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# **COUNCIL FOR INITIATIVES IN JEWISH EDUCATION**

## **BY-LAWS**

### **ARTICLE I**

#### **NAME**

The corporate name of the organization is Council For Initiatives in Jewish Education (CIJE)

### **ARTICLE II**

#### **OBJECTIVES**

CIJE was established to implement systemic reform in Jewish education in North America. These are the core of CIJE's agenda:

- a) building the profession of Jewish education
- b) mobilizing community support on behalf of educational reform
- c) documentng successful examples of Jewish education in North America
- d) building institutions with comprehensive Jewish vision
- e) creating a framework for educational research to monitor and evaluate not only local and continental progress, but also to measure its own mission.

### **ARTICLE III**

#### **GOVERNMENT**

##### **Section 1**

CIJE shall be governed by the Board of Trustees and the Steering Committee subject to the provisions of these By-Laws.

##### **Section 2**

The Board of Trustees shall manage and control CIJE in its activities and in its property; may create and establish or abolish within the organization departments, services, standing committees and special committees and make rules for the government of CIJE; may ammend these By-Laws in accordance with **Article X** and shall fill the vacancies as may occur within itself (Section 5).

### **Section 3. Number of Trustees**

The number of Trustees shall be at least one and not more than two hundred. Initially, the Board of Trustees shall consist of the persons named as such in the Articles of Incorporation of the Corporation. The Trustees shall be drawn from a broad base of leaders and individuals committed to the promotion and furtherance of Jewish education, representative of various Jewish movements, community organizations and educational institutions.

### **Section 4. Term of Office/Election of Trustees.**

Each Trustee shall hold office for a term of two [2] years and until his successor is duly elected and qualified, or until his earlier resignation, removal from office or death. Trustees qualified to serve under the criteria set forth in Section 3 of this Article shall be elected at each Annual Meeting of the Trustees, or if such meeting is not held or Trustees are not elected thereat, at a special meeting of Trustees called for that purpose. No Trustee may serve for more than three [3] consecutive terms.

### **Section 5. Resignation or Removal.**

Any Trustee may resign at any time by notice in writinng to the Board of Trustees. Any Trustee may be removed from office without cause at a meeting of the Trustees by a vote of two-thirds (2/3) of the Trustees then serving.

### **Section 6. Vacancies.**

The office of any Trustee shall become vacant upon his death, failure to

qualify or resignation as Trustee. Any Trustee's office shall likewise become vacant if he shall be declared of unsound mind or otherwise incompetent by order of a court having jurisdiction. Any vacancy or vacancies among the Trustees, however caused, may be filled for the unexpired term by the vote at a meeting of the Trustees of a majority of the remaining Trustees.

### **Section 7. Committees.**

The Board of Trustees may, from time to time, create committees to assist in carrying out CIJE's purposes and may authorize the Chairman to select the members to serve on any such committees; however, any such committee to which any authority of the Board of Trustees is delegated shall consist of at least three Trustees. Each such committee shall serve at the pleasure of the Board of Trustees, shall act only in the intervals between meetings of the Board of Trustees, and shall be subject to the control and direction of the Board of Trustees; provided no third party shall be adversely affected by relying upon any act of any such committee within the authority delegated to it. Each committee shall act by not less than a majority of the whole authorized number of its members.

### **Section 8. Nominations and Elections.**

At least ninety [90] days before the annual meeting, the chairman, subject to approval to the Board of Trustees, shall appoint a Nominating Committee of at least five [5] but no more than seven [7] members of the Board of Trustees.

A list of the nominees, so nominated by the Nominating Committee, shall be mailed to members at least thirty [30] days prior to the annual meeting. Elections of Trustees and Officers shall be held at the annual meeting.

### **Section 9. Steering Committee.**

The Steering Committee shall in the intervals between meetings of the Board of Trustees, exercise all and each of the powers of the Board of Trustees as permitted by law. Reference in the By-Laws in some places to



certain powers may be exercised by the Board of Trustees or the Steering Committee and in other places to certain powers which may be exercised by the Board of Trustees without mentioning the Steering Committee, shall, nevertheless, not be deemed any limitation whatsoever on the power of the Steering Committee to exercise all powers of the Board of Trustees.

#### **Section 10. Honorary Trustees.**

The Board of Trustees may have such number of honorary members, as may from time to time, be nominated by the Nominating Committee and elected in accordance with established procedures. The honorary members shall serve, without vote.

### **ARTICLE IV**

### **MEETINGS OF THE TRUSTEES**

#### **Section 1. Time, Place and Notice.**

Annual meetings of The Board of Trustees shall be held at such a time as determined by The Board of Trustees.

Special meetings of the Trustees may be called by the Chairman, the President, a Vice President or by one-third (1/3) of the Trustees then serving. Notice of the time and place of all meetings shall be served upon or telephoned to each Trustee, or mailed or telecommunicated (e.g., by telex, telegraph or facsimile equipment) to each Trustee at his address as it appears on the records of the corporation, at least 48 hours prior to the time of such meeting. No notice of the time or place of any meeting of Trustees shall be required to be given if waived by every Trustee entitled to receive notice by (a) his written waiver filed with or entered upon the records of such meeting either before or after the meeting, or (b) his attendance at such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice.

#### **Section 2. Quorum and Voting.**

One quarter (1/4) of the Trustees then qualified and acting as such shall constitute a quorum at any meeting of the Trustees, but if at any meeting of the Trustees there shall be present less than a quorum, a majority of those present may adjourn the meeting, from time to time, without notice other than announcement at such a meeting, until a quorum shall attend. If the quorum at the meeting of the Trustees constitutes less than fifty percent (50%) of the Trustees then qualified and acting as such, the act of two-thirds (2/3) of the Trustees present at such meeting shall be required for any action of the Trustees taken at such meeting. In all other cases, the act of a majority of the Trustees present at any meeting and constituting a quorum shall be the act of the Trustees.

### **Section 3. Action Without a Meeting.**

Any action which may be authorized or taken at a meeting of Trustees may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of the Trustees who would be entitled to notice of a meeting for such purpose, which writing or writings shall be filed with or entered upon the records of the Corporation.

### **Section 4. Meetings Held Through Communications Equipment.**

Meetings of the Trustees may be held by means of any communications equipment, provided all persons participating can hear each other. Participation in such a meeting shall constitute presence at such meeting.

## **ARTICLE V**

### **OFFICERS**

#### **Section 1. Titles and Elections.**

The Corporation may have a Chairman of the Board and may have a Secretary and a Treasurer. The Corporation may also have one or more Vice Presidents and such other officers (including assistant officers) as the

Trustees may deem necessary. Any two or more offices may be held by the same person.

All officers and assistant officers shall be elected by the Trustees at the regular annual meeting of Trustees or at any meeting called for such purpose, and shall, unless otherwise provided by the Trustees, hold office until their respective successors shall have been elected.

Any officer may be removed at any time, with or without cause, by the Trustees at a meeting of the Trustees called for such purpose.

## **Section 2. Authority.**

The officers shall have such authority and shall perform such duties as are customarily incident to their respective offices, or as may be specified from time to time by the Trustees regardless of whether such authority and duties are customarily incident to such office.

## **ARTICLE VI**

### **STEERING COMMITTEE**

The Chairman shall nominate and the Board of Trustees shall appoint a Steering Committee consisting of not less than twenty [20] and not more than twenty-five [25] persons, including the Vice-Chairman and Treasurer, from among the members of the Board of Trustees who shall serve for two [2] years or until their successors are chosen, unless their term of office shall earlier expire or become terminated. The Steering Committee shall be convened as deemed necessary by the Chairman who shall serve as Chairperson of the Steering Committee.

## **ARTICLE VII**

### **OFFICERS**

### **Section 1.**

The Nominating Committee shall nominate a Chairman, no more than five [5] Vice Chairs, a Treasurer, a Secretary, a minimum of one [1] and a maximum of three [3] Associate Treasurers, and a minimum of one [1] and a maximum of three [3] Associate Secretaries, who shall perform the duties customary to their respective offices and such other duties as from time to time, may be designated under these By-Laws or by the Board of Trustees. The Board of Trustees may create and fill positions for additional officers. Any such additional positions heretofore created by the Board of Trustees shall remain in existence until otherwise provided by the Board of Trustees.

### **Section 2.**

The officers of CIJE shall hold office for a term of two [2] years or until their respective successors are elected and qualified. Vacancies in any of these offices may be filled at any time for the unexpired term by the Board of Trustees or the Steering Committee at any of its regular meetings or at a special meeting called for that purpose.

### **Section 3.**

The Chairman shall serve for not more than two [2] consecutive full terms of two [2] years, excepting any period in which an unexpired term arising from a vacancy is being filled. Other officers shall serve for not more than three [3] consecutive terms of two [2] years each, excepting any period in which an unexpired term arising from a vacancy is being filled. This limitation, however, shall not apply to honorary officers.

### **Section 4.**

There shall be an Executive Director who shall be appointed by the Board of Trustees. Subject to the policies established by the Board, the Executive Director shall serve as the chief professional officer of CIJE under the general supervision of the Chairman and the Board of Trustees.



## ARTICLE VIII

### MEETINGS

#### Section 1.

The Board of Trustees shall hold at least two [2] stated meetings in each year, and, in addition, shall meet at such times and places as the Chairman may determine and at least one week's notice by mail of such meetings shall be given to each member.

#### Section 2.

The Steering Committee shall meet at such times and places as the Chairman shall direct. Notice of the times and places as the Chairman shall direct. Notice of the time and place of each meeting shall be sent to each member of the Steering Committee in writing.

## ARTICLE IX

### QUORUMS

#### Section 1.

Not less than one-third [ $\frac{1}{3}$ ] of the entire number of members of the Board of Trustees shall be sufficient to constitute a quorum.

#### Section 2.

Not less than one-third [ $\frac{1}{3}$ ] of the entire number of members of the Steering Committee shall be sufficient to constitute a quorum.

## ARTICLE X

### AMENDMENTS

#### Section 1.

These By-Laws may be amended, added to, altered or repealed by the Board of Trustees by the vote of at least two-thirds [ $\frac{2}{3}$ ] of the Trustees present at the time of the voting, if a quorum is present at such time.

#### Section 2.

In the event that an amendment, addition, alteration or repeal of the By-Laws is proposed for presentation and submission at a meeting of the Board of Trustees, at least twenty [20] days written notice thereof of the proposed amendment must be given prior to such a meeting.

