

CONSTITUTION AND BY-LAWS
of the
HEBREW BURIAL ASSOCIATION OF PITTSBURGH, PENNSYLVANIA

ARTICLE I

Section 1: NAME

The name of this Organization shall be the HEBREW BURIAL ASSOCIATION OF PITTSBURGH, a/k/a THE CHESED SHEL EMETH OF PITTSBURGH.

ARTICLE II

Section 1: PURPOSE

This Association shall provide for the burial of indigent persons of Jewish faith, in accordance with traditional rites and customs of the Hebrew Religion, and for that purpose, to operate, maintain and conduct a cemetery.

ARTICLE III

Section 1: MEMBERSHIP

Membership of this Corporation shall consist of all members of the United Jewish Federation of Pittsburgh, residing in the City of Pittsburgh.

ARTICLE IV

Section 1: MEETINGS

Regular Meetings of the Board of Directors shall be held on the last Wednesday of the month, and a minimum of six (6) Meetings shall be held during each calendar year.

Section 2: SPECIAL MEETINGS

Special Meetings may be called:

- a - At any time by the president.*
- b - By the president on receipt of a written request of not less than seven (7) Members of the Board of Directors.*

Section 3: NOTICE OF SPECIAL MEETINGS

Notice of Special Meetings shall be mailed at least ten (10) days prior to the meeting, and shall specify the purpose for which the Meeting is called. No other business shall be transacted at that meeting.

Section 4: ANNUAL MEETINGS

The Annual Meeting of the Membership shall be held during the month of January, unless otherwise designated by the Board of Directors. At this Meeting, annual reports shall be rendered, and newly elected Officers shall be installed.

Section 5: NOTICE OF ANNUAL MEETINGS

Notice of Annual Meetings shall be sent by written communication addressed to all Members of the Board of Directors, at least five (5) days prior to the Annual Meeting.

Section 6: QUORUM

A quorum of ten (10) Members shall be necessary to conduct business at any and all Regular or Special meetings.

ARTICLE V

Section 1: FISCAL YEAR

The fiscal year of the Corporation shall coincide with that of other beneficiary agencies of the United Jewish Federation of Pittsburgh, June 1 to May 31.

ARTICLE VI

Section 1: MANAGEMENT

The management and administration of the affairs and business of the Corporation shall be vested in a Board of Directors, whose membership shall consist of:

- a - Not less than fifteen (#5), nor more than fifty (50) persons, in addition to
- b - Life Trustees and elected Officers, and

c - At least four (4) elected Members of the Ladies Auxiliary, one of whom shall be the Auxiliary President.

Section 2: TERM OF OFFICE

Directors may be elected for a term of one (1), two (2), or three (3) years.

Section 3: LIFE TRUSTEES

a - Members who shall have served actively on the Board of Directors for at least ten (10) years shall be eligible, and may be elected Life Trustee.

b - Members of the Board of the Ladies Auxiliary who shall have served on its Board for at least ten (10) years, or who have served as President of the Auxiliary, are eligible for election as Life Trustee.

c - The Office of Life Trustee shall carry with it full membership on the Board of Directors, with the same right of voice, vote, eligibility to hold office, and membership on Committees, as is vested in the Office of any Director.

Section 4: POWERS OF DIRECTORS

The Board of Directors shall prescribe and conduct the business of the Corporation, formulate its policies, be empowered to receive by devise, bequest, or gift, any real or personal property; to purchase, sell, convey, lease or otherwise dispose of, any or all real and personal property; to mortgage any properties which may be owned by the said Corporation; and to borrow monies or notes or any other evidences of indebtedness.

Section 5: BONDS

All Officers, Office Personnel, and employees shall, in the discretion of the Board of Directors, post Bond with corporate surety in such amounts as may be required. The premium for such Bonds shall be at the expense of the Corporation.

ARTICLE VII

Section 1: OFFICERS

The Officers of this Corporation shall consist of: one President, one first Vice-President, one second Vice-President;

one Treasurer; one Assistant Treasurer; one Executive Secretary; one Assistant Secretary; one First Gabbai and one Second Gabbai, all of whom, with the exception of the Executive Secretary, shall be members of the Board of Directors.

Section 2: TERM OF OFFICE

At the Meeting preceding the Annual Meeting, the Executive Officers and Directors shall be elected for a period of one (1) year, or until their respective successors have been elected, as provided for in Article X, Section I.

Section 3: HONORARY OFFICERS

The Board of Directors may from time to time designate as Honorary Officers or Directors, such person, or persons, as they may believe are deserving of such Office.

Section 4: VACANCIES

In the case of death, resignation, inability, refusal or neglect to act as an Officer, the Board of Directors may declare a vacancy and recommend a replacement to serve until the expiration of the term of the said Officer or Director.

ARTICLE VIII

Section 1: THE PRESIDENT

The President shall:

- a - Preside at all Meetings of the Corporation and of the Board of Directors.
- b - Be an Ex-Officio member of all Committees excepting the Nominating Committee.
- c - Be co-custodian with the Treasurer and Executive Secretary of all property, bonds, contracts, deeds, mortgages, and other documents held by the Corporation, and may co-sign with the Treasurer, or other Officer designee, all checks issued by the Corporation, as hereinafter provided for in Section IV, b, of this Article.
- d - Appoint a Nominating Committee at the Regular Meeting in October of each year, of not less than five (5), not more than seven (7), of which at least one of whom shall be from the community at large. This Committee shall select a slate of candidates for Officers and

Members of the Board, and shall present its report to the Membership at the November meeting.

e - *May delegate any of his duties to any Officer or Member of the Board.*

Section 2: FIRST VICE-PRESIDENT

The First Vice-President shall assume the duties of the President in his absence, or in his inability to act, until the next annual election, or for the period of such disability.

Section 3: SECOND VICE-PRESIDENT

The Second Vice-President shall assume the duties of the First Vice-President in the event of his inability to execute them, or in his absence.

Section 4: TREASURER

The Treasurer shall:

- a - *Have custody of all monies, securities and other financial assets of the Corporation, and shall deposit or invest such monies to the credit of the Association as directed by its Officers and Board of Directors.*
- b - *Keep books of account of all funds and make such disbursements as are authorized and vouchered; with all checks to be co-signed by the President and Treasurer, or any two other officers as designated in the bank resolution, which shall be filed with the appropriate repository, after after every annual election.*
- c - *Perform such other duties as shall be delegated to him by the President or Board of Directors; and*
- d - *Make periodic financial reports as required by the Board of Directors.*

Section 5: ASSISTANT TREASURER

The Assistant Treasurer shall assume all duties of the Treasurer, in his absence or his inability to act.

Section 6: GABBAI

It shall be the duty of the Gabbai to supervise all burials, to assure their conduct in accordance with traditional rites and customs of the Hebrew Religion.

Section 7: EXECUTIVE SECRETARY

The Executive Secretary shall:

- a - Be present at all meetings of the Corporation;*
- b - Keep a true and faithful record of the meetings of the Corporation;*
- c - Maintain without interruption services of the Association to the Jewish Community; and*
- d - Provide a suitable repository for all property of the Association, including files, books, records, and he shall voucher all disbursements made in behalf of the Association by the President and Treasurer.*

ARTICLE IX

Section 1: COMMITTEES

The Board of Directors shall appoint such Committees as are deemed necessary for the proper conduct of business of this Corporation, and Members thereof shall be named by the President.

Section 2: NOMINATING COMMITTEE

There shall be named by the President of the Corporation a Nominating Committee of not less than five (5) nor more than seven (7) Members, as provided for in Article VIII, Section 1 (d), and whose first report shall be rendered at the November Meeting of the Corporation, followed by a second reading, prior to the December election, as provided for in Article X, Section 1.

Section 3: ADVISORY COMMITTEE

There shall be an Advisory Committee consisting of all Jewish Undertakers in the Pittsburgh District, who shall be consulted from time to time by the Board of Directors on questions of burial and other related matters.

Section 4: AUDITING COMMITTEE

All books and records of the Corporation and its Ladies Auxiliary shall be audited by an Auditing Committee, to be appointed by the President of the Corporation at intervals to be determined by the Board of Directors. For this purpose, books and records of account shall be delivered to such Committee by the Executive Secretary

and Treasurer of the Corporation and its Ladies Auxiliary, within forty-five days of the date of the initial request.

ARTICLE X

Section 1: ELECTIONS

Election of Officers and Directors shall be held at the December Meeting of the Corporation, following a second reading of the Nominating Committee slate as presented at the last meeting prior thereto, and as provided for in Section 2, Article IX.

ARTICLE XI

Section 1: LADIES AUXILIARY

There shall be an Auxiliary or subsidiary known as the LADIES AUXILIARY OF THE CHESED SHEL EMETH OF PITTSBURGH, with membership open to any women of Jewish faith residing in the City of Pittsburgh.

Section 2: FUNCTION

The Ladies Auxiliary aforementioned shall be subject to all rules, regulations and policies of the Corporation, and the Board of Directors of said Corporation may confer upon the Ladies Auxiliary, such powers, duties and privileges as it may see fit.

Section 3: BOARD MEMBERSHIP

Four (4) elected members of the Ladies Auxiliary, one (1) of whom shall be its President, shall be members of the Board of Directors of this Corporation, as provided for in Article VI, Section 1 (c).

Section 4: BOOKS of ACCOUNT

It shall be incumbent upon the Ladies Auxiliary to keep and maintain proper books of account and records, to assure that they properly and accurately reflect all receipts and disbursements.

Section 5: FUNDS

All funds of the Auxiliary shall be used and expended only for purposes beneficial to the Association Program, and periodic reports of such disbursements shall be rendered as requested by the Board of Directors of the Corporation.

Section 6: SOLICITATIONS

No solicitation or promotions for fund-raising purposes shall be conducted by the Ladies Auxiliary without consent and express approval by the Board of Directors of this Corporation.

Section 7: AUDIT

All books and records of the Ladies Auxiliary shall be subject to audit by an Auditing Committee appointed by the President of the Corporation at the expiration of the fiscal year of the Corporation, or upon request of the Board of Directors of the Corporation. For this purpose, books and records shall be delivered to such Committee within forty-five (45) days from the date of such request, as provided in Section 4, Article IX.

ARTICLE XII

Section 1: AFFILIATIONS

This Association shall function as an affiliate of the United Jewish Federation of the City of Pittsburgh, and shall operate within the framework of the Federation's By-Laws, rules and regulations.

ARTICLE XIII

Section 1: AMENDMENTS

Alterations, amendments, repeals of or additions to this Constitution and By-Laws of the Organization shall be presented to the Board of Directors in writing, signed by at least three (3) Directors, at a regular meeting of said Board, and submitted for action after due notice of the amendment or repeal, to the next regular meeting of the Organization or to a Special Meeting called for that purpose. It shall require the vote of two-thirds (2/3) of the members present at such regular meeting or Special Meeting to adopt any such proposed alterations, amendments, repeals or additions to said Constitution and By-Laws.

Section 2: REPEALS

All Articles, By-Laws, rules and regulations heretofore enacted in conflict with the foregoing provisions are hereby repealed.

ARTICLE XIV

Section 1: ADOPTION

These By-Laws are submitted to the Board of Directors for full and complete consideration of each and every clause of its Articles and Sections. It is recommended that they be read and considered at at least two (2) Regular Meetings of the Association. Following this, a Special Meeting should be called for their adoption as provided herein with a two-thirds (2/3) vote of the Membership present, required for such adoption.

ADOPTED December 19, 1968