for that purpose.

ARTICLE V - THE BOARD OF DIRECTORS

The Board of Directors shall be composed of its officers and ~~12~~ six members-at-large, plus one "youth member," who shall be a high school student. Each member-at-large shall be elected for a two-year term, ~~except for any.~~ Any youth member who shall be elected for a single one-year term. No member-at-large shall serve more than two consecutive full terms, however, to help ensure that no more than four members-at-large are new to the board in any given year, the Nominating Committee may present a list of nominees in which one or more incumbent members-at-large is elected for an additional one-year term, provided that no member-at-large may hold that position for more than five consecutive years. All members-at-large and the youth member shall be elected by the membership of the Congregation at the annual meeting, for terms of office beginning on July 1st, the first day of the next fiscal year.

(No other changes to this section)

ARTICLE VI - COMMITTEES

The President and the Rabbi, if any, shall be *ex-officio* members of all committees, except the Nominating Committee.

There shall be standing committees of the Congregation, as established by the Board of Directors, which may include, without limitation, the following: Accessibility and Inclusion, Adult Education, ~~Art and Aesthetics, Communications,~~ Marketing and Information, Early Childhood, Finance, Financial Development, ~~h~~, Chesed Community, House, Landscaping, Leadership Development, ~~Long Range~~ Strategic Planning, Membership, Minyan, Nominating, Ritual Practices, Religious School, ~~and~~ Tikkun Olam and Israel Programming. The President may also appoint task forces as he or she deems appropriate and the Board may add or eliminate committees without amending these Bylaws.

(No other changes to this section)

ARTICLE VII – MEETINGS (No proposed changes)

ARTICLE VIII – AMENDMENTS (No proposed changes)

ARTICLE IX – SCHEDULE (No proposed changes)

ARTICLE X – COMPLIANCE WITH INTERNAL REVENUE CODE (No proposed changes)