

**Jewish Association for Community Living, Inc**  
**900 Asylum Avenue Hartford, CT 06105**  
**860 522-5225**

**By Laws**

**Article I – Name**

Section 1. The Association shall be known as the Jewish Association for Community Living, Inc. (Hereinafter referred to as the “Association”). The location of the Association is 900 Asylum Avenue, Hartford, CT 06105.

**Article II. Aims and Purposes**

Section 1. The aims and purposes of this Association shall be:

- a) To promote the general welfare of persons with developmental disabilities.
- b) To promote public understanding of the capabilities of people with developmental disabilities and their potential for managing their lives.
- c) To promote and conduct programs to enable persons with developmental disabilities to fully experience community life.
- d) To assist persons with developmental disabilities and their families in advocating for needed supports and services.
- e) To provide a variety of Judaic programming activities designed to allow Jewish persons with developmental disabilities to experience their Jewish heritage in meaningful ways, including Kashrut and holiday observances.
- f) To associate with public, private and professional groups in the furtherance of these purposes.
- g) To solicit and receive funds private and public, for the successful accomplishment of the foregoing purposes.

Section 2. The Association shall be incorporated as a non-stock corporation under the laws of the State of Connecticut and shall be non-sectarian and nonprofit. No part of the earnings of the Association shall inure to the benefit of any director or officer of the Association, nor shall any director or officer of the Association be paid for services performed as a director or officer.

**Article III. Board of Directors**

Section 1. Number of Directors:

- a) The Board of Directors shall consist of at least 13 but not more than 21 directors, including elected officers set forth in Article VI. This range does not include life directors, who may serve the Board of Directors in addition to the maximum number of elected directors.

- Section 2. Terms of office:
- a) Terms of service shall be for three (3) years.
  - b) The number of consecutive terms permitted shall be three terms.
  - c) Directors who have completed three consecutive terms may only be re-elected to the Board of Directors after completing a mandatory one-year absence from the board.
- Section 3. Resignations and Vacancies:
- a) Any director or officer needing to vacate their position on the Board of Directors before the scheduled end of their three (3) year term must submit their resignation in writing to the President of the Board of Directors.
  - b) Any vacancy on the board of directors including officers, occurring between elections, may be filled upon a recommendation of the Administration and Governance Committee and by a vote of the remaining directors at a meeting of the Board of Directors.
- Section 4: Meeting Schedule:
- a) The Board of Directors will meet between 6 and 12 times per year, including the Annual Meeting, at a time and place designated by the Board of Directors.
- Section 5: Life Directors:
- a) The Administration and Governance Committee may consider and recommend to the Board of Directors individuals for recognition as life director who meet any one of the following conditions:
    - a) Past president, or;
    - b) Director with three full terms of board service (9 years), or;
    - c) Other forms of extraordinary service to the Association as considered by the Administration and Governance committee.
  - b) Participation by life directors in board meetings is optional. Voting privileges will be extended to life directors only at and after their presence at their third board meeting in any particular board year.

#### **Article IV – Duties of the Board of Directors**

- Section 1: The Board of Directors shall constitute the governing body of the Association and shall be responsible for:
- a) Development and execution of the Association’s planning, policies and programs;
  - b) Development of the Association’s operating budget and fiduciary oversight for its implementation;
  - c) Selection, direction, evaluation, and where necessary, the discharge of the Executive Director;
  - d) Development of employees’ salary ranges and benefits;
  - e) Development and execution of the Association’s by-laws;

- f) Review and approval of insurance coverage (general liability, property and casualty, etc)
- g) Self-identification and reporting to the President any real, perceived or potential conflict of interest;
- h) Adherence to the Association's Code of Ethic and Conflict of Interest policy;
- i) Regular attendance and participation in meetings of the Board of Directors and committees;
- j) Assistance with fund raising activities of the Association, including financial contributions as determined by the Director him/herself;
- k) Identifying and addressing any other related matters that may come before the Board of Directors from time to time;

### **Article V – Election of Directors and Officers**

#### Section 1:

- a) The Administration and Governance Committee will conduct a complete review of the governance needs of the Association and recommend a slate of new and returning directors as well as a slate of officers.
- b) The Administration and Governance Committee shall notify the current Directors, in writing, at least five (5) days in advance of the Annual Meeting of the nominees for Directors and Officers. All new Directors will be nominated for a three (3) year term unless otherwise stated, such as in the case of a vacancy.
- c) The exact number of Directors and Officers to be nominated will be determined by the number and type of vacancies as well as the projected needs of the association.
- d) Family members of persons receiving direct residential services from JCL shall not comprise more than one-third (1/3) of the active board members in any given year. This would include active Life Directors eligible to vote on board matters.
- e) The Board of Directors will vote on the recommendations of the Administration and Governance Committee for the nominees in each term category.
- f) Each officer shall be elected annually for a term of one year and take office as of September 1.
- g) No Director shall serve for more than nine consecutive years.
- h) A Director may be re-elected after a one (1) year absence from the Board of Directors.

## Article VI – Officers

Section 1                   The Officers of this Association shall be elected from the members of the Board of Directors and shall consist of:

- a) President
- b) Vice President
- c) Treasurer
- d) Secretary

Section 2:               Duties of the Officers

- a) The President shall preside at all meetings of the Board of Directors, Executive Committee, and the Annual Meeting; shall be principal liaison between the Directors and the Executive Director; shall act ex-officio on all Committees, shall enforce these by-laws and perform all duties incident to the position and office recognized by law and as shall be delegated by the Board of Directors.
- b) The Vice President shall serve in the absence of the preceding officer with all the powers of authority vested in the President, when the President is unable to act in said capacity.
- c) The Treasurer shall chair the Finance and Audit Committee and shall oversee the care and custody for all the funds of the Association as well as the timely filing of all required financial reports. The Treasurer shall review that all deposits are made in the name of the Association in such bank or banks as the Board of Directors may designate. He/she shall make available at all Board of Directors' meetings a summary of the Association's financial activity since the last report for the Board of Directors' for approval. The Treasurer shall make available to any Director, upon request, the financial statements of the Association in the form ad degree of detail approved by the Board of Directors. The Treasurer shall review and keep informed that all business of the Association and its transactions and such other books of account as the Board of Directors may require is taking place. He/she shall recommend to the Finance and Audit Committee an annual audit to be carried out by an independent Certified Public Accountant.
- d) The Secretary shall record the minutes of the meetings of the Board of Directors and the Executive Committee and maintain and make available said minutes and notices of meetings.

## Article VII – Committees

Section 1:               The standing committees of the Board of Directors shall be:

- a) Administration and Governance Committee
- b) Finance and Audit Committee
- c) Programs and Services Committee
- d) Development and Communication Committee
- e) Executive Committee

Section 2: The President shall appoint each Director to one of the committees for terms of one year. The Treasurer will always be appointed to serve on the Finance and Audit Committee. Non-directors may be invited and appointed to serve on a committee, sub-committee, ad hoc committee or work group by the President at the request of the Committee Chair. The Executive Director may be a non-voting participant at any meeting of the Board of Directors, committees, sub-committees, ad hoc committees or work groups.

Section 3: The Administration and Governance Committee shall:

- a) The Committee Chair of Administration and Governance shall serve in the absence of the preceding officers with all the powers of authority vested in the President, when the President and Vice President are unable to act in said capacity and shall be responsible for the functioning of the Administration and Governance Committee.
- b) Ensure that the association complies with all legal standards and standards of good practice, including but not necessarily limited to;
- c) Regular review and, when necessary, revision of the association's by-laws
- d) Regular review and, when necessary, revision of the association's Certificate of Incorporation;
- e) Regular review and, when necessary, revision of the association's personnel policies, operating policies and other employment practices;
- f) Act as a nominating committee, recruiting and recommending new directors and officers;
- g) In accordance with applicable laws and/or regulations, ensure the Association's policy on equal opportunity employment is carried out by the Executive Director in practice, requesting employment data and documentation as needed.
- h) The committee shall review employee grievances not resolved by the Executive Director and recommend appropriate action to the Board of Directors for approval.
- i) Review the Association's by-laws at least every two years and recommend changes to the Board of Directors for approval

Section 3: The Finance and Audit Committee shall:

- a) Prepare a budget each fiscal year and submit it to the Board of Directors for review and approval.
- b) Conduct frequent reviews of the budget and the association's financial standing utilizing a treasurer's report and/or any other financial documents prepared to do such.
- c) Review and amend the budget as needed to meet the changing needs of the Association.
- d) Select an independent Certified Public Accountant and arrange for an annual audit of the Association's financial records as early as is practical after the end of each fiscal year.

- e) Review salary ranges for each position and recommends salary range changes to the Board of Directors for approval; review job descriptions and submit new or significantly changed job descriptions to the Board of Directors for approval at least every two years.
- f) Review all the Association's policies on fringe benefits for its employees and recommend changes to the Board of Directors at least every two years..
- g) Review the Association's insurance coverage and recommend any changes to the Board of Directors at least every two years.
- h) Review the annual audited financial statements, Form 990, and Form 5500, DDS Annual Report and any other financial documents required by governmental and/or funding authorities.

Section 4: The Programs and Services Committee shall:

- a) Evaluate the quality of the programs and services provided the Association and recommend changes to the Board of Directors.
- b) Monitor, based on direct observation and/or via reports from management staff, the Association's compliance with regulations, including but not limited to DDS licensing regulations and quality service reviews, health, safety and fire codes, and any applicable codes or quality assurance standards identified by the Association.
- c) Review policies and practices concerning religious and cultural activities, particularly Kashrut practices and other traditions, to be made available to residents and the community.
- d) Recommend policies related to any programs operated by the Association.
- e) Monitor trends and developments in the field of disabilities.
- f) Monitor legislative and other governmental activities related to laws and funding for persons with disabilities.
- g) Oversee the development of new programs and services

Section 5: The Development and Communication Committee shall:

- a) Design and implement strategies related to marketing and fundraising such as:
  - Conducting the annual fund;
  - Planning special events;
  - Assisting in the publication of the annual report;
  - Assisting in the publication of the newsletter;
  - Assisting in the enhancement of the web site
  - Directly assist in the solicitation of charitable gifts as determined;
  - Assist in community activities that serve to raise the level of community awareness about persons with developmental disabilities and the Association.

Section 6: The Executive Committee shall:

- a) Consist of the officers of the Board of Directors as listed in Article VI, Section 1.
- b) Meet as determined by the President, with the knowledge and approval of the Board of Directors to review and prepare issues to be presented to the Board of Directors and/or to make decisions of urgency on behalf of the Board of Directors when it is not possible to assemble a quorum of the Board of Directors in a timely manner.
- c) Only have powers to act in decisions of urgency or other such powers as may be delegated to it by the Board of Directors as necessary and with specific intent.
- d) Report to the Board of Directors at the next regularly scheduled meeting any decisions or recommendations made.

#### **Article VIII – Finances and Signature Requirements**

- a) All bills payable, checks, or other negotiable instruments of the Association made in the name of the Association and consistent with the operating budget of the Association, shall be signed by the Executive Director, his/her authorized designee, Treasurer, or President as authorized by the Board of Directors.
- b) The Executive Director, his/her authorized designee, Treasurer or President shall not expend for any non-budgeted item at any one time more than \$3,500 without the prior consent of the Finance and Audit Committee and such consent shall be confirmed by resolution of the Board of Directors for the particular disbursement.
- c) The Executive Director, Treasurer or President shall not borrow money in the name of the Association without the prior resolution of the Board of Directors, as determined by an affirmative vote in the presence of a quorum of the Board of Directors.
- d) The Association shall provide Directors and Officers insurance in amounts recommended by industry standards and by the Association's insurance agent.
- e) Each year, the Board of Directors shall approve a Corporate Resolution authorizing the Executive Director to make, execute and approve on behalf of this Association any and all contracts necessary to the operation of the Association and the fulfillment of its mission.

#### **Article X – Disclosure of Certain Interest**

Section 1 Each director shall be required to certify annually on a form approved by the Board of Directors as to any interest or activity involving a duality of interest or possible conflict of interest. In the event that a situation arises subsequently that presents a conflict or duality of interest on the part of a Director, such disclosure

shall be made to the President as soon as practicable after becoming aware of the conflict or duality.

- Section 2 Any Director having a duality of interest or possible conflict of interest in any manner shall not vote or use his/her influence on the matter, and he/she will not be counted in determining the quorum for the meeting.
- Section 3 The foregoing requirements should not be construed as preventing the Director from briefly stating his/her position in the matter, nor from answering pertinent questions of other Directors since his//her knowledge may be of assistance to the voting Directors.
- Section 4 This policy shall be reviewed as necessary for the information and guidance of Directors and any new Director shall be advised of the policy.

#### **Article XI – Code of Ethics**

- Section 1 Each Director shall be required to certify annually on a form approved by the Board of Directors that he/she understands and agrees to carry out his/her duties in accordance with a standard of conduct outlined in the form.

#### **Article XII – Quorum**

- Section 1: A quorum shall be defined as fifty percent plus one (50% +1) of current Directors in office and that must be present when a motion for a vote is advanced.
- Section 2: A motion for a vote cannot be advanced if a quorum is not present.
- Section 3: A quorum will include any Life Director who is present at his/her third meeting of a given board year. A Life Director will not be counted in a quorum in the first two meetings of a given board year that he/she is present.

#### **Article XII – Voting**

- Section 1: For a motion to be approved, except in the case of amendments to the by-laws, a simple majority of the quorum present is required.
- Section 2: Voting by proxy is not permitted.
- Section 3: On occasion, voting may be conducted by either electronic mail or via telephone roll call, providing that the Board of Directors has agreed to this method in advance and that the motion being acted upon has been clearly presented to the Board of Directors and that an opportunity for discussion has been made available.

### **Article IV – Amendments**

- Section 1: These by-laws may be amended at any meeting of the Board of Directors by two-thirds (2/3) vote of the Directors present provided there is quorum present.
- Section 2: Any proposed amendment to these by-laws shall be in writing and mailed, either via the USPS or electronic mail, or otherwise delivered, to the Directors at least fifteen (15) days before the meeting at which a vote is to be taken.
- Section 3: All ratified amendments become effective at the discretion of the Board of Directors.

### **Article XV– Dissolution**

- Section 1: In the event of the dissolution of the Association, all the residual property and assets not needed to satisfy creditors or outstanding debt shall be distributed to the Jewish Federation of Greater Hartford. If Federation is not then in existence or declines to accept property and assets, then the property or assets of the Association are to be distributed to a nonprofit organization or agency serving persons with disabilities. If the Association is unable to disperse any or all of its property or assets to a nonprofit organization or agency which has been granted exemption from federal income tax under the provision of Section 501 (c) (3) of the Internal Revenue Service, the Association may distribute property or assets to individuals with a disability or their legal representative.
- Section 2: In no event shall any property or assets of the Association inure to the benefit of any Officer or Director or Life Director of the Association.

Original by-laws approved:  
March 24, 1982

Revisions approved:  
August 1993  
February 1994  
September 14, 2009  
June 3, 2013