

BYLAWS OF THE FARMINGTON VALLEY JEWISH CONGREGATION – EMEK SHALOM

Revised May 26, 2022

Article I: NAME

The name of the corporation shall be FARMINGTON VALLEY JEWISH CONGREGATION-EMEK SHALOM (hereafter referred to as the Congregation).

Article II: PURPOSE

The purpose of the Farmington Valley Jewish Congregation-Emek Shalom is to perpetuate the religion of Judaism in consonance with its principals and to promote Judaism in all aspects of life. In pursuit of this purpose, the Congregation provides facilities and opportunities for public worship, instruction from the pulpit and in a Religious School maintained by the Congregation, such classes and forums for adult education as may be appropriate, auxiliary organizations, and other activities related to the foregoing.

Article III: MEMBERSHIP

Section 1: APPLICATIONS FOR MEMBERSHIP

A. The board of directors shall consider for membership any person of the Jewish faith according to the policies of the URJ, any family raising, or considering raising, a child or children in the Jewish faith, any person having a significant relationship with someone of the Jewish faith, or any person in the process of converting to Judaism.

B. Applications for membership shall be reviewed by the membership committee chairperson(s) and approved by a majority of the executive board and reported to the board of directors.

C. Each member shall be liable for any debt to the Congregation incurred to the date of resignation.

Section 2: DEFINITION OF MEMBER

A. The term member shall refer to all persons whose application for membership is accepted by the executive board.

B. Unmarried children of a member under the age of 25 years shall have rights and privileges of membership, except the power to vote.

Section 3: CLASSES OF MEMBERSHIP

A. The board of directors will designate classes of membership. The dues structure will be based on these classes of membership.

B. The board of directors may from time to time approve specific non-voting categories of membership.

Section 4: VOTING RIGHTS

A. Each family membership shall have a maximum of two (2) votes and each individual membership shall have one (1) vote at congregation meetings.

B. Each member entitled to vote shall be in good standing and cast only one (1) vote.

Section 5: GOOD STANDING

A. A general member shall be in good standing if he/she has met all financial and other obligations established by the By-Laws, rules, and regulations of the Congregation.

B. Financial good standing means that each member is current as to all financial obligations that the member has with the Congregation.

C. A member may be removed from the rolls of membership for good cause as directed by the board of directors.

Section 6: ROLE OF THE NON-JEW IN THE CONGREGATION

A. The non-Jewish member may fully participate in the social, cultural, and educational activities of the Congregation.

B. The non-Jewish member may participate in public religious worship including life cycle events. Defining the degree of participation in public prayer and ritual observance by the non-Jewish member will be the responsibility of the rabbi, with the approval of the religious committee.

C. All members are encouraged to actively participate in congregational committees and auxiliaries. Non-Jews may be elected to the board of directors, subject to Article V, Section 4. Election as an officer and appointment to chair the Ritual and Education Committees shall, however, be reserved for members of the Jewish faith.

Article IV: MEETINGS

Section 1: ANNUAL MEETING

The annual meeting of the Congregation shall be held each year no earlier than ninety (90) days prior to the end of the current fiscal year and no later than thirty (30) days prior to the same, at a time and place to be designated by the board of directors and at which meeting the members shall adopt a budget for the ensuing fiscal year, and transact such other business as may properly come before them.

Section 2: BUDGET PRESENTATION MEETING

A. The board of directors shall call a budget meeting not less than twenty (20) nor more than fifty (50) days prior to the annual meeting.

B. The business of this meeting shall include:

1. The distribution and discussion of a written budget.
2. The presentation of the slate of Officers and Directors as provided for in Article VII

Section 3: SPECIAL MEETINGS

A. Special meetings of the members may be called by the board of directors or

B. By written petition of twenty percent (20%) of the individuals who are properly entitled to vote.

Section 4: NOTICE OF MEETINGS

Notice of time and place of any Congregation meeting and the purpose thereof, shall be given in writing not less than 14 nor more than 50 days prior to such meeting to each member at his/her address as that name and address shall appear on the records of the Congregation except for emergencies.

Section 5: EMERGENCY MEETINGS

If the president, with the consent of the board of directors, feels that a general congregational meeting must be held quickly and time does not permit notice to be served as provided for, then the use of other means of communication may be used and the emergency meeting held promptly. This shall apply only to non-recurring type of business.

Section 6: QUORUM

All members entitled to vote who attend, shall constitute a quorum at any properly convened meeting of the Congregation.

Section 7: CLERGY AND STAFF ATTENDANCE

Congregation meetings shall generally be open to all members of the Congregation, as well as clergy and staff. However, sensitive discussions about clergy and staff positions, or involving the personal and pecuniary interests of such personnel, may at times require the individual to recuse himself or herself, with their immediate family. In such situations, if specific individuals do not voluntarily recuse themselves they may be required to leave the meeting for that specific discussion and/or vote, as determined by a majority of voting members present.

Article V: DIRECTORS

Section 1: DEFINITION OF DIRECTOR

For the purpose of this Article, Director shall mean all of those persons who are entitled to vote at meetings of the board of directors.

Section 2: POWERS AND DUTIES

A. The property, business, and ordinary affairs of the Congregation shall be managed by the Directors, who may exercise such powers and do such things as are permitted to Directors of Non-Stock Corporations pursuant to Chapter 600 of the General Statutes of Connecticut (Rev. 1989), subject to the provisions of these By-Laws and any vote by the members to the contrary.

B. The board of directors shall cause to be prepared an annual budget. Such annual budget shall include all proposed income and expenditures from whatever sources for the ensuing fiscal year, for the Congregation and Congregation Committees.

C. The board of directors shall also have the power to, at the direction of the executive committee:

1. Adjust dues and assessments
2. Hire the rabbi, his/her assistants or associates and fix tenure and compensation for same
3. Hire the cantor, his/her assistants or associates and fix tenure and compensation for same
4. Hire the Principal of the Religious School fix tenure and compensation for same and direct the affairs thereof
5. Engage employees and fix their duties and salaries
6. Supervise the financial affairs of the Congregation
7. Call meetings of the Congregation when necessary
8. Remove any Director for cause upon the affirmative vote of two-thirds of all members of the board of directors as provided for in Article XIV
9. Adjust budgetary appropriations and expenditures as approved at the annual meeting as may be necessary

The board of directors may delegate their duties in whole or in part.

Section 3: DIRECTORS' FEES

The officers and members of the board of directors shall serve without fees of any kind, but reasonable expenses actually incurred in connection with their duties may be paid.

Section 4: NUMBER, ELECTION, AND TERM OF OFFICE

A. The board of directors, except for officers and presidents of Sisterhood and Men's Club, shall consist of not fewer than six (6) nor more than twelve (12) directors, except as hereinafter provided.

1. They shall be elected by the members of the Congregation at each annual meeting of the Congregation. The term of office shall be in accordance with the fiscal year as set forth in Article XI.
2. Each director elected at the annual meeting shall hold office for three (3) years and until his/her successor is duly elected and qualified.
3. No person shall be elected a director for more than four (4) consecutive full terms of three (3) years and the terms of office of the directors shall be staggered so that no more than four (4) full-term directors are elected each year.

B. Additionally, the immediate past-president shall be a member of the board of directors until replaced by the current president.

C. Any of the foregoing provisions notwithstanding, the following Officers, while in office, shall be entitled to attend and vote at meetings of the board of directors:

1. President
2. First Vice-President
3. Second Vice-President
4. Secretary
5. Treasurer

D. The officers and the immediate past president will constitute the executive board.

E. Should any director be elected an officer as described above during his/her term of office he/she must resign the director's position assuming the elected office.

F. Presidents of the FVJC Sisterhood and Men's Club shall be ex-officio voting members of the board of directors

G. A majority of voting members of the board of directors, including officers and presidents of Sisterhood and Men's Club, shall be of the Jewish faith. Should circumstances result in Jewish directors no longer holding a majority, the process described in Article V, Section 5 shall be followed, to ensure that a Jewish majority is maintained. In such situations, the total number of directors may be increased above the limits set forth in Article V, Section 4, A, only to the extent required to restore a majority, until the next annual election.

Section 5: VACANCIES

Vacancies on the board of directors may be filled only until the next annual election, by a majority vote of the remaining Directors present and voting at any meeting of the board of directors, providing such action is in the call for the meeting. Nominations and elections to fill any vacancy may not be held at the same meeting.

Section 6: MEETINGS

- A. Meetings of the board of directors shall be held upon the call of the president or at such times and places as the Directors shall by resolution appoint.
- B. Any four (4) Directors may also call such meetings by giving five (5) days notice of such meeting to each other Director.
- C. A majority of the Directors shall constitute a quorum.
- D. Resolutions shall be adopted by a vote of the majority of those present and voting at a meeting.
- E. Both the rabbi and cantor may attend the board of directors meetings and have full right of discussion, however; they may not vote.
- F. Any member of the Congregation in good standing may attend the board of directors meeting, but may not vote. A motion to allow non-Board members to speak may be granted by a majority of the Directors.
- G. Members of the Professional Staff may attend the meeting at the discretion of the Board.
- H. President shall have the full discretion and authority to call an executive session of the Board. Only Directors, Officers, and other individuals specifically invited by the President may attend.

Section 7: QUALIFICATIONS

To be eligible to serve as a Director an individual must have been a member of the Congregation for at least twelve (12) months and be in good standing.

Article VI: OFFICERS

Section 1: OFFICERS

- A. The officers of this Congregation shall be a president, a first vice-president, a second vice-president, a Treasurer, and a Secretary.
- B. Each officer shall be elected for a one year term at the Annual Meeting and no person shall serve as president for more than three (3) consecutive terms.

Section 2: DUTIES OF THE OFFICERS

A. President

The president shall preside at all meeting of the Congregation and the board of directors, enforces the bylaws, and signs all official documents. It shall also be the president's duty to:

1. Decide all questions of order, subject to appeal by any member.
2. Appoint the members of such committees as may from time to time be required
3. Call special meeting of the board of directors
4. Call special meeting of the Congregation in accordance with Article IV, Section 3 hereof.
5. Call special meetings of the Congregation or the board whenever he/she deems it in the best interests of the Congregation.
6. Appoint representatives of the Congregation, with the advice and consent of the board, to all bodies wherein the Congregation may be entitled to representation.
7. Appoint all standing committees, and act as ex-officio member of each standing committee.
8. Assign special duties to officers and directors as may from time to time be necessary.
9. Cast the deciding vote on all questions in which there may be an equal division of votes.
10. Make a report to the congregation at the annual meeting on the status of the affairs of the Congregation.

B. Vice-Presidents

1. Each vice-president shall be responsible for different committees at the discretion of the president.
2. It shall also be the duty of the vice-presidents to aid the president and other members of the board.
3. In the absence of or at the direction of the president, the first vice-president shall assume the duties and responsibilities of the president.
4. In the absence of both the president and first vice-president or at their direction the second vice-president shall assume the duties and responsibilities thereof.

C. Treasurer

The treasurer shall execute or cause to be executed the following:

1. Establish the procedures for the receipt and be the custodian of all monies, securities, trust funds or other funds belonging to the Congregation and give receipts therefore, when necessary. All monies so received shall be held or deposited in the name of the Congregation, in such financial institutions or otherwise invested, as the board may direct.
2. Delegate with the consent of the board, the custodianship of any monies, securities, trust funds or other funds of the Congregation to any financial institution.
3. Bill and maintain accurate records of the member's accounts.
4. Pay all approved bills from the funds designated.
5. Make monthly reports to the board on the condition of the treasury, and submit an annual report to the Congregation at such time as the board shall designate.
6. Have the Congregation's books and accounts ready for settlement at the expiration of the treasurer's term.
7. At the expiration of his/her term, to deliver to his/her successor when duly qualified, or to the board, all monies and other properties of the Congregation in his/her custody, and all books and papers pertaining to the treasurer's office which may be in his/her possession.

D. Secretary

The secretary shall perform or cause to be performed the following:

1. Attend all meetings of the board and of the Congregation, read the minutes, reports, and communications and keep an accurate record of all the proceedings.
2. Deliver to the board at its request, all properties in his/her custody, and all books and papers pertaining to the office of secretary which may be in his/her possession.
3. Issue all notices of meetings of the Congregation and board, conduct correspondence and keep copies of the same.

Section 3: SUCCESSION

In the extended absence or disability of the president, the first vice-president shall assume all duties and responsibilities incumbent upon the president; in the event that the first vice-president cannot assume said duties, the second vice-president shall assume such duties; in the event that the second vice-president cannot assume said duties, the Treasurer shall assume such duties; and should the Treasurer not be able to assume said duties, the Secretary shall assume such duties.

Section 4: QUALIFICATIONS

To be eligible to serve as an Officer an individual must have been a member of the Congregation for at least twelve (12) months and be in good standing.

Article VII: NOMINATIONS AND ELECTIONS

Section 1: NOMINATING~ COMMITTEE

The board of directors shall appoint a nominating committee of five (5) members not less than sixty (60) days prior to the meeting at which elections will be held.

- A. Two (2) members shall be named from the board of directors, one (1) of whom shall be chairperson.
- B. Three (3) members shall be named who are not members of the board of directors.
- C. No person shall serve on two (2) consecutive nominating committees and the president shall not serve on the nominating committee.
- D. The nominating committee shall nominate candidates for:
 1. All offices
 2. Four (4) three (3)-year terms as directors
 3. Un-expired portion of vacancies on the board of directors

Section 2: PRESENTATION OF SLATE

The committee shall present its slate at the budget meeting as set forth in Article IV, section 2.

Section 3: ADDITIONAL NOMINATIONS

- A. Additional nominations for the various offices and directors may be made by members of the Congregation by a petition signed by not less than ten percent (10%) of the membership eligible to vote, filed with the secretary not less than ten (10) days before elections.
- B. The secretary shall notify all members of the Congregation of any nominees by petition, not less than three (3) days prior to the election meeting.

Section 4: ELECTIONS

- A. Only candidates selected by the nominating committee and those duly nominated by petition shall be voted upon.
- B. Candidates for office receiving a majority of votes cast shall be elected.
- C. Those candidates for directors receiving the greatest number of votes shall be elected.
- D. An individual may not vote more than once for the same candidate on a single ballot.
- E. Balloting for directors shall be held separately in accordance with the length of term.

Article VIII: DUES AND ASSESSMENTS

Section 1: DETERMINATION OF AND SCHEDULE OF PAYMENTS

- A. Dues and assessments shall be fixed by the board of directors and set when approved by the same at any meeting.
- B. Dues and assessments shall be payable on a schedule determined by the board of directors.
- C. Dues and assessments for persons becoming members of the Congregation at times other than the beginning of the fiscal year, may be prorated as determined by the board of directors.

Section 2: ARREARS

- A. Any member who shall be in arrears in the payment of dues, assessments, or other obligations as per board of directors policy shall be notified of his/her arrearage. The member shall be considered to be not in good standing upon the failure to rectify this arrearage.
- B. Members not in good standing may not be allowed to participate in Temple activities.
- C. A member not in good standing, shall, upon payment of arrears in full be restored as a member in good standing.

Article IX: EXTRAORDINARY EXPENDITURES

Non-budgeted, non-recurring expenditures in excess of Ten Thousand Dollars (\$10,000) shall not be made unless authorized by a vote of a majority of those present at a meeting of the board of directors or by a majority vote of the board of directors at a duly called meeting to approve any such expenditures. Any non-budgeted, non-recurring expenditures which are not in excess of Ten Thousand Dollars (\$10,000) shall be authorized by the executive board, or in the event of an emergency, by the President and the Treasurer, and any such expenditures shall be reported to the board of directors at its next scheduled meeting.

Article X: COMMITTEES

Section 1: APPOINTMENT

The president shall be empowered to appoint such standing and special committees as may be deemed appropriate to conduct the affairs of the Congregation. Every member of such committee shall serve at the pleasure of the president.

Section 2: CONTINUATION

Standing committees shall continue their function beyond the term of the president appointing them, and shall serve at the pleasure of the succeeding president.

Section 3: ENDOWMENT COMMITTEE

- A. The President has appointed an Endowment Committee that is responsible for the formation and the functioning of the Congregations Endowment Program. The Endowment Program is a program whereby individuals, and other entities, can contribute funds, or direct funds be contributed from specific sources, for the benefit of the Congregations long-term financial well being. The committee shall consist of: the President, Past President, Treasurer and three other members of the Congregation. All members of the Endowment Committee shall be members of the Congregation entitled to vote at meeting of the Congregations Membership. As I all committees formed hereunder, the members of the Endowment Committee serve at the pleasure of the President, but the committee will at all time include the aforementioned Officers of the Congregation. All members of the committee shall be appointed by the President annually at the Board meeting next following the Annual Meeting of the Congregation, except in the case of a vacancy in the board, in which case the President shall appoint an individual to fill that vacancy at a board meeting as soon as is practicable.
- B. The Endowment Committee shall promulgate such rules, regulations and procedures necessary for the proper functioning of the Endowment Program, which must be approved by two thirds of the Board of Directors. Such rules shall include, but not be limited to, the utilization of Endowment Funds by the Congregation.
- C. All funds contributed to the Endowment Program shall be deposited in a fund which The Endowment Committee shall obtain the approval of two-thirds of the Board of Directions in order move the Endowment Funds from one investment fund to another investment fund.

Article XI: FISCAL YEAR

The fiscal year of the Congregation shall be July 1 to June 30 of each year.

Article XII: PROXIES

No voting by proxy shall be permitted at any meeting of the members of the Congregation or of the board of directors.

Article XIII: PARLIAMENTARY PROCEDURES

Robert's Rules of Order, latest revision, shall be the recognized authority by which meetings of the Congregation and board of directors shall be regulated and conducted.

Article XIV: IMPEACHMENT

Section 1: CAUSE

Any officer or director may be removed from office and/or from the Board for due cause.

Section 2: PROCEDURE

- A. Removal shall be requested in a petition signed by not less than one-third (1/3) of the individual members of the Congregation entitled to vote, or by a petition signed by not less than two-thirds (2/3) of the voting members of the board of directors.
- B. The petition shall be given to any officer or director of the Congregation, who shall notify all other officers and directors.
- C. The president or the board of directors shall within ten (10) days call a special meeting of the members of the Congregation in accordance with Article IV, section 5 of these by-laws.
- D. Such Officer or Director shall be removed from office and/or from the board of directors upon an affirmative vote of:
 1. Not less than two-thirds (2/3) of the members of the board of directors or
 2. Not less than two-thirds (2/3) of the members of the Congregation entitled to vote at said meeting consisting of a quorum as provided for in Article IV, section 6.
 3. However, in any case the decision of the Congregation is final and binding upon the board of directors.

Article XV: AUDIT

Section 1: FREQUENCY

The books and records of the Congregation shall be audited upon a call by the board of directors or by the petition signed by two-thirds (2/3) of the membership.

Section 2: REPORT

Upon receiving the report, the president shall, in a timely manner, send a true copy of the report to the membership.

Article XVI: RABBI(S)

Section 1: PURPOSE

The rabbi shall be the spiritual leader of the Congregation and perform such religious duties as are usually performed by a rabbi and also any other such duties as may be directed by the board of directors.

Section 2: SELECTION

- A. The selection of a rabbi for the Congregation shall be done through a pulpit committee who will interview, select, and recommend to the board of directors a candidate.
- B. The pulpit committee membership shall be made up of and reflect the diverse membership of the Congregation.
- C. The committee shall have a minimum of nine (9) members and a maximum of fifteen (15) members.

Section 3: HIRING

- A. The rabbi shall then be hired by the board of directors.
- B. At a meeting of the membership called for that purpose in writing, the Board shall inform the membership of its selection and the reasons therefore.

Section 4: ASSISTANT AND/OR ASSOCIATE

The selection and hiring of assistant and/or associate rabbis(s) shall be in accordance with the aforementioned procedure except that the rabbi shall serve as a consultant on this matter to the Pulpit Committee.

Section 5: OTHER DUTIES

- A. The rabbi(s) shall cause to be kept a permanent record of Congregation events such as:
 - 1. All marriage ceremonies performed by him/her, or his/her associate/assistant(s)
 - 2. All conversions to Judaism at which he/she his/her associate/assistant(s) officiate
 - 3. All Bar and Bat Mitzvahs
 - 4. All confirmations
 - 5. All children who are named at a service of worship in the Congregation
 - 6. All funerals at which he/she officiates
 - 7. All other such life-cycle events
- B. All such records shall become the property of the Congregation.
- C. The rabbi shall deliver an annual message to the members of the Congregation at the annual meeting.

Section 6: RENEWAL OF THE RABBI(S) CONTRACT

- A. At least two (2) months prior to the renegotiation of the rabbi's (or rabbis') contract(s), the board of directors shall notify the Congregation in writing of such impending renegotiation.
- B. All communications from the congregants regarding this matter should be directed to the board of directors.
- C. If the Board finds, as a result of the above communications from the congregants that there is not a general consensus to rehire, they shall call a special meeting at which this matter will be discussed.
- D. After acting on the rabbi's (or rabbis') contract(s), the board of directors shall promptly inform the Congregation of its course of action and shall give its reasons therefore.

Section 7: CONGREGATION MEMBERSHIP: RABBI, ASSOCIATE AND/OR ASSISTANT RABBI(S)

- A. The rabbi and his/her family shall be deemed members of the Congregation.

- B. Assistants to the rabbi and/or the associate rabbi and their families shall likewise be deemed members of the Congregation.

- C. The Rabbi(s) shall have the right to attend all meetings of the Board of Directors and the Congregation, without voting rights, except when requested to recuse himself or herself, pursuant to Article IV, Section 7 and Article V, Section 6, E.

Article XVII: CANTOR

Section 1: PURPOSE

- A. As a member of the clergy staff of the Congregation, the cantor(s) shall participate with the rabbi(s) at religious services, chanting and/or reading appropriate portions of the liturgy as well as leading the Congregation in prayer.

- B. The cantor shall also be primarily responsible for the musical liturgy of the Congregation.

Section 2: SELECTION AND HIRING

- A. The selection of a cantor for the Congregation shall be in accordance with the procedure as established for the rabbi as set forth in Article XVI, Section 2.
- B. The rabbi shall serve as a consultant to the cantorial committee.

- C. The selection and hiring of an associate and/or assistant(s) cantor(s) shall be in accordance with the aforementioned procedure except that the cantor shall serve as a consultant on this matter to the cantorial committee.

Section 3: OTHER DUTIES

- A. The cantor(s) shall cause to be kept a permanent record of Congregation events such as:
 - 1. All marriage ceremonies performed by him/her, or his/her associate/assistant(s)
 - 2. All Bar and Bat Mitzvahs
 - 3. All confirmations
 - 4. All children who are named at a service of worship in the Congregation
 - 5. All funerals at which he/she officiates
 - 6. All other such life-cycle events
- B. All such records shall become the property of the Congregation.

Section 4: RENEWAL OF THE CANTOR'S CONTRACT

- A. At least two (2) months prior to the renegotiation of the cantor's (or cantors') contract(s), the board of directors shall notify the congregation in writing of such impending renegotiation.

- B. All communications from the congregants regarding this matter should be directed to the board of directors.

- C. If the board finds, as a result of the above communications from the congregants that there is not a general consensus to rehire, they shall call a special meeting at which this matter will be discussed.

- D. After acting on the cantor's (or cantors') contract(s), the board of directors shall promptly inform the congregation of its course of action and shall give its reasons therefore.

Section 5: CONGREGATION MEMBERSHIP

A. The cantor and his/her family shall be deemed members of the Congregation.

B. Associate and/or assistant(s) to the cantor and their families shall likewise be deemed members of the Congregation.

C. The Cantor shall have the right to attend all meetings of the Board of Directors and the Congregation, without voting rights, except when requested to recuse himself or herself, pursuant to Article IV, Section 7 and Article V Section 6, E.

Article XVIII: AMENDMENTS

The members of the Congregation by a two-thirds (2/3) vote of all those present and entitled to vote, may amend, append, or repeal these by-laws provided notice of a proposed change or changes shall be mailed by the secretary to each member not less than twenty (20) days prior to a meeting at which such shall be considered.

Article XIX: INDEMNIFICATION, LIMITED LIABILITY AND INSURANCE

To the fullest extent permitted under the Connecticut Nonstock Corporation Act (as amended) and any and all other applicable laws in effect from time to time, except to the extent a final judgment or other final adjudication adverse to an officer or director of FVJC establishes that his or her own personal acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law:

(a) No officer or director of FVJC shall be personally liable to FVJC, FVJC's congregation, any of FVJC's members or employees, any other officer or director of FVJC, any of FVJC's creditors, or any other person or entity, for any damages, settlements, fees, fines, penalties or other monetary liabilities to the extent arising or resulting from any action or omission of such officer or director (including, without limitation, any breach of duty) in his or her capacity as an officer or director of FVJC, and all of the foregoing shall be deemed waived; and

(b) FVJC shall, indemnify, defend and hold harmless any and all officers and directors of FVJC for, from and against any and all threatened, pending and completed civil, criminal, administrative, investigative and other claims, demands, hearings, suits, mediations, arbitrations, litigations, actions, proceedings, settlements, judgments, penalties, fines, assessments, liabilities, damages, fees, charges, costs and expenses, including, without limitation, attorneys' fees and disbursements (and attorneys' fees and disbursements incurred in enforcing this indemnity provision against FVJC), of whatever kind or nature, arising from or incurred in connection with his or her serving as an officer or director of FVJC (collectively, "Claims"), including, without limitation, any Claims by third parties against FVJC or any of such officers or directors based on the actions or omissions of any officer, director or employee of FVJC, or any volunteer or other person.

The provisions and rights in this paragraph are independent and severable and if any such provision or right is found to be unenforceable, the other provisions of this paragraph shall not be affected, and the affected provision shall be given the fullest possible enforcement in the circumstances. The provisions and rights in this paragraph shall inure to the benefit of each current and former officer and director of FVJC, and their respective estates, heirs, executors, personal representatives and administrators, and shall survive the expiration or termination of these by-laws.

FVJC shall obtain customary and reasonable insurance coverage, as the board of directors of FVJC shall reasonably deem appropriate from time to time, to cover the costs and expenses which may reasonably be incurred by FVJC under the indemnification provisions in this paragraph.