

BETH ISRAEL CENTER

BY-LAWS

ADOPTED DECEMBER 16, 1958

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ARTICLE 1            THE ORGANIZATION

Section 1            Name - The name of the Organization shall be BETH ISRAEL CENTER.

Section 2            Purpose - The purpose or purposes for which said corporation is organized: the general purpose of this corporation shall be to secure the advancement of the Jewish religion according to its faith; to promote the civic, educational, and spiritual improvement of its members by providing for religious services, religious schools, and by such other means as the congregation may from time to time provide; including charitable, benevolent, and eleemosynary; to take charge of, hold and manage all property, personal and real, including burial grounds, that may at any time or any manner come to or vest in this corporation for any purpose whatever, whether by purchase, gift, grant, devise or otherwise, and to mortgage the same, sell, and otherwise dispose of it as the necessities of the corporation may require; and for these purposes to have, possess and enjoy all the rights, benefits and privileges of said act of assembly.

Section 3            Scope - The Organization shall be a community group that shall sponsor with equal emphasis, cultural and social activities, a synagogue, and an academic center.

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ARTICLE II            MANAGEMENT AND CONTROL

Section 1            Executive Control - The executive and administrative business of the Organization, and the supervision and direction of its various activities, shall be controlled solely by the Board of Directors, unless otherwise provided in these By-Laws.

Section 2            Funds - The funds of the Organization shall be controlled by the Board, and shall be kept in a general fund. Separate funds may be established by the Board, and held in separate accounts, but these shall remain under the control of the Board.

Section 3      Withdrawals - Withdrawals from all accounts shall be subject to the signatures of both the Treasurer and the President, or in the absence or incapacity of the President, the First Vice-President shall co-sign in his place.

Section 4      Contractual Limit - The Board shall make no contract or agreement which shall require total expenditure in excess of \$500.00, unless it has been approved by the Organization in meeting. No contract or agreement shall be made by the Board without prior organizational approval which shall require total expenditure in any one year in excess of uncommitted funds existing with or pledged to the Organization for that year. The total of uncommitted funds which can be spent by the Board in any one year without organizational approval shall not be more than \$2000.00.

Section 5      Executive Limit - Any action of the Board, other than a contract or agreement of legal status, which is disapproved by a majority in an organization meeting, shall become void thereafter; except that, if the President considers action in this matter to be essential to the continued operation of the Organization, a substitute action shall be approved by the Organization before adjournment. If no action be substituted, the original action shall remain in force.

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ARTICLE III      OFFICERS AND BOARD OF DIRECTORS

Section 1      The Officers - The Officers of the Organization shall be a President, a First Vice-President, a Second Vice-President, a Treasurer, a Financial Secretary, a Corresponding Secretary, and a Recording Secretary. Each Officer shall be a member in good standing, and no person shall serve simultaneously in two offices. All Officers shall enter upon their official duties when inducted, and shall serve a term approximating one year until their successors shall be duly elected and inducted. An Officer may succeed himself twice.

- Section 2 Duties of the President - The President shall be the executive officer of the Organization, and shall preside at all meetings of the Organization, and the Board. He shall be ex-officio a member of all standing and special committees, other than the Nominations Committee. He shall represent the Organization in all relations with other organizations or governmental bodies, and shall promote the growth of the Organization. He shall handle or delegate all correspondence. He shall have the power to spend such monies as shall be budgeted for his use. He shall co-sign all checks disbursing general or special funds. He shall perform such other duties as may be stipulated elsewhere in these By-Laws, or as may be authorized by the Board of Directors, or as usually pertain to the office of the President. He shall be responsible for the appointment of all committees. In the one year following his last term of office, he shall continue as a member of the Board, with all the privileges and duties of a Director.
- Section 3 Duties of the Vice-Presidents - In the absence or incapacity of the President, the First Vice-President shall perform all the duties of the President. The Second Vice-President shall preside at all meetings of the Organization or of the Board in the absence of the President and the First Vice-President. The Vice-Presidents shall also perform such other duties as may be assigned by the President or by the Board of Directors.
- Section 4 Duties of the Treasurer - The Treasurer shall keep the accounts of the Organization in such a manner that they shall be open to the inspection of the President, the Board of Directors, or an authorized auditor at all times, and to any member of the Organization upon written request to the Board. He shall be chairman of the Finance Committee, and shall report at the mid-year and end-of-year meetings, and at such other times as the Board shall require. He shall receive all records of deposits to the General Funds of the Organization, and he shall be responsible for all transfers between the General and Special Funds of the Organization. He shall be responsible for the prompt and proper payment of all authorized bills, but shall refuse payment and refer to the Board all bills not deemed proper, and he shall sign all checks. At the discretion of the Board, he shall furnish Bond at the expense of the Organization.

- Section 5 Duties of the Financial Secretary - He shall keep records of all fees and dues paid to the Organization. He shall collect all funds due the Organization, he shall be responsible for the prompt deposit of such funds in the authorized depositories, and for the prompt accounting of such deposits to the Treasurer. He shall be a member of the Finance Committee, and his records shall be open to that committee, to the President, to the Board, and to any member of the Organization upon written request to the Board. He shall report to the Organization at the mid-year and end-of-year meetings, and at such other times as the Board may require. His books shall be subject to audit, and at the discretion of the Board, he shall furnish Bond at the expense of the Organization.
- Section 6 Duties of the Recording Secretary - The Recording Secretary shall maintain a minute book of all standing committees, and maintain the archives of the Organization. He shall provide duplicate records when required. His records shall be open to the President, the Board, or or any member of the Organization upon suitable request.
- Section 7 Duties of the Corresponding Secretary - The Corresponding Secretary shall receive and properly direct all incoming correspondence of the Organization. He shall, under the direction of the President, execute all outgoing correspondence. He shall be a member ex-officio of the Publicity Committee, and shall be directly responsible for the execution of all mailings to the membership or to the community.
- Section 8 The Board of Directors - The Board of Directors shall consist of the Officers denoted in Section 1, Past Presidents as available, an elected representative from the Sisterhood who is a member of the Center, an elected representative from the Men's Club who is a member of the Center, and those Directors who are not any of the foregoing, designated hereafter exclusively as Directors. For the first 100 members of the Organization there shall be four Directors, and for each additional 50 members existing at the time of elections there shall be one additional such Director. Directors shall be elected for two-year terms, staggered to provide continuity in the Board. The first term of a new Directorship may be denoted by the Board as a one-year term to equalize the number of Directors elected each year. All terms shall start and end at the regular Spring Induction meeting. Each member of the Board shall have one vote.

- Section 9 Duties of the Directors - The Directors shall faithfully attend meetings of the Board and of the Organization, and shall assist in the proper management of the Organization. They shall perform such other duties as shall be assigned to them by the President. All Directors shall be members of the Organization in good standing. A Director who is not an Officer may succeed himself once, but shall be eligible for election to any other office.
- Section 10 Vacancies on the Board of Directors - If a Directorship shall become vacant, the Board shall appoint a member of the Organization to fill the vacancy. A new Director shall be elected at the next annual election meeting to finish the term if it continues past the next regular induction meeting. The appointed Director shall serve until the duly elected Director is inducted at the Spring regular meeting. If a Director is appointed to an Office prior to the end of the annual election meeting, and one year of his term remains, he shall resume his Directorship upon induction of the duly elected Officer.
- Section 11 Duties and Conduct of the Board - The Board of Directors shall determine the policies and conduct the activities of the Organization. It shall establish the budget, approve all expenditures not provided in the budget, set all fees, take counsel with committees, discipline members, and have regular general management of the Organization. The Board shall meet regularly, and may include in the meeting such individuals as may be required for the business at hand. In the absence of the normal presiding Officers, the Board shall appoint a temporary chairman for the meeting. The Board may declare vacant the Office or Directorship of any elected member of the Board who shall be absent without good and sufficient reason from four consecutive meetings.
- Section 12 Succession - In the case of a vacancy in the Office of the President, the First Vice-President shall succeed to that Office. In the case of a vacancy in any other office, the Board shall appoint a member of the Center to fill that office.

ARTICLE IV      MEMBERSHIP

Section 1      Definitions

- (a)      The term "member" applies to a categories of association with Beth Israel Center.
- (b)      A full member is one contributing fully in the financial support of the organization both by dues payments and other assessments except as excused for good and sufficient reason by the Board.
- (c)      An associate member is one who supports the Organization only by such dues and assesments as the Board may direct. Only those individuals who prove to the satisfaction of the Board that they fully participate in the financial support of another religious institution may be considered for Associate Membership.
- (d)      A Junior Member is automatically entitled to a reduced dues schedule for a period of at most 2 years after joining Beth Israel Center for the first time. To be eligible for Junior Membership the head of the member household must not have reached his thirty-second birthday.

Section 2      Eligibility - All persons of good character and repute, professing belief in the purposes of the Organization, shall be eligible for membership.

Section 3      Admission- Admission to membership shall be by application and subject to the approval of the Board. It shall be signalled by acceptance of dues, in whole or in part as allowed by the Board, by the proper official disignated herein.

~~Section 4~~  
Section 4      Dues - The Board shall have the discretion to schedule dues and other payments required of members. These schedules shall be presented to the membership by written notice approximately 2 weeks, but in no case less than 5 days prior to a regular meeting.

Section 5      Vote - Full and Junior membership shall entitle each adult to one vote.

Section 6      Privileges - Any Full or Junior member may hold any Office in the Organization, or act on any committee. Each member, and his children shall be entitled to use of the social, cultural, religious and instructive facilites of the Organization, upon payment of such additional fees, if any, as shall be ecommended by the Board and approved by the membership, except that associate members are not entitled to make use of the Sunday School and Hebrew School facilities.

Section 7      Suspension - Membership privileges may be suspended by the Board for non-payment of dues, or for other cause, after 30 day prior

written notice of intent to the individual concerned. A suspension shall require a two-thirds majority of the full membership of the Board.

ARTICLE V

MEETINGS

- Section 1 Time of Meetings - Regular meeting of the Organization shall be held in May. An election meeting shall be held in March. In addition, special meetings may be called as explained below. All meetings, regular or special, shall be announced to the membership in writing approximately 2 weeks, but in no case less than 5 days prior to the date of the meeting.
- Section 2 Conduct - A quorum for Organization meetings shall consist of at least one-fourth of the membership, and this number shall be required for the transaction of business. A majority shall be required for adoption of resolutions and approval of actions, except as noted otherwise in these By-Laws. No member may vote by proxy.
- Section 3 Agenda - The Officers shall plan the order of business for regular and special meetings, according to the adopted rules of order, and shall prepare an agenda for these meetings which shall appear in the notice. At a special meeting, business other than that stated in the notice shall be out of order. The March meeting shall be primarily for elections, but may include major business other than elections. The Spring regular meetings shall include a final report from the Board of Directors covering all phases of the Organization's activities, including its financial status. The annual budget shall be submitted and adopted. At the discretion of the Board, reports of standing and special committees may also be submitted. The new Officers and Directors shall be inducted at this meeting.
- Section 4 Special Meetings - The President shall call special meetings at his discretion. He shall also call a special meeting within 15 days of receipt of a request to the President by 20 members of the Organization in good standing, such meeting to take place within 45 days of receipt of a request. The written request shall state the intention of each signatory to attend.
- Section 5 Board Meetings - Meetings of the Board of Directors shall be held monthly. Special meetings of the Board shall be called by the President at his discretion, or within 2 days of a request by 4 members of the Board. Notice shall be given to each member of the Board prior



to a special meeting. A majority of the Board membership shall constitute a quorum for Board meetings. An absolute majority of the members of the Board present shall be required to adopt resolutions and approve actions, except as otherwise stated herein.

ARTICLE VI NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1 Nominations Committee - The Nominations Committee shall be formed not less than 60 days prior to the election meeting of the Organization, and shall consist of 7 members. Two of these members shall be directors whose terms continue beyond the forth-coming installation. The remaining five members shall not be Board members. One of the non-Board members, designated as Chairman, shall be appointed by the President. Other members of the nominating committee shall be selected by the Board of Directors.

The Committee shall prepare a proposed slate which shall include one candidate for each office and each available Directorship. In the event the Committee is unable to agree on a single candidate, two names may be submitted for each position. Endorsement of any candidate by the Committee shall require a majority vote. The Committee may omit naming a candidate if unable to secure consent in time for notice.

Section 2 The Ballot - At least 30 days prior to the annual election meeting, the Committee shall notify the membership, in writing of the proposed slate, and prepare a printed ballot. The Board shall assist the Committee in preparing notices and printing ballots, and shall assist in transmitting notices.

Section 3 Conduct of Elections - The President, or his delegate, shall preside over the elections. Votes shall be counted by tellers appointed by the chair. All voting shall be by secret ballot. A majority vote of the members present shall be required for election. Each Office and each Directorship shall be voted separately. Nominations will be allowed from the floor. In the case where there is only one nominee for a position, election may be by acclamation. In balloting, if no majority is attained, the two nominees having the highest number of votes will run on a second ballot, except that if a tie existed, all nominees having that number of votes shall appear on the second ballot. Balloting shall continue until a majority is achieved.

Section 4 Board Vacancies - If, at the time of election, it is known that a Directorship will be vacated at the time of induction, and there has been no nomination as provided in Section 1 and 2 of this Article, nominations from the floor will be allowed, and the Directorship' shall be filled by the election procedure specified in Section 3.

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ARTICLE VII      COMMITTEES

Section 1 Appointment- All committees, except the Nominations Committee, are committees of the Board of Directors, receiving instructions from and reporting to that body. Except as noted otherwise below, chairmen of the various committees, special or standing, shall be appointed or removed by the President with the advice and consent of the Board. The size of each committee shall be fixed and its members appointed or removed jointly by the chairman and the President. The President shall serve as member ex-officio of all committees and shall have one vote; however he shall not be counted in the quorum. The tenure of standing committee members shall be that of the Officers.

Section 2 Regulation - Each committee chairman shall regulate the procedures of his committee according to his discretion, subject to the provisions of these By-Laws, and shall insure that adequate records of the committee, or assigned sub-committee, deliberations and proceedings are maintained. Standing committee chairmen will submit an annual financial report and budget forecast to the Treasurer for the use of the Financial Committee, and will arrange with the Treasurer for payment of such expenses as may be incurred. Quorum of any committee shall consist of a majority of its number.

Section 3 Reports - Reports of committees may be recommitted, may be endorsed and submitted to the Organization, may be submitted without endorsement, may be submitted with the Board's exceptions noted and attached, or the Board may decline to submit such reports. In any case, the Board may not alter committee reports, and any summaries of such reports by the Board must accurately reflect their contents. In case of suppression of a committee report by the Board, any member of the committee may, at a regular meeting of the Organization as provided in Article V, appeal for its publication and be sustained by a majority; in such cases the motion of appeal shall be debatable.

Section 4 Standing Committees- The standing committees shall include a Religious Affairs, Education, Finance, Membership, Activities, Publicity, Rules, Planning, and House Committee. The respective duties and obligations of these committees follow.

Section 5 Religious Affairs Committee -The Religious Affairs Committee shall take all necessary steps to initiate at the earliest possible date regular religious services, including High Holy Day and Festival Observances, and thereafter to supervise and regulate such services and to insure their continuity. The Rabbi is a member of this Committee ex-officio, having one vote and being counted in the quorum. The Committee is charged with the procurement and maintainance of all ceremonial and other properties which may from time to time be authorized for the furtherance of committee functions.

Section 6 Education Committee - The Education Committee is charged with the administration of the Sunday School and the Hebrew School. The Rabbi is to be a member of this committee ex-officio, having one vote, and being counted in the quorum; the Rabbi may not be chairman. The Superintendent of Schools, if there be one other than the Rabbi, shall be a member of the committee ex-officio on the same basis as the Rabbi. The Committee will interview teachers and other academic employees, and will take such final action on employment as has been previously authorized by the Board. The Committee will arrange for a petty cash fund to be at the disposal of the Superintendent of Schools. It will arrange for adequate facilities and services for the schools, including procurement of books and supplies, and provisions for the physical adequacy of classroom environment, and will consult with the Superintendent of Schools and the teachers at regular intervals, or upon request of the latter, to insure that the requests for facilities are being met. In consultation with the Superintendent and the teachers the Committee will establish and develop curricula and shall perform such other functions as usually pertain to a committee of this nature.

Section 7 Finance Committee- The Finance Committee is charged with the preparation of the annual budget after consultation with the chairmen of the other committees, and with such other members of the Organization as are responsible for the expenditure or acquisition of funds. The Treasurer shall serve as chairman and the Financial Secretary shall be a a member wx-officio with one vote and shall be counted in the quorum. The committee shall meet periodically to review expenditure and income, and will advise the Board on all financial and budgetary matters. The accounts of the Treasurer and the Financial Secretary shall be audited annually by a special committees which shall not include these Officers. The Committee shall make annual and mid-year reports to the Board.

- Section 8      Membership Committee - The Membership Committee is charged with the solicitation of new members and their recommendation to the Organization. A Hospitality and Welfare Committee shall be selected as a permanent sub-committee for the purpose of welcoming new people into the community, and for maintaining good personal relations between the Organization and its members.
- Section 9      Activities Committee - The Activities Committee, acting either as a whole or through assignment to standing or special sub-committees, shall initiate, organize and carry out activities of the rganization of a social, recreational or cultural nature.
- Section 10     Publicity Committee - The Publicity Committee shall be charged with public relations, and with giving regular and speial publicity to the activities of the Organization and with keeping the membership informed or Organization affairs throughdirect mailing.
- Section 11     Rules Committee - The Rules Committee is initially charged with the preparation of legal documents of incorporation and formulation of By-Laws. The Committee shall thereafter function as a parliamentary and constitutional authority for the Organization. Prospective changes in charter and By-Laws must be referred to this committee for recommendation before action can be taken. The chairman of this Committee or his delagate shall serve as PARliamentrian at all meetings of the Organization, and may be called upon by any member for interpretation of rules of order of By-Laws, such request having the parliamentary precedance of a parliamentary inquiry. The interpretation of the Parliamentarian is not, however, an official ruling unless the presiding Officer shall make it so.
- Section 12     Planning Committee - The Planning Committee shall investigate ways nand means of obtaining the necessary funds for the growth and functioning of the Organization. It shall make recommendations to the Board and shall take such action thereafter in co-ordinating with other committees as shall be directed by the Board.
- Section 13     House Committee - The House Committee shall investigate sites and buildings appropriate to the functions of the Organization, and shall make recommndations to the Board. The Committee is charged with the supervision, maintenance and allocation for various purposes of any and all buildings which may come into the responsibility of the Organization through purchase, rental construction or by any other means.

Section 14

Special Committees - Special or temporary committees may be appointed from time to time as the need arises. Creation of special committees is at the discretion of the President with the advice and consent of the Board, and appointment of members is subject to the provisions of this Article, Section 1. Special committees are discharged when their function has been fulfilled; their life may exceed the tenure of the current Officers. Special committees may also be discharged by the Board.

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ARTICLE VIII

COMPONENTS, AFFILIATES OR AUXILIARIES

Section 1

Control - No group shall be permitted to function as a component, affiliate, or auxiliary of the Organization, except upon approval of the Board of Directors, and subject to such rules and regulations as the Board shall provide. Rules established by any such group shall not conflict with these By-Laws.

Section 2

Fund Raising - No component, affiliate, or auxiliary of the Organization shall engage in fund raising activities without first receiving the approval of the Board.

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ARTICLE IX

ADOPTION AND AMENDMENT

Section 1

Adoption - These By-Laws shall be adopted by the Organization in meeting. The majority required for adoption shall be three-fourths of those present, or two-thirds of the full membership of the Organization, whichever is smaller; except that Article XI shall take effect only when approved by two-thirds majority of the full membership.

Section 2

Amendment - Amendment of these By-Laws shall be initiated by submission of a motion at any meeting of the Organization. If the motion is approved, the proposal shall be referred to the Rules Committee, and shall be accepted or rejected by the Organization at the next regular or special meeting. The Rules Committee's recommendations must be presented to the membership at least 5 days before the meeting at which amendment action is in order, and notice of the pending amendment must be mailed to the membership approximately 2 weeks, but in no case less than 5 days prior to the date of the meeting. The majority required shall be identical to that required in Section 1.

ARTICLE X

RULES

Section 1

Order - The rule contained in Robert's Rules of Order, Revised, Seventy Fifth Anniversary Edition, shall govern the Organization in all cases to which they are applicable, and in which they are not inconsistent with these By-Laws.

Second 2      Seconds - The second will not be necessary for any motion to offer an amendment to these By-Laws, or appeal from a decision of the Chair.

Section 3     Appeals - An appeal from the decision of the Chair shall be sustained only by a two-thirds majority of the members present.

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ARTICLE XI    RELIGIOUS AFFILIATION

Religious services under the direction of this Organization shall follow the Conservative tradition.

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