

***BY-LAWS**

OF

JEWISH COMMUNITY COUNCIL OF GREATER CONEY ISLAND, INC.

ARTICLE I

NAME AND DEFINITIONS

1. The name of this Corporation is: **JEWISH COMMUNITY COUNCIL OF GREATER CONEY ISLAND, INC.** (the "Corporation").
2. The "Board" shall mean the Board of Directors of the Corporation.
3. The "Director" shall mean any individual member of the Board.

ARTICLE II

DIRECTORS

1. Election. The original Board is set forth in the Corporation's Certificate of Incorporation. Successors to those Directors whose terms of office shall be expiring shall be elected at an annual meeting by the majority of the Board then in office until the election and qualification of their respective successors, except as hereinafter otherwise provided for filling vacancies.
2. Number. The number of Directors of the Corporation shall be not less than three (3) nor more than thirty (30), but such number may be increased or decreased by amendment to these By-Laws, in the manner set forth in Article XIII hereof. When the number of Directors is so decreased by amendment adopted by the Board, each Director in office shall serve until his/her term expires, or until his/her resignation or removal as herein provided.
3. Vacancies. Any vacancy in the Board occurring during the year, including a vacancy created by an increase in the number of Directors made by the Board, may be filled for the unexpired portion of the term by the Directors then serving, although less than a quorum, by affirmative vote of the majority thereof. Any Director so elected by the Board shall hold office until the next succeeding Annual Meeting of the Board or until the election and qualification of his/her successor.
4. Annual Meetings. The Corporation shall hold its Annual Meeting in June of each year for the purpose of electing Directors. Immediately after each election, the newly elected Directors may meet forthwith for the purpose of organization, the election of officers,

* *Adopted by the Board of Directors of the Jewish Community Council of Greater Coney Island, Inc. on January 31st, 2007*

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and the transaction of other business, and, if a quorum of the Directors be then present, no prior notice of such meeting shall be required to be given.

5. Special Meetings. Special meetings of the Board may be called by the President or Vice President.
6. Notice of Meetings. Notice of all Director's meetings, except as herein otherwise provided, shall be given by mailing the same at least three (3) days or by telephone or facsimile or e-mail of the same at least one (1) day before the meeting to the usual business or residence address of the Director, but such notice may be waived by any Director. Regular meetings of the Board may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any Board meeting. At any time at which every Director shall be present, even though without any notice or waiver thereof, any business may be transacted.
7. Chairperson. At all meetings of the Board, the President or Vice President, or another person chosen by the President if either will be absent, shall preside.
8. Quorum. (a) Generally, at meetings of the Board, if the Board has fifteen (15) or fewer members, one-third (1/3) of the Directors then in office shall constitute a quorum for the transaction of business. If the Board has more than fifteen (15) members, the quorum must be at least five (5) Directors plus one additional Director for every ten (10) Directors (or a fraction thereof) in excess of fifteen (15).
(b) For major decisions, including those: affecting policy and mission, amending corporate documents, entering into major contracts, determining to bring a lawsuit, firing or hiring the chief executive officer, changing a Board-approved budget, adopting or eliminating major programs or dissolving the Corporation, a majority of the Directors shall be necessary to constitute a quorum for the transaction of business and the act of a majority of the Directors then in office and present at any meeting shall constitute a quorum for the transaction of business. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director.
9. Action by Directors Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent 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 or committee.
10. Meeting by Conference Telephone. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear and speak to each other at the same time. Participation by such means shall constitute presence in person at a meeting.

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11. Powers. All the corporate powers, except such as are otherwise provided for in these By-Laws and in the laws of the State of New York, shall be and are hereby vested in and shall be exercised by the Board; provided that the Board shall not permit any part of the net earning or capital of the Corporation to inure to the benefit of any private person or individual. The Board may by general resolution delegate to committees of their own number, or to Officers of the Corporation, such powers as they may see fit.
12. Attendance. Each Director is expected to attend Board meetings. If a Director has three (3) consecutive unexcused absences, or more than fifty percent (50%), non-consecutive unexcused absences in the Corporation's fiscal year, the issue of his/her nonattendance shall be taken up by the Executive Committee. The Executive Committee shall make a recommendation for action (which may include a request for resignation) to the Board. An absence for cause shall include, but not be limited to: birth or death of a family member or illness or circumstances of similar severity.
13. Resignation and Removal of Directors. Any Director may resign at any time by giving written notice of such resignation to the Board. Any Director, may be removed from office with or without cause by the affirmative vote of the majority of the Board at a duly constituted meeting of the Board.

**ARTICLE III
OFFICERS**

1. Number. The Officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, and such other Officers with such powers and duties not inconsistent with these By-Laws as may be appointed and determined by the Board. Any two offices, except those of President and Secretary, may be held by the same person.
2. Election, Term of Office, and Qualifications. The President shall be elected by the Board's Annual Meeting from among their number and the other Officers shall be elected annually by the Board from among such persons as the Board may see fit.
3. Vacancies. In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, although less than a quorum, may elect an Officer to fill such vacancy, and the Officer so elected shall hold office and serve until the next annual meeting of the Board and until the election and qualification of his/her successor.
4. President. The President shall preside at all meetings of the Board. S/He shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as may be assigned to him/her by the Board.

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5. Vice President. At the request of the President, or in the event of his/her absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law the Vice President shall have such other powers as the Board may determine, and shall do and perform such other duties as may be assigned him/her by the Board.
6. Secretary. The Secretary shall have charge of such books, documents, and papers as the Board may determine and shall have the custody of the corporate seal. S/He shall attend and keep the minutes of all the meetings of the Board. S/He may sign with the President or Vice President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board, and when so authorized or ordered by the Board, s/he, in general, shall perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him/her by the Board.
7. Treasurer. The Treasurer shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board. When necessary or proper s/he may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board may designate. S/He shall sign all receipts and vouchers and, together with such other Officer or Officers, if any, as shall be designated by the Board, s/he shall sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board or by these By-Laws to some other Officer or agent of the Corporation. S/He shall make such payments as may be necessary or proper to be made on behalf of the Corporation. S/He shall enter regularly on the books of the Corporation to be kept by him/her for the purpose of full and accurate account of all moneys and obligations received and paid or incurred by him/her for or on account of the Corporation, and s/he shall exhibit such books at all reasonable times to any Director upon application at the offices of the Corporation. S/He shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board.
8. Executive Director. The Executive Director is the chief executive officer and shall be the principal manager of the Corporation, subject to the direction of the Board. The Executive Director shall be an ex-officio member of all of the Corporation's, but may not vote, and shall perform such other duties as from time to time may be assigned by the Board.
9. Removal. Any Officer may be removed from office by the majority of the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objects, or for refusal to render reasonable assistance in carrying out its purposes.

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ARTICLE IV
AGENTS AND CONTRACTS

1. Agents. The Board may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board may see fit, so far as may be consistent with these By-Laws, to the extent authorized or permitted by law. The Executive Director of the Corporation is authorized to sign all contracts, contract renewals, extensions, amendments, budget modifications, check and other documents on behalf of the Corporation.

2. Authorized Agents. The Board, except as in these By-Laws otherwise provided, may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance and unless so authorized by the Board, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

3. Contracts with Directors and Officers. The Directors and Officers of the Corporation may be personally interested in any contract relating to the operations conducted by the Corporation. The Directors and Officers may freely make contracts, enter transactions, or act for and on behalf of the Corporation, even though they may also be acting as individuals, or as trustees, or as agents for other persons or corporations, or may be interested as shareholders, directors, etc. Any such contract, transaction, or act on behalf of the Corporation in a matter in which the Directors or Officers are personally interested shall be at arm's length, not be in violation of the Certificate of Incorporation, not be against the Corporation's use or be a use of its funds for private benefit. No such contract, transaction, or act shall be taken on behalf of the Corporation if such contract, transaction, or act is a prohibited transaction.

ARTICLE V
COMMITTEES

1. Committees. After the election of the Officers, the President shall be responsible for the appointment of Committee Chairs for all Standing Committees of the Corporation. Advisory Committees may be appointed by the President from time to time. Such committees shall advise with and aid the Officers of the Corporation in all matters designated by the Board.

2. Membership. At least one-half (1/2) of the members of each Standing Committee shall be drawn from the Board. The other half may be drawn from elsewhere as is considered appropriate. All members shall be appointed by the President and the respective Committee Chair.

3. Operations. A majority of the members of any Standing Committee must be present to constitute a quorum for the conduct of business. Each committee shall maintain written minutes of its meetings which shall be available to the Board. The Standing Committees

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may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of their respective committees and other matters relating to their procedure.

4. Term. The Chairs of all Standing Committees shall be appointed by the President for a one (1) year term to serve until the next Annual Meeting or until removed by the President.
5. Definition. The Standing Committees of the Corporation shall be as follows: Executive, Nominating and Finance & Budget.
6. Executive. (a) Members. The Board shall create an Executive Committee composed of the President, Vice President, Secretary, Treasurer and one Director-at-large from among the members of the Board (b) Duties. The Executive Committee shall act with authority of the Board between meetings of the Board. Meetings of the Executive Committee shall be called by the President at such time as in his/her discretion may be deemed necessary or appropriate. Any action taken by the Executive Committee shall be reported at the next meeting of the Board. The Executive Committee shall have all authority of the Board except it shall have no authority: (1) as to matters which the New York Not-for-Profit Corporation Law prohibits it from considering or acting upon; (2) to amend or repeal any By-law or adopting any By-law; (3) to amend or repeal any resolution of the Board which by its term shall not be amendable or repealable; (4) approve a merger or dissolution or the sale of all of the Corporation's assets; and appoint or remove Directors.
7. Nominating. (a) Members. The Nominating Committee shall consist of a the President, Vice President, Treasurer, Secretary and the Executive Director. (b) Duties. The Nominating Committee shall propose a candidate for President and one or more candidates to succeed any Officer or Director whose term is due to expire on June 30th of that year as well as make recommendations at the request of the Board to fill any vacancies which may take place during the year . In evaluating candidates for Officers and the Board, the Nominating Committee shall give due consideration to the diversity of the Jewish community. (c) Annual Procedure. The Nominating Committee report shall be made at the Board meeting which immediately precedes the Annual Meeting of the Assembly. A notice containing the Nominating Committee's report shall be sent to the Board. The Secretary at the direction of the President shall thereupon send out the Annual Meeting notices with the Nominating Committee's report.
8. Finance and Budget. (a) Members. The Chair of the Finance and Budget Committee shall be the Treasurer. Other members of the Finance Committee should include individuals well-versed in accounting and finance. b) Duties. The Finance Committee shall work in the area of appropriations and disbursements; shall make periodic reviews of the financial operations and condition of the Corporation; shall work with the Corporation's outside certified public accountant which performs its annual audit; shall report their findings at the Annual Meeting and from time to time, as required, to the Board; shall work with the President to prepare a proposed budget for the coming fiscal year; shall present the same to

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the Board for approval prior to the Annual Meeting and shall keep accurate records of its proceedings.

ARTICLE VI
VOTING UPON SHARES OF OTHER CORPORATIONS

Unless otherwise ordered by the Board, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE VII
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

1. No Private Inurement. No Director, Officer, or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed, transferred, conveyed, delivered and paid over, in the manner provided by Section 1005 of the New York Not-for-Profit Corporation Law and any applicable successor law, as the same may exist at the time of such dissolution, to any organization which at that time shall qualify as an organization described in Section 501(c)(3) of the Internal Revenue Code and which is organized and operated exclusively for purposes similar to the Corporation's purposes.

2. Compensation. Directors, Officers, members of any committee shall not receive any stated salary for their services as such, but by resolution of the Board a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board. The Board shall have power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

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**ARTICLE VIII
FISCAL YEAR**

The fiscal year of the Corporation shall commence on July 1 of each year and end on June 30.

**ARTICLE IX
BANKING AND INVESTMENTS**

1. Banking. The Board is authorized to select such banks and depositories as it shall deem property for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money acceptances, notes or other evidences of indebtedness, or to enter into contracts, or to execute and deliver other documents and instruments.
2. Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction, provided, however that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

**ARTICLE X
OFFICE AND RECORDS**

1. Office. The office of the Corporation shall be located at such place as the Board may from time to time determine.
2. Records. The books of account, activities and transactions of the Corporation shall be kept at the office of the Corporation, a certified copy of the Certificate of Incorporation, a copy of these By-laws and all minutes of the meetings of the Board and any committee.

**ARTICLE XI
ACTIVITIES**

1. Activities. Notwithstanding any other provision of these By-Laws, no Director, Officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.
2. Grants to Other Organizations. The Board shall review all requests for funds from other organizations. The Board shall require that such requests specify the use to which the funds will be put, and if the Board approves the request, it shall authorize payment of such funds to

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the approved grantee. The Board shall require that the grantee furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the Board. The Board may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds were

requested. After the Board has approved a grant to another organization for a specific project or purpose, the Corporation may solicit funds for the grant to the specifically approved project or purpose of the other organization. However, the Board shall, at all times, have the right to withdraw approval of the grant and the use of the funds for other exempt purposes.

**ARTICLE XII
INDEMNIFICATION**

The Corporation may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by sections 721 through 726 of the New York Not-for-Profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that s/he, his/her testator or intestate was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

**ARTICLE XIII
AMENDMENTS**

The Board shall have power to make, alter, amend, and repeal the By-Laws of the Corporation at any time by affirmative vote of a majority of the Board then in office.

Adopted by the Board of Directors of the Jewish Community Council of Greater Coney Island, Inc. on January 31st, 2007

Irwin Janklowicz, Acting President, JCCGCI

Malky Akerman, Secretary, JCCGCI