

**RESTATED AND AMENDED
CONSTITUTION and BY-LAWS**

OF

THE JAY FOCUS GROUP

(a 501(c)(3) Not-For-Profit Tax Exempt Organization)

The following shall be the Restated and Amended Constitution and By-Laws of The Jay Focus Group, hereinafter referred to as the “Organization.”

ARTICLE I

NAME

The name of this organization is The Jay Focus Group, Jay, Vermont.

ARTICLE II

OFFICES

The legal mailing address shall be P.O. Box 323, North Troy, Vermont, 05859 with its principal place of business in the Town of Jay, County of Orleans, and State of Vermont. The Organization may have other offices within the State of Vermont, as the Board of Directors may designate, or as the business of the Organization may require.

ARTICLE III

PURPOSE

The Jay Focus Group is non-commercial, non-sectarian, and non-partisan. Our principle purpose is to:

- (a) To foster creative innovations and economic growth.
- (b) Undertake charitable and educational activities consistent with the provisions of Section 501 (c)(3) of the Internal Revenue Code.
- (c) Utilization and expansion of the Jay Town Hall as a Community center for wellness programs, entertainment, and educational programs for people of all ages.
- (d) The creation of fundraising opportunities and events in order to leverage a new idea or other funding, to make possible a project or idea that will directly benefit the people of our local community.

- (e) Create a learning culture for the students of the Jay/Westfield Elementary School that strives for constant improvement and innovation, along with the learning tools and technology to assist in attaining those goals.
- (f) Support community outreach activities, with priority given to science and technology education, and community and civic improvement efforts.
- (g) Provide an effort to improve the quality of health and well-being of the Jay Area community, including the towns of Lowell, North Troy, Troy, and Westfield.
- (h) Initiatives that give greater access to physical movement and play, and to public schools promoting a greater level of inclusion in student activities and extracurricular programs.

ARTICLE IV

MISSION

The Jay Focus Group is a non-profit organization of community volunteers whose mission is to create a sense of civic pride, generate a sense of community cohesiveness and promote a community spirit that focuses on physical, mental and spiritual wellness. Organized exclusively for charitable, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. This will create an atmosphere that fosters creative innovations and economic growth. It is our express commitment to improve the future, and serve our local communities.

ARTICLE V

MEMBERSHIP

- (a) The Jay Focus Group is open to all persons who wish to take part in and support the charitable, educational, and fundraising activities of which the Board of Directors plan and authorize. The organization shall be non-commercial non-sectarian, and non-partisan. All persons who support the Mission of the Organization shall be voting members.
- (b) The name of the Organization or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern, or in connection with any interest, or for any purpose not appropriately related to promoting the mission of the organization.
- (c) The Organization or any members in their official capacities shall not directly or indirectly participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of or in opposition to any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

ARTICLE VI

BOARD OF DIRECTORS

1. FUNCTIONS AND DEFINITION. The activities and affairs of the organization shall be managed by or under the direction of its governing body, which is herein referred to as the Board of Directors of the organization, although the directors may be designated as executive board, trustees, managers, governors, or otherwise. The Board shall conduct the business of the Organization, and oversee the activities thereof.

2. QUALIFICATION AND NUMBER. Each Director, along with the President, shall serve as liaisons to the community. The Board of Directors shall consist of four (4) elected officers, and any additional members of the Organization as deemed necessary. At no time may the number of Directors be less than three (3). Hereinafter, the number of directors constituting the whole board shall be fixed from time to time by action of the directors.

3. ELECTION AND TERM. Four (4) weeks prior to the Annual Meeting, the Board shall appoint a Nominating Committee, consisting of an uneven number of members of no less than three (3). The committee shall nominate only those persons who have signified their consent to serve if elected. At the Annual Meeting, nominations shall be accepted from the floor, in addition to candidates selected by the Nominating Committee. Elections will take place and elected directors will take office at the end of said Annual Meeting, and shall serve for a term of two (2) years. Directors who are elected to fill vacancies and newly created directorships, shall hold office until the next annual meeting of members, and until their successors are elected and qualified or until their earlier resignation or removal. Newly created directorships and any vacancies in the Board of Directors, including vacancies resulting from the removal of director(s), until they have been filled by the members, may be filled by the vote of a majority of the remaining directors then in office, although less than a quorum. Should any director resign, they must do so in writing to the Board. The Board, upon acceptance of the resignation, will notify the membership, and that resignation shall be filled as provided herein, Article VI§3.

4. QUORUM AND ACTION. A majority of the whole Board shall constitute a quorum except when a vacancy or vacancies occur, whereupon a majority of the directors in office shall constitute a quorum. Except as in these Bylaws otherwise provided, and except as otherwise provided by statutory law, the vote of a plurality of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Any member of members of the Board of Directors or of any committee designated by the Board, may participate in a meeting of the Board, or any such committee, as the case may be, by means of conference telephone, or similar communication equipment by means of which all persons participating in the meeting can communicate with each other.

5. CHAIRMAN OF THE MEETING. The Chairman of the Board, if any, and if present, shall preside at all meetings. Otherwise, the President if present and acting, or any other director chosen by the Board, shall preside.

6. REMOVAL OF DIRECTORS. Except as may otherwise be provided by applicable statutory law, any director, or the entire Board of Directors may be removed, with or without cause, by a majority of the members then entitled to vote in an election of directors.

7. COMMITTEES. Whenever its number consists of three or more, the Board of Directors may, by resolution passed by a majority of the whole board, designate one or more committees, each committee to consist of two or more the directors of the corporation. The absence or disqualification of any member of any such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise the powers and authority of the Board of Directors in the management of the business and affairs of the corporation with the exception of any authority the delegation of which is prohibited by applicable statutory law, and may authorize the seal of the corporation to be affixed to all papers which may require it.

ARTICLE VII

OFFICERS

DEFINITION. The Officers of the Organization shall consist of the President, Vice-President, Secretary, and Treasurer, and Executive Director, elected at the Annual Meeting

1. AUTHORITY AND DUTIES. All officers of the organization shall have such authority and perform such duties in the management and operation of the organization as shall be prescribed in the resolutions of the Board of Directors designating and choosing such officers, and prescribing their authority and duties, and shall have such additional authority and duties as are incident to their office except to the extent that such resolutions may be inconsistent therewith.

All officers shall perform the duties outlined in these bylaws, and those assigned from time to time. Upon the expiration of the term of office, or in case of resignation, the officer shall turn over to the Board of Directors all records, books, funds, and other material pertaining to the office.

2. OFFICERSHIPS. The officers of the corporation shall consist of a President, a Secretary, a Treasurer, and, if deemed necessary, expedient, or desirable by the Board of Directors, a Chairman of the Board, one or more Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers with such titles as the resolution of the Board of Directors choosing them shall designate. Except as may otherwise be provided in the resolution of the Board of Directors choosing him/her, no officer other than the Chairman of the Board, need be a director. Any number of offices may be held by the same person, as the Board of Directors may determine, except that no person may hold the offices of President and Secretary simultaneously.

Officers shall be elected by ballot in the month of October, during the Organization's Annual Meeting, by the members of the Organization. However, if there is but one nominee for any office, election for that office may be by voice vote.

Officers shall assume their official duties following the close of the meeting in October.

3. TERM, REMOVAL AND VACANCIES. The term of office for Officers as herein defined above, Article VII §1, shall be a two (2) year term, or until their successors are elected. Any officer may be removed, with or without cause, by the Board of Directors. Any vacancy in any office may be filled by the Board of Directors.

4. PRESIDENT. The President shall have executive supervision over the Organization within the scope provided by these Bylaws, and shall preside at regular meetings of the membership and Board of Directors, report annually on the activities of the Organization, and make required appointments, including auditor, committee chairs, and other persons not provided for. The President shall be considered an ex-officio member of all committees (except the Nominating Committee), and shall cast the deciding vote on Organization decisions, at either the general membership, board, or committee meetings. The President will sign all deeds, transfers, licenses, contracts, and engagements on behalf of the Organization. The President will direct the Executive Director maintain a master file of all Officer and Board records of the Organization. The President shall preside at all meetings of the Organization.

5. VICE PRESIDENT. The Vice President shall act as an assistant to the President, and familiarize himself/herself with the duties the President undertakes. In the President's absence, incapacitation, resignation, or removal, the Vice President shall assume the duties of the President.

6. SECRETARY. The Secretary shall record all of the proceedings of all meetings and actions in writing of members, directors, and committees of directors, and shall exercise such additional authority and perform such additional duties as the Board shall assign. The Secretary shall provide membership notice of meetings, have at hand the current Bylaws, maintain a complete membership list, and assist the President and/or Board of Directors with needed correspondence, and other duties as assigned.

7. TREASURER. The Treasurer shall be the custodian of the funds of the Organization, pay all bills and/or expenses as authorized by the President. The Treasurer shall keep a full and accurate account of receipts and expenditures, provide regular reports of financial matters, and present a financial statement at the end of the Organization's fiscal year, or when requested by the Board. The Treasurer shall file the electronic notice IRS Form 990 or applicable form to the IRS, and handle all financial matters of the Organization. In the absence of the Treasurer, the Secretary shall file the electronic notice IRS Form 990, and have the authority to pay out moneys as approved by the Board. A financial report shall be prepared by the Treasurer to be included as part of the Board of Director's annual report. The Treasurer will cooperate fully with the Auditor(s), and affix his/her signature as approval of the report.

8. EXECUTIVE DIRECTOR. The Executive Director shall design, develop, and implement strategic plans for the organization in a cost-effective and time-efficient manner. The Executive Director is also responsible for the day-to-day operation of the organization, including managing committees. The Board grants the Executive Director the authority to run the organization. The Executive Director is accountable to the Board of Directors, and reports to the board on a regular basis. The board may offer suggestions and ideas about how to improve the organization, but the Executive Director decides whether or not, and how, to implement these ideas. The Executive

Director needs to be informed of everything that goes on in the organization. This includes staff, membership, budget, company assets, and all other company resources, to help make the best use of them and raise the organization's profitability and profile.

ARTICLE VIII

EXECUTIVE BOARD

The Executive Board shall consist of the four (4) officers and the executive director, of the organization, and any additional members of the Board of Directors.

All of the Executive Board members shall be a member of the Organization.

DUTIES. The duties of the executive board shall be to transact necessary business in the intervals between organizations, and such other business as may be referred to it by the organizations. To create standing and special committees, approve the plans of work of these steering committee, present a report at the regular meetings of the organization, select an auditor or auditing committee to audit the treasurer's accounts, and approve routine bills within the limits of the budget.

ARTICLE IX

MEETINGS

Regular meetings of the organization shall be held monthly, or as needed, when call by the President or Executive Director with five (5) days' notice having been given of change of the date.

TIME. The annual meeting shall be held on the date and at the time fixed, from time to time, by the Board of Directors, provided, that each successive annual meeting shall be held on a date within fifteen (15) months after the date of the preceding annual meeting. Special meetings of the organization may be called by the President or Executive Director with five (5) days' notice having been given of change of the date.

PLACE. Annual meetings, special meetings, and monthly meetings shall be held at such the principal office of the organization in the State of Vermont.

CALL. Annual meetings, special meetings, and monthly meetings may be call by the President, the Chairman of the Board of Directors, or by any officer authorized by the Board of Directors to call the meeting.

CONDUCT OF MEETING. Annual meetings, special meetings, and monthly meetings shall be presided over by one (1) of the following officers in the following order of seniority, if present and acting – the Chairman of the Board, if any, the President, a Vice-President, the Executive Director, of, if none of the foregoing is in office and present and acting, by a chairman to be chosen by the members. The Secretary of the organization, or in his/her absence, an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant

Secretary is present, the Chairman of the meeting shall appoint a secretary of the meeting. "Robert's Rules of Order" shall govern proceedings at all meetings.

QUORUM. Five (5) people of the organization shall constitute a quorum for the transaction of business in any meeting of this organization.

VOTING. Each member shall be entitled to one (1) vote in the election of each director, in the adoption, amendment, and repeal of these Bylaws to the extent provided for in the certificate of incorporation, and in all proceedings upon which applicable statutory law confers voting power upon members entitled to vote in the election of director(s) and/or officer(s). A plurality of the votes cast shall elect director(s), and/or officer(s), approve any action required by applicable statutory law to be taken at a meeting of members, or approve any action which may be taken at any meeting of the members except where applicable statutory law prescribes a different percentage of votes. Member voting shall be non-cumulative, and need not be by ballot.

Voting may take place by the following methods: a show of hands, a written vote sent by mail to: Jay Focus Group/VOTE, P.O. Box 323, North Troy, Vermont 05859, or electronic vote which includes internet, telephone and/or facsimile.

ARTICLE X

FINANCES

The organization may receive outright or in trust, gifts, devises, and legacies of all forms of real and personal property.

No part of the net earnings of the organization shall inure to the benefit of or be distributable to its member, directors, trustees, officer or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the article of organization hereof.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XII

COMMITTEES

Only members of the organization shall be eligible to serve in any elective or appointed positions. The power to form special committees and appoint or elect their members rests with the organization, unless the Bylaws delegate this power to the President, or a member of the

executive board. The President shall be a member ex-officio of all committees except the nominating committee.

A. STANDING COMMITTEES. The Board of Directors or Executive Board may create such standing committees, as it may deem necessary to promote the purpose, and carry on the work of the organization. The President shall appoint chairs of standing committees. The term of each chair shall be three (3) years or until the selection of a successor. The chair of each standing committee shall present a plan of work to the board of directors or executive board for approval. No committee work shall be undertaken without the consent of the board of directors or executive board. The chair of each committee will recruit other members as needed. The current Standing Committees are:

- (a) Events (EXHIBIT A attached pages to these bylaws)
- (b) Membership
- (c) Education and Scholarship
- (d) Grants

B. AD HOC COMMITTEES. Ad Hoc Committees may be established from time to time, and will be temporary in duration. The President shall appoint members of an Ad Hoc Committee. There are two (2) Ad Hoc Committees to be formed on an annual basis.

1. BYLAWS. This committee shall consist of two (2) members, at least one (1) of whom shall be from the Board of Directors. The committee shall review the bylaws annually to ensure they are consistent with the goals and purposes of the Organization. The committee shall make recommendations for changes, as necessary, to the Board of Directors.

The committee shall submit a revised set of bylaws for the existing bylaws by a majority vote at a meeting of the organization, or by two-thirds vote of the Board of Directors or Executive Board. The requirements for adoption of a revised set of bylaws shall be the same as in the case of an amendment(s).

2. NOMINATING. The Nominating Committee shall be appointed by the Board of Directors four (4) weeks prior to the annual meeting, and consist of three (3) voting members or the organization. The committee will prepare a slate of candidates for office for the upcoming year, and present this slate at the annual meeting for a vote.

ARTICLE XIII

AMENDMENTS

These bylaws may be amended or revised by a vote of two-thirds of members present at any annual or regular meeting of the organization, provided, the notice for amendment(s) have been given at the previous regular meeting, and that the proposed amendment(s) shall be subject to approval. A committee may be appointed as provided hereunder Article XII §B (1).

ARTICLE IVX

DISSOLUTION

A. All of the funds and assets of the organization, shall be exclusively devoted to the mission and purposes expressed. No member or officer of the Organization will receive, or be entitled to receive, under any circumstances, any monetary profit from the operation of, or liquidation of the organization.

B. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed for one or more non-profit funds, foundations, or organizations which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local 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 organization 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.

ARTICLE XV

INDEMINFICATION

The organization shall indemnify each of its officers and directors, whether or not then in office (and his/her executor, administrator, and heirs), against all reasonable expenses actually and necessarily incurred in connection with the defense of any litigation to which he/she may have been made a party because he/she is/was an officer or director of the Organization. He/she shall have no right to reimbursement, however, in relation to matters as to which he/she has been adjudged liable to the Organization for gross negligence or wilful misconduct in the performance of his/her duties. The right to indemnity for expenses shall also apply to the expense of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

The foregoing right or indemnification shall be in addition to, and not exclusive of, all other rights to which such officer or director may be entitled under applicable statutory law.

ARTICLE XVI

FISCAL YEAR

The fiscal year of the organization shall begin on January 1st through and including December 31st. The fiscal year of the organization may only be changed by the Board of Directors.

ARTICLE XVII

CONTROL OVER BYLAWS

Subject to provisions of the certificate of organization, and the provisions of applicable statutory law, the power to amend or repeal these Bylaws, and to adopt new Bylaws may be exercised by the Board of Directors, or by the members.

I/WE CERTIFY that the foregoing is a full, true, and correct copy of the Restated and Amended Bylaws of THE JAY FOCUS GROUP, a charitable 501(c)(3) organization of the Internal Revenue Code, as in effect on the date hereof.

Dated: 18 June 2013

Kathy DiCarlo
President, The Jay Focus Group

Pat Sanders
Secretary, The Jay Focus Group

EXHIBIT A

EVENTS, ACTIVITIES, AND FUNDRAISING DETAILS

LISTED BELOW IS AN OVERVIEW OF PAST AND CURRENT ACTIVITIES

JAY GOLF TOURNAMENT AND BBQ. This fundraising event benefits the following community projects and programs: The Jay Area Community Food Shelf, The Jay Volunteer Fire Department, the Town of Jay Community Center, and Recreational Land Trust development.

JAY SUMMER FEST. This annual fundraiser supports the Jay Area Food Shelf, Jay/Westfield School Enrichment Programs, Jay Community Center, Jay Community Recreational Centre, Jay Athletic Association, and the Annual Children's Halloween Party.

ANNUAL MONTE CARLO CASINO AND TEXAS HOLD'EM TOURNAMENT. This annual events directly benefits the Jay Volunteer Fire Department.

ANNUAL THOROUGHBRED RACES. This annual fundraiser supports the Jay Recreational Land Trust, Jay Area Community Food Shelf, and the Jay Volunteer Fire Department.

PAST FUNDRAISING EVENTS FOR THE JAY AREA FOOD SHELF have included Silent Auctions, Food Drives and Money Cans in local businesses, as well as the annual December Town Square Tree lighting with visit by Santa, Hot Chocolate & Cookies.

The Jay Focus Group is involved in a number of fundraising events throughout the year that develop as a need for financial support arises from different community programs and groups, or if an emergency situation in the community occurs. These have included raffles, dances, and silent auctions.

SUPPORTED PROGRAMS, PROJECTS AND NON-PROFIT ORGANIZATIONS

The Jay Focus Group supports a number of community projects, programs and organizations, as well as assisting members of our community in the event of a catastrophe. At the present time the beneficiaries of our events are, but not limited to:

JAY COMMUNITY FOOD SHELF. This program is available to members of the greater Jay area community, consisting of residents of the towns of Jay, Lowell, North Troy, Troy, and Westfield. Located in the Jay Community Center, Jay Town Hall, and currently serving 175 families in our communities. The Jay Area Community Fresh Vegetable Garden supports the Jay Area Community Food Shelf.

JAY LAND TRUST RECREATIONAL PARK. The mission of this committee is to “encourage responsible environmental stewardship of the land while utilizing the natural resources to promote health and wellness through educational and fun outdoor activities.” The Jay Land Trust Recreational Park belongs to the Town of Jay, Vermont, and the committee reports directly to the Jay Select Board of Jay, Vermont.

DEVELOPMENT OF A COMMUNITY CENTER AND COMMUNITY BULLETIN BOARD. This center currently hosts educational and informational programs, arts events and displays, health/wellness classes, blood drives, meeting, and social gatherings. The Jay Community Center Committee reports directly to the Jay Select Board of Jay, Vermont.

JAY/WESTFIELD JOINT ELEMENTARY SCHOOL AFTER SCHOOL PROGRAM. This program provides enrichment opportunities and extra educational support for all students in the Jay/Westfield Elementary School beyond the regular school day.

THE JAY VOLUNTEER FIRE DEPARTMENT. This organization is Volunteer based, and independent of the Town of Jay, Vermont.

The programs listed above are an overview of the areas currently serve, but are not limited to. Any changes and/or additions will be voted in accord with the procedures set forth in our meeting guidelines.