

page 1

**BYLAWS of the CZERNOWITZ JEWISH CEMETERY
RESTORATION ORGANIZATION Inc.**

As amended on Dec. 12, 2012

ARTICLE 1. NAME OF CORPORATION:

Czernowitz Jewish cemetery Restoration Organization Inc.
or in abbreviated form: CJCRO

ARTICLE 2. PURPOSE.

This Corporation is organized exclusively for the religious purpose of restoring and maintaining the Czernowitz Jewish cemetery located on Zelena street, in the city of Chernivtsi, in the Ukraine.

This cemetery is, as of July 15th, 2009, in a bad state of neglect.

It is overgrown by weedy vegetation, main and auxiliary paths between graves are mostly impassable, many gravestones are broken or threaten to fall, and plot locations and sections of the cemetery are not indicated or marked.

The mission of the CJCRO is to facilitate clearing the cemetery of weedy vegetation, clear and pave or otherwise secure all paths, repair, secure and erect as necessary all gravestones, install place markers to clearly indicate plot and section numbers of the cemetery, and make provisions for the maintenance of this cemetery in perpetuity.

ARTICLE 3. MEMBERSHIP.

Section 1. ELIGIBILITY FOR MEMBERSHIP: Any persons residing anywhere, whether or not of the Jewish faith, whether or not related to a person or persons interred in the cemetery, if willing to adhere to the bylaws of this organization and not bring discredit to it, are eligible for membership. But no person who stands to benefit financially from the activities of CJCRO can be a member

Section 2. PROCEDURE FOR ADMISSION:

Any person desiring membership shall apply to the Board of Directors of CJCRO. The Board will review all applications and approve membership, based on the eligibility criteria stated above.

Section 3. VOTING RIGHTS: Every member, in good standing at the time when a matter is to be decided by a membership vote, will have one vote. All voting will be conducted by Email, as stated in Article 7. b).

ARTICLE 4. OFFICERS.

Section 1. OFFICERS. The officers of CJCRO shall be: a President, a Vice-President, a Secretary, a Treasurer, a representative in Israel and two members at large, all of whom shall be elected once every two years by the member of CJCRO, at the time specified for the election of officers. The members may amend the bylaws to elect additional officers as they, from time to time, will deem necessary.

Section 2. TERM OF OFFICE. The officers shall hold office for two years, starting on the date specified in article (8).

Section 3. ELIGIBILITY. The officers shall be chosen from among the members.

Section 4. OFFICER VACANCY. In the event that a vacancy occurs among the officers, the President, with the approval of the Board of Directors, shall appoint an interim officer from the membership, to serve until the next election.

Section 5. NOMINATION FOR OFFICE. Officers will be nominated no less than 30 days before the election, by a three-member nominating committee, appointed by the Board.

Members can nominate themselves, notifying the Board that they wish to stand for election, no later than 30 days before the election.

ARTICLE 5. OFFICER RESPONSIBILITIES.

Section 1. PRESIDENT. The President shall:

- a) Set the agenda for matters brought before the organization and Board of Directors
- b) Be the principal spokesperson for the organization and the Board
- c) Delegate such duties to the other Officers as he or she may deem necessary.

- d) Have the authority to disburse the funds of the organization, if the treasurer is unable to do so.
- e) Inform the membership of all decisions and actions of the board and any new developments pertaining to the purpose of the organization.

Section 2. VICE PRESIDENT. The Vice President shall assume the duties of the President, should the President not be able to perform his or her duties.

Section 3. TREASURER. The Treasurer shall:

- a) Maintain the financial records of the organization.
- b) Have the authority to disburse the funds of the organization, subject to the written approval [by email or other means] of a majority of the Board.

Section 4. SECRETARY. The Secretary shall

- a) Record the official correspondence of CJCRO and its Board of Directors.
- b) Record votes taken by the organization on all matters within its purpose and functions.
- b) Keep a record of all monies received or disbursed, in addition to the records kept by the Treasurer.
- c) Have the authority to disburse the funds of the organization, if the Treasurer and President are both not able to do so, with approval for fund disbursement as detailed in Section 3. b), above.

Section 5. REPRESENTATIVE of CJCRO in ISRAEL. The Representative of CJCRO in Israel shall publicize the activities of CJCRO in Israel.

Section 6. TWO MEMBERS AT LARGE. The two members at large will assist the other officers as needed and participate in the running of the organization.

ARTICLE 6. BOARD OF DIRECTORS.

Section 1. MEMBERSHIP. The Board of Directors shall consist of the seven (7) officers of the organization, as elected by the members according to Article 4.

Section 2. RESPONSIBILITIES. The Board of Directors shall carry out the policy and financial decisions of CJCRO and shall serve as an advisory body to the President.

page 4

The Board shall have full authority to act as a decision-making body, when the membership of the organization cannot vote on a matter requiring a decision. However, it may not contravene any decision, previously taken by the membership.

Section 3. BOARD MEETINGS AND REPORTING.

- a) The Board will meet periodically, in person, or via electronic communication. Meetings will occur at least quarterly and more frequently if the Board members so determine. If affordable, board meetings will be available to members for monitoring on a listen-only basis, via a toll-free conference call.
- b) Reports of the board meeting will be published to the membership list no later than ten, (10) business days after the meeting.

ARTICLE 7. VOTING AND ELECTION OF OFFICERS

Section 1. VOTING.

- a) All major policy and procedural decisions shall be voted on by the members of CJCRO
- b) All voting and elections shall be carried out by E-mail within an Email group of CJCRO members established for this purpose.
- c) All votes shall be decided by a simple majority

Section 2. ELECTION OF OFFICERS.

- a) The election of officers shall take place once every two years, in every odd numbered year, from the first Sunday through the second Sunday of the month of November.
- b) Nominations of candidates for any elective office may be made by members of CJCRO not earlier than the first Sunday of the month of October and no later than the third Sunday of the month of October.
- c) The elected officers shall take office effective on Dec. 31st of the year in which they were elected.

Page 5

ARTICLE 8. FINANCES

Section 1. **NON-PROFIT STATUS.** The organization will seek to establish non-profit status and shall fund its activities in such a manner as it may determine, provided that it shall not engage in any activity which would adversely affect its non-profit status.

Section 2. **FINANCIAL REPORTING.** The financial reports shall be published to members of CJCRO on a quarterly basis, on the 15th of each of these months: March, June, September and December.

Section 3. **ANNUAL REPORT.** An annual report, required for non-profit corporations, shall be filed by officers of the Board of Directors.

Section 4. **IN CASE OF DISSOLUTION.** Should any funds remain in the possession of this organization in the event and the time of its dissolution, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, for a public purpose. Any such assets not so disposed of, shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 5. **DISTRIBUTION OF CJCRO FUNDS TO FOREIGN NATIONALS OR FOREIGN ORGANIZATIONS** shall take place only after it has been determined that such distributions comply with the regulations of OFAC; The foreign national, or foreign organization receiving the distribution shall not be on the OFAC list of "Specially Designated Nationals"- "SDNs."
Nor should they be located in a country which is on the OFAC list countries against which the US has declared sanctions.

ARTICLE 9. AMENDMENTS.

Section 1. **APPROVAL OF AMMENDMENTS.** CJCRO shall have the power to make, alter, amend, and repeal its bylaws, by an affirmative vote of three-fourths (75%) of the membership, taken during the bi-annually scheduled election of officers.

page 6

Section 2. PROPOSAL OF AMMENDMENTS. All members may propose amendments.

Any proposed amendment will require the support of a total of FIVE (5) members of CJCRO, before being put up for a vote.

Notice of proposed amendments to these bylaws shall be given by Email to all members of CJCRO at least thirty (30) days prior to the meeting at which action thereon may be taken.

**The above nine (9) articles constitute the bylaws of the
Czernowitz Jewish Cemetery Restoration Organization Inc.
As amended and approved by the membership on Dec. 12th 2012**