

B Y - L A W S

EMMA KAUFMANN CAMP

Associate Facility of the Young Men and Women's  
Hebrew Association and Irene Kaufmann Centers.

ARTICLE I - NAME

Section 1. The name of this facility shall be the EMMA KAUFMANN CAMP, an associate facility of the Young Men and Women's Hebrew Association and Irene Kaufmann Centers.

ARTICLE II - PURPOSES

Section 1. The purposes of this facility are to provide facilities and programs, including an outdoor resident camp, for people of all age groups in order to:

- (a) Establish, maintain and support a country place, with suitable buildings, equipment and improvements in order to furnish healthful recreation and assistance to people of all age groups.
- (b) Develop adjusted and intelligent American citizens by encouraging citizens participation in civic affairs for the building of a democratic society.
- (c) Help develop a coordinated Jewish community by providing a common ground of interest.
- (d) Build and preserve a positive Jewish way of life through the promotion of Jewish identification and the appreciation of Jewish heritage.
- (e) Develop and improve the cultural, educational, physical and social condition of the membership.
- (f) Develop mature personalities through creative group experiences.
- (g) Meet the needs of specialized groups within the community.

ARTICLE III. - MEMBERSHIP

Section 1. Any person of good moral character may become a member of this facility.

Section 2. Only members of the Y-IKC in good standing, twenty-one years of age or more, shall be entitled to vote at any annual or special meeting and shall be eligible to hold office in this facility.

ARTICLE IV - MEMBERSHIP MEETINGS

Section 1. An annual meeting of the membership of this facility

shall be held during the month of June at such date, time and place as determined by the Board of Directors for the purpose of electing members of the Board of Directors, receipt of official reports and the conduct of such other business as may come before the meeting. At least ten days notice of said meeting shall be given to the membership,

Section 2. A. Notice of the annual meeting may be given by any one of the three following methods:

- (1) By mail to each member at such address as appears on the books of this facility.
- (2) By notice in the official publication of the Y-IKC mailed to the membership.
- (3) By notice in the Anglo-Jewish publication in the City of Pittsburgh.

B. Wherever in these By-Laws notice is required to be given to the membership, unless otherwise required by law, notice may be given by any one of the three (3) methods set forth above.

Section 3. Special meetings may be called by the President, or shall be called by him upon the written request of a majority of the Board of Directors, or shall be called by him upon the written request of ten (10%) per cent of the members of this facility eligible to vote, which request shall state the purpose of the meeting. At least ten (10) days notice of said meeting shall be given the membership. The business to be transacted at any special meeting shall be confined to the purposes stated in the call for the meeting and matters germane thereto.

Section 4. Twenty (20) members of this facility, all of whom are eligible to vote, shall constitute a quorum for the transaction of business. If at any meeting of the membership, a quorum has not attended, the members who are present may adjourn the meeting to such time and place as they may determine, and in the case of any meeting, those who attend the adjourned meeting, although less than a quorum, shall nevertheless constitute a quorum for the purposes of said meeting.

If a quorum is present at the commencement of a meeting, if at any time prior to the adjournment of the meeting there is less than a quorum, those who remain in attendance shall, nevertheless, constitute a quorum for the purpose or purposes of the meeting.

Section 5. At any meeting of the membership, each member shall have the right to cast one vote. The vote of the majority of those present shall decide any question brought before such meeting.

Section 6. In all elections of Directors, each member shall be entitled to have one vote for each vacancy to be filled.

The number of nominees corresponding to the number of Directors to be elected who shall receive the highest number of votes shall be declared elected.

Section 7. In all requirements for a quorum and voting, there shall be no proxies granted or recognized.

#### ARTICLE V - DIRECTORS

Section 1. The business and affairs of this facility shall be managed by a Board of Directors to consist of thirty (30) active directors to be chosen from the membership and Honorary Life Directors, as hereinafter provided. Honorary Life Directors shall consist of all past presidents of the Emma Kaufmann Camp.

Section 2. Active Directors shall be elected for a term of three (3) years, except for those Directors elected immediately after the adoption of these by-laws as hereinafter provided. Directors shall hold office until their successors have been elected and qualified. Members of the Board of Directors shall not be eligible for re-election unless a period of not less than one (1) year shall elapsed after the expiration of the term for which they were duly nominated and elected, provided, however, that this section shall not apply to the President, Vice-President, Treasurer and Secretary, who shall be eligible for re-election to the Board if such person's term as director expires while serving as such officer.

Section 3. Since it is the intent to have a rotating Board of Directors, all Directors elected immediately after the adoption of these By-Laws shall be elected on the following basis: Ten (10) for a term of two years and 7 months, ten (10) for a term of 1 year and 7 months; and ten (10) for a term of 7 months. The directors elected immediately after the adoption of the By-Laws whose terms are for 1 year, 7 months or less, shall be eligible for re-election to the Board of Directors for full 3 year terms at the expiration of their original abbreviated terms.

Section 4. Whenever, for any reason, vacancies occur in the Board of Directors, the Board of Directors shall elect new Directors to fill the unexpired portions of the term or terms for which such vacancy or vacancies occur, such vacancies to be nominated by the President.

Section 5. The Board of Directors shall have the following powers and duties:

- (a) To determine the general policy of this facility.
- (b) To have full and complete supervision over the finances and over any and all matters pertaining to the physical property and all other assets of this facility and also over any and all activities that are held upon the premises of this facility, or which may take place anywhere under the name of this facility.
- (c) To make and adopt such Rules and Regulations for the government of this facility which are not inconsistent with the By-Laws of the Y-ICK.
- (d) The rules, regulations, policies, budget and finance of this Board and facility shall be subject to review and approval or disapproval by the Board of Directors of the Y-ICK.

Section 6. Meetings of the Board of Directors may be held at such place as the majority of the Directors may from time to time designate or as may be designated in the notice calling the meeting.

Section 7. Within the month following the annual meeting of the members, the Board of Directors shall hold its first meeting for the election of officers and such other business as may come before the meeting.

Section 8. Regular meetings of the Board of Directors may be held at such time and place as may be determined, from time to time, by a majority of the Directors. Notice of regular meetings shall be given to each Director by mail or personally at least seven (7) days prior to the day named for such meetings.

Section 9. Special meetings of the Board of Directors may be called by the President or shall be called by him upon a written request of at least five (5) members of the Board. Notice of special meeting shall state time, place and purpose of the meeting and shall be mailed to or given personally to each Director at least five (5) days prior to the date of such meeting.

Section 10. At all meetings of the Board of Directors, ten (10) active Directors shall be necessary to constitute a quorum for the transaction of business and the acts of the majority of the active Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board there is less than a quorum present, the majority of those present may adjourn the meeting to such time and place as they may determine and at least (5) days written notice thereof shall be mailed to all Directors. At such adjourned

meeting, any business which might have been transacted at the meeting originally called may be transacted without further notice.

If a quorum is present at the commencement of a meeting, if at any time prior to the adjournment of the meeting, there is less than a quorum, those who remain in attendance shall, nevertheless, constitute a quorum for the purpose or purposes of the meeting.

ARTICLE VI - NOMINATION AND ELECTION OF MEMBERS OF BOARD

Section 1. Election by the general membership of members to the Board of Directors shall be held each year at the regular business meeting of this facility in the month of June, or otherwise as the Board of Directors shall direct. The Directors shall assume their duties on the first day of September after their election.

Section 2. At least sixty (60) days prior to the annual meeting of the membership, the President shall appoint a Nominating Committee of seven (7) persons, five (5) of whom must be members of the Board of Directors who will not be candidates at said election, two (2) of whom may be selected from the membership at large, and two (2) alternates, one from the membership at large and one from the Board; which committee shall be approved by the Board of Directors. The Committee shall cause notice to be published of the time and place of its first meeting in order that members may send to the Committee recommendations for suggestions for nominees.

Section 3. The Nominating Committee shall, at least thirty (30) days before the annual meeting of the membership, notify all members of the Y-IKC of the names of all nominees for Directors selected by them and of the method by which additional nominations may be made by the qualified members if they so desire.

Section 4. Additional nominees may be selected by petition of members having the qualifications contained in Article III of these By-Laws, provided that the petition for said nominations is filed with the secretary of this facility at least twenty (20) days before the annual meeting of the membership and provided that said petition shall contain the signatures of at least twenty-five (25) of the duly qualified electors of this facility.

Section 5. The notice to the membership of the annual meeting shall set forth a list of the nominees for Directors selected by the Nominating Committee and the nominees, if any, selected by the members pursuant to petition.

ARTICLE VII - OFFICERS

Section 1. The officers of this facility shall be a President, two (2) Vice-Presidents, A treasurer and a Secretary. The officers shall be selected from the membership of the Board of Directors,

Section 2. The officers shall be elected at the first meeting of the Board of Directors following the annual meeting of the membership, and shall serve for a term of one year. The officers shall hold office until their respective successors are chosen and qualified.

Section 3. No officers shall be eligible for re-election to the same office, or to an office junior to such office, after such officer has served three consecutive terms in such office. An office is determined to be "junior" for the purposes of this section in accordance with the order of officers as listed in Section 1 of this article.

Section 4. If the office of any officer shall become vacant for any reason, the vacancy shall be filled by the Board of Directors at a regular or special meeting.

Section 5. The five (5) members of the Nominating Committee appointed from the membership of the Board of Directors in accordance with these By-Laws shall also select a nominee for each office to be filled the the Board of Directors. Said nominees shall be certified to the Secretary at least five (5) days prior to the first meeting of the Board of Directors following the annual meeting of the membership. Other nominees for election for Officers may be presented by petition to the Secretary at least five days prior to said first meeting of the Board which petition shall be signed by at least five (5) members of the Board. In the event that there is more than one nominee to each position to be filled, there shall be a closed ballot for that position and the Secretary shall prepare ballots to be used for that purpose. The President shall select three members of the Board of Directors, who are not nominees, as judges of elections. The nominee receiving the greatest number of votes shall be elected to the office.

Section 6. The officers shall have the following duties:

- (a) The President shall preside at all meetings of the Board of Directors and of the membership; decide all questions of order at said meetings; appoint such committees as are not provided for in the By-Laws; be an ex-officio member on all committees; and generally perform all the duties usually pertaining to the office of President.
- (b) In the event of the absence or disqualification of the President, the President shall select from among the two Vice-Presidents, one who shall be designated as Acting

Present, to preside at all meetings and to perform all other duties required to President.

- (c) The Secretary shall record all proceedings of this facility; read all communications received and attend to all correspondence; keep the records of this facility and be responsible therefor.
- (d) The Treasurer shall perform such duties as are customarily performed by a Treasurer.

#### ARTICLE VIII - COMMITTEES

Section 1. The Executive Committee shall consist of the President, the two Vice-Presidents, the Treasurer, the Past Presidents serving as Honorary Directors, the Secretary, and two additional members to be appointed by the President from the Board of Directors.

Section 2. The Executive Committee shall act on behalf of the Board between meetings of the Board of Directors. Its functions shall be:

- (a) To act on emergency matters that may arise between Board meetings.
- (b) To carry out decisions of the Board of Directors when instructed to do so by the Board.
- (c) To act in preparation for meetings of the Board of Directors. The President shall be Chairman of the Executive Committee.

Section 3. It shall be the duty of the President to appoint such other Standings and Special committees as may be deemed necessary to carry out the functions of this facility.

#### ARTICLE IX - AMENDMENTS

Section 1. No amendment shall be made to these By-Laws unless such amendment be ratified and approved at a regular or a special meeting of the membership of this facility by a majority vote of the membership present at such meeting and qualified to vote.

ADOPTED: FEBRUARY 1, 1965

AMENDMENTS TO BY-LAWS OF EMMA KAUFMANN CAMP

RESOLVED, that the following portions of the By-Laws of the Emma Kaufmann Camp be amended as follows:

ARTICLE V, Section 7, which reads:

"Section 7. Within the month following the annual meeting of the members, the Board of Directors shall hold its first meeting for the election of officers and such other business as may come before the meetin."

Be amended to read:

"Section 7. Within 60 days following the annual meeting of the members, the Board of Directors shall hold its first meeting for the election of officers and such other business as may come before the meeting.

ARTICLE VI, Section I, which reads:

"Section I. Election by the general membership of members to the Board of Directors shall be held each year at the regular business meeting of this facility in the month of June, or otherwise as the Board of Directors shall direct. The Directors shall assume their duties on the first day of September after their election."

Be amended to read:

"Section I. Election by the general membership of the members to the Board of Directors shall be held each year at the regular business meeting of this facility in the month of June, or otherwise as the Board of Directors shall direct. The Directors shall assume their duties at the first meeting of the Board of Directors following the annual meeting of the members."