



## Abba Hillel Silver Collection Digitization Project

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### **MS-4787: Abba Hillel Silver Papers, 1902-1989.**

Series I: General Correspondence, 1914-1969, undated.

Sub-series A: Alphabetical, 1914-1965, undated.

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United Jewish Appeal, United Palestine Appeal, by-laws, 1941-  
1942.



November 17, 1941

In reading the attached, please note that at a meeting of the Sub-Committee, the following changes in the BY-LAWS were suggested:

<u>SECTION</u>	<u>ARTICLE</u>	
1	III	The date for the annual meeting of the membership was changed from September to December; permission to <del>hold</del> such meeting outside of the State of New York was eliminated; and the right and duty to stipulate the time and place for said meeting was confined to the Executive Committee, the alternative right and duty of the Board of Directors having been eliminated.
3	III	This was eliminated, it having been decided that no proxy voting would be allowed at membership meetings.
6	III	The determination of the officers to be elected at the annual meeting of the members is left entirely to the Executive Committee; the alternative power of the Board of Directors to do this having been eliminated.
2	IV	The word "third" was tentatively stricken from the fifth from the last full line thereof. This due to the fact that the question of whether or not we should have a rotating Board of Directors was held in abeyance. It was decided that if the Board were not staggered a three-year term for directors would be too long.
3	IV	<p>The following changes were suggested:</p> <ul style="list-style-type: none"><li>a. That the Nominating Committee should be appointed by the Executive Committee, and not by the President or the Chairman.</li><li>b. That the limitation to the effect that no member of the Nominating Committee could be a director should be eliminated.</li><li>c. That independent nominations should be permitted by petitions signed by 100 instead of 300 members of the corporation.</li><li>d. The number of the Nominating Committee was left blank.</li><li>e. The last sentence of this section was eliminated due to the decision not to permit proxy voting at membership meetings.</li></ul>
5	IV	This entire section is being held in abeyance. This is the section which provides for a rotating Board of Directors.
7	IV	The last sentence of this section providing that "directors need not be members" was stricken out



<u>SECTION</u>	<u>ARTICLE</u>	
12	IV	To be eliminated - it was decided that it was not necessary to give the members of the corporation the right to expel or suspend directors.
13	IV	The power to designate depositories for the funds of the corporation was confined to the Executive Committee, and the Board of Directors was deprived of discretion in this regard.
1	V	It was determined to amend this section to permit the corporation to establish such reserves as might be decided upon by the Executive Committee, which reserves would constitute a first charge on the receipts of the corporation. In addition to "charges, expenses, and other claims incurred by or against it".
2	V	<p>This was discussed at great length. Material modifications thereof were suggested, but I believe were not placed in final form, and may require further consideration. The general principles tentatively decided upon were, I believe, as follows: That "except as otherwise provided" in ARTICLE V, distribution of the funds of the corporation was to be made to the U.P.A., the N.R.S., and the J.D.C., by the delivery thereof to the National U.J.A., provided that the necessary contract activating the national corporation as a fund-raising agency for the ensuing year had been finally consummated before the first of February. If the national U.J.A. had not been so activated by said date, distribution to the three main beneficiaries was to be made pursuant to a local contract confined only to the funds of the contemplated greater New York corporation, provided such contract was finally consummated before February 1st. Failing such consummation of such local contract, the Executive Committee, upon ratification by the Board of Directors, was to provide for the distribution of funds by the three beneficiaries. This also would have to be done before February 1st, and provision was to be made for due study by an Allocations Committee before a final decision was reached.</p> <p>It would be plain from the foregoing that these general principles require further discussion, and, if they receive final approval, the details will have to be polished. For instance, as a minor point timing will have to be adjusted. For, if the corporation is to wait until February 1st for either a local or national distributions agreement, it will hardly be able to decide upon allocations on the same day if no such agreements are forthcoming.</p>
3	V	This was altered to confine the right to include other agencies as beneficiaries of the corporation to the Executive Committee, eliminating the direct discretion of the Board of Directors in this regard.



<u>SECTION</u>	<u>ARTICLE</u>	
4	V	The determination of the terms and conditions on which such beneficiary agencies should be admitted was confined to the Executive Committee.
5	V	Insofar as it stipulates basic terms and conditions on which beneficiary agencies might be admitted, was held inabeyance; it being not decided whether any such stipulation was feasible, or whether the matter should be left entirely to the discretion of the Executive Committee. In any event, the direct discretion of the Board of Directors in this regard was eliminated.
6	V	This was eliminated; it being felt that, if the by-laws were to stipulate basic terms and conditions for the admission of beneficiary agencies, some should apply to the U.P.A., the M.R.S., and the J.D.C., as well as others.

THE SUB-COMMITTEE HAS NOT YET REVIEWED ARTICLE 6

AND SUBSEQUENT REVISIONS.

*provisions*





F I R S T R O U G H D R A F T

BY - L A W S

OF

THE UNITED JEWISH APPEAL FOR REFUGEES AND  
OVERSEAS NEEDS, INC.

*Palestine*

ARTICLE I

OFFICERS

Section 1. The principal office of the corporation shall be in the City, County, and State of New York, and the corporation may have offices at such other places as the Board of Directors or the Executive Committee may, from time to time, appoint.

ARTICLE II

MEMBERSHIP

Section 1. The initial membership of the corporation shall consist of the following persons:

It shall be the duty of the first Board of Directors of the corporation upon their first meeting, or as soon



thereafter as practicable, to name such others as will make a total initial membership of not less than persons.  
(See Note 1)

Section 2. After the initial membership shall have been chosen as above provided, additional members may be elected from time to time by the Board of Directors in its discretion. Individual persons, bodies corporate and unincorporate, public and private, and persons in representative capacities are eligible for membership.

Section 3. The Board of Directors may, at any time, expel or suspend any member from membership if, in its opinion, the best interests of the corporation will be served by such expulsion or suspension. The Board of Directors may also designate classes of membership and provide for the rights, duties, and characteristics of each class.

Section 4. The right of a member to vote, hold office, or participate in the meetings and affairs of the corporation, and all his right, title, and interest in or to the corporation, or its property, shall cease on the termination of his membership, and shall vest in the corporation. (See Note 2)

### ARTICLE III

#### MEETINGS OF MEMBERS

Section 1. The annual meeting of the membership shall be held in the month of September of each year, on such day and at such time and place within or without the State of New York as shall be designated by the Board of Directors or the Executive Committee. Written notice of such meeting shall be sent by the Secretary to each member in good standing at least twenty (20) days before the date of such meeting. (See Note 3)



Section 2. Special meetings of the membership may be called by resolution of the Executive Committee or the Board of Directors, or by the President or Chairman of the corporation, and shall be called at any time by the President or Secretary at the request, in writing, of a majority of the Board of Directors, or at the request, in writing, of a majority of the members in good standing of the corporation. Such meetings shall be called upon printed or written notice, signed by the Secretary or other officer of the corporation designated by the Board of Directors, and shall state the purpose or purposes for which the meeting is called, and the time and the place where it is to be held. It shall be served personally upon, or shall be mailed to, each member entitled to vote at said meetings, not less than five (5) nor more than ten (10) days before the meeting. If mailed, it shall be directed to each member entitled to notice, at his address as it appears on the books or records of the corporation.

Section 3. Voting at any meeting of the membership may be had by proxy. Every such proxy must be executed in writing by the member or by his duly authorized attorney. No proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the member executing it shall have specified therein its duration. Every proxy shall be revocable at the request of the person executing it. The presence at any meeting of a member who has given a proxy shall operate as a withdrawal, or revocation, or cancellation of the same.

proxy

Section 4. Each member of the corporation shall have one vote on all questions arising at all meetings of the membership. A majority vote of those present and voting



at any meeting at which a quorum exists (except as to those questions the manner of deciding which is specially regulated by law or by these by-laws), shall be requisite and adequate for any resolution, act, or decision of the membership at any of its meetings, annual or special.

Section 5. The presence in person of members is requisite and shall constitute a quorum at all meetings of the membership for the transaction of business, except as otherwise provided by law or by these by-laws, or by the Certificate of Incorporation. If such quorum shall not be present, those present shall have power to adjourn the meeting. (See Note 4)

Section 6. At each annual meeting the business placed before the membership shall include the election of successors to those directors whose terms shall have expired, by extension or otherwise, and also the filling of any existing vacancy or vacancies in the Board of Directors, if the Board of Directors or the Executive Committee shall so decide. The business placed before the meeting may also include the election of a chairman, and the election of an honorary Chairman, a Vice-Chairman or Vice-Chairmen, and such other officers as may be determined by the Board of Directors or the Executive Committee.

Section 7. It shall be the duty of the Board of Directors to present at each annual meeting a report verified by the Chairman and the Treasurer or by a majority of the directors, showing the whole amount of real and personal property owned by the corporation, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report, and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding



such date, and the purposes, objects or persons to or for which such applications, appropriations and expenditures have been made, and the names and places of residences of the persons who have been admitted to membership in the corporation during such year, which report shall be filed with the records of the corporation and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

#### ARTICLE IV

##### DIRECTORS

Section 1. The management of the corporation shall be vested in a Board of Directors which shall adopt its own rules of procedure not inconsistent with the charter or by-laws. Its action in matters within its jurisdiction shall be final, conclusive, and binding.

Section 2. In addition to the powers by these by-laws expressly conferred upon the Board of Directors, it may exercise such powers, and do such lawful acts and things as are not by statute, by the Certificate of Incorporation, or by these by-laws required to be exercised by the members. The number of directors shall be (See Note 5), of whom at least one shall be a citizen of the United States and a resident of the State of New York. Except as otherwise provided herein, the term of office for directors shall expire as of the date of the third annual meeting of the membership following election; provided, however, that, if the term of office of any director or directors shall expire, and his or their successors shall not have been elected, the term is extended until such successor or successors shall be elected.

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Section 3. The members of the corporation shall, at their annual meeting, elect directors by ballot from



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candidates nominated as follows: Nominations for such directors shall be submitted to the Board of Directors and posted conspicuously in the office of the corporation not less than thirty (30) days before the annual election by a Nominating Committee appointed by the President or the Chairman of the corporation, consisting of \_\_\_\_\_ members of the corporation, none of whom shall be a director. Nominations may also be made by a petition signed by not less than three hundred (300) members of the corporation, and filed with the corporation ten (10) days before the date of the annual election. Nominations may be made at the meeting if the Nominating Committee shall fail to duly make its nominations, or if its nominees shall be or become disqualified, in whole or in part, or if vacancies among the directors occur subsequent to the date of its report. The Nominating Committee and all nominating petitions shall designate one or more persons to act as proxies in these elections without prejudice to the right of any member to select his own proxy. (See Note 6)

Section 4. At all elections of directors, each member qualified to vote shall be entitled to cast that number of votes as there are vacancies to be filled. Each such vote, however, must be cast for a different person. (See Note 7) The candidates equal in number to the vacancies which are to be filled, who receive the greatest number of votes for positions on the Board of Directors, shall be elected to fill such vacancies. (See Note 8)

Section 5. The directors shall be divided numerically into three (3) classes, each class consisting, as near as may be, as determined by the Board of Directors or the Executive Committee, of one-third of the whole number of directors. One class shall be originally elected to



serve until the annual meeting of the members next following their election; one class shall be originally elected to serve until the second annual meeting of the members next following their election; and one class shall be originally elected to serve until the third annual meeting of the members next following their election. Thereafter the successors of directors whose terms of office shall expire shall be elected for a term expiring as of the third annual meeting of the members next following their election. If the total number of directors shall, at any time, be decreased, said decrease shall be accomplished in such manner that the three (3) classes of directors shall be decreased as nearly equally as may be. If the total number of the Board of Directors shall be increased, such additional directors shall be assigned to the three (3) classes in such manner that the three (3) classes shall be increased as nearly equally as may be, and the respective terms of office of such additional directors, shall, in the first instance, be for the unexpired portions of the terms of the class to which they shall respectively be assigned. (See Note 9)

Section 6. In the event of the creation of any vacancy in the Board of Directors, whether by the resignation or death of a director, or for any other reason, the remaining members of the Board of Directors may appoint a member of the corporation to serve as director until the date of the next annual meeting of the members when a successor shall be elected for the unexpired term of the director originally creating the vacancy by the members of the corporation. If the membership at any meeting shall fail to elect the full number of directors of a particular class, a vacancy shall exist in such class, or as to such directorship, which shall be filled in the manner provided



in the immediately preceding sentence.

Section 7. Any director may succeed himself in that office. Directors need not be members.

Section 8. The Board of Directors may have its meetings for the transaction of business at such times and at such places, and in such manner, as it may designate, provided, however, that a meeting of the Board of Directors in each year, to be known as the "organization meeting" shall be held immediately following the annual meeting of the membership, and that no notice of such organization meeting need be given to any director, whether reelected or newly elected to office. Printed or written notice of all other meetings of the directors, signed by the Secretary or other officer of the corporation, stating the purpose or purposes for which the meeting is called, and the time and place where it is to be held, shall be served personally upon, or shall be mailed to, each director entitled to vote at said meeting, not less than five (5) nor more than ten (10) days before the meeting (except as otherwise herein provided). If mailed, said notice shall be directed to each director entitled to notice, at his address as it appears on the books or records of the corporation. (See Note 10)

Section 10. A quorum of the Board of Directors for the transaction of business shall be \_\_\_\_\_ or such larger number as may be required by law. (See Note 12)

Section 11. At any meeting of the directors all questions shall be decided by a majority of those present and voting, except those questions the manner of deciding which is specially regulated by law or by the by-laws.



Section 12. The members of the corporation shall have the right, at any time, to expel or suspend any director, if, in their opinion, the best interests of the corporation may be served by such expulsion or suspension. Such expulsion or suspension can only take place if the affirmative majority vote of the members present and voting on the question shall equal at least 25% of the total membership.

Section 13. The Board of Directors or the Executive Committee shall be empowered to designate depositories for the funds and other property of the corporation, and shall further designate and determine the manner in which, and the conditions upon which, said funds and property may be deposited, withdrawn and/or expended.

#### ARTICLE V

##### DISTRIBUTION OF FUNDS

(See Note 13)

Section 1. All funds received by the corporation shall, in the first instance, be used to satisfy all charges expenses, and other claims incurred by or against it.

(See Note 14)

Section 2. Except as otherwise provided in this article, all of the net funds or property thereafter remaining in the hands of the corporation shall be distributed among the National Refugee Service, Inc., the United Palestine Appeal, Inc., and the American Jewish Joint Distribution Committee, Inc., in such proportion, and in accordance with such formulae, manner, and procedure as shall be determined, from time to time, by such contract or contracts as may be entered into by this corporation and the three named beneficiaries.

Section 3. If the Board of Directors or the Executive Committee shall so decide by a three-fourths vote of the directors or the Executive Committee members present

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at a meeting called upon ten (10) days' prior written notice, provided said three-fourths of the votes shall be not less than a majority of the total number of votes of the Board of Directors or the Executive Committee, as the case may be, any philanthropic agency or agencies (whether incorporated or otherwise) which engage in the relief, rehabilitation, and resettlement work described in subdivision "1" of paragraph "SECOND" of the Certificate of Incorporation, may be admitted as a "beneficiary agency" or "beneficiary agencies" of the corporation, and as a "distributee" or "distributees" of its funds.

Section 4. The Board of Directors or the Executive Committee shall prescribe the terms and conditions on which such philanthropic agency or agencies shall become beneficiary agencies at a meeting called upon ten (10) days' prior written notice, mailed to each director or Executive Committee member, as the case may be, by three-fourths of the vote of the directors or the Executive Committee members present, and by no less than a majority of the total number of votes of the Board or the Executive Committee, as the case may be.

Section 5. The terms and conditions stipulated in accordance with the immediately preceding subdivision shall be incorporated in a written agreement between the corporation and the beneficiary agency or agencies, whereby the mutual relations between the corporation and such agency or agencies shall be defined and regulated. Such agreement may include such provisions as the Board of Directors or the Executive Committee shall, in accordance with the provisions of this article, decide, but shall, in all cases, provide for the following:

a. That the beneficiary agency will not, so long as it shall remain such, solicit members or contributors, or make any appeals for pecuniary assistance or any independent collection of funds for its corporate purposes, except with the consent of this corporation; it being understood and agreed that nothing in this subdivision shall be



construed to bar beneficiary agencies from soliciting permanent endowments or legacies. That the beneficiary agency may not cancel its relationship to the corporation except on December 31st of any year, nor unless written notice of intention to so withdraw is filed with the corporation six (6) months in advance.

b. That the relationship of the beneficiary agency to the corporation may be annulled by the vote of a majority of the Board of Directors or Executive Committee members of this corporation, but only after ten (10) days' prior notice mailed to cash director or Executive Committee member, as the case may be, and to the agency concerned, and after an opportunity to such agency to be heard.

c. That the beneficiary agency shall furnish to the corporation annually, and at such other times as the Board of Directors or the Executive Committee may require by general rule, or in particular cases, such statistics and information as the corporation may require for the management of its affairs, including accounts of monies received and expended, reports of activities, and other data, upon forms supplied and approved by the corporation; and the beneficiary agency shall render annually, before October 15th, a detailed budget of its requirements, resources, and desired appropriation from the corporation for the next ensuing year, comparing such budget with previous budgets, and explaining any increases or decreases therein. The books, records, and accounts of beneficiary agencies shall be open to inspection and examination by the Board of Directors or its appropriate committee or their duly accredited representatives.

Section 6. No part of the immediately preceding section, or any of its subdivisions, shall be construed to apply to the relationship between the corporation and the National Refugee Service, Inc., the United Palestine Appeal, Inc., and The American Jewish Joint Distribution Committee, Inc., but said relationship shall be governed solely as provided in Section "2" of this article.

## ARTICLE VI

### OFFICERS

Section 1. The Board of Directors or the Executive Committee may elect from among the members of the Board of Directors the following officers:

- One (1) or more Chairmen
- One or more Co-Chairmen
- One (1) or more Vice-Chairmen
- A President
- One (1) or more Vice-Presidents
- One (1) or more Treasurers
- One (1) or more Co-Treasurers

(See Note 15)



Section 2. In addition the Board of Directors or the Executive Committee may, from time to time, or at any time, create such additional offices, and elect such additional officers, as either of them shall deem necessary, who need not be members of the Board of Directors.

Section 3. The regular election of all officers shall be held at the meeting of the Board of Directors, or the meeting of the Executive Committee, which next follows each annual meeting of the membership. However, officers may be elected at any other time in accordance with Section "2" of this article. (See Note 16)

Section 4. The terms of all officers shall expire as of the first day of October next following their election and their successors, if previously elected, shall take office as of that date. Any officer shall be entitled to succeed himself.

Section 5. Anything herein to the contrary notwithstanding, all officers shall hold office until their successors have been elected.

Section 6. If any officer listed in Section "1" of this article shall cease to be a director, he shall also cease to be an officer. Vacancies in any office shall be filled for the unexpired term by the Board of Directors or the Executive Committee, depending on which body elected the original incumbent, at any regular or special meeting thereof.

Section 7. The officers of the corporation shall have such duties and powers as shall be vested in them by statute, the Certificate of Incorporation, the by-laws of the corporation, and resolutions, from time to time, of the Board of Directors and the Executive Committee. (See Note 17)



Section 8. In case of the absence of any officers of the corporation, or for any other reason that the Board of Directors or the Executive Committee may deem sufficient, the Board of Directors or the Executive Committee may delegate the powers or duties of such officer to any other officer or any director for the time being, provided that a majority of the entire Board or the Executive Committee concur therein.

Section 9. The Board of Directors or the Executive Committee may, in their discretion, provide, by contract or otherwise, for such compensation of such officers, agents and employees as they, by resolution, shall decide, and may fix the amount and conditions of such compensation, and may increase and/or decrease the same from time to time, and at any time. The Board of Directors or the Executive Committee may also agree to borrow money from any director, officer, agent, or employee, and pay interest for the same. Directors with whom or for whose benefit contracts shall be made, or compensation or benefits awarded, shall not be disqualified to vote and participate in the discussion as to such contracts, compensation, and benefits; but no compensation or other benefit in money or money's worth shall be given by the corporation to any director or Executive Committee member, except repayment of out-of-pocket expenses and interest on money loaned.

Section 10. The Board of Directors or the Executive Committee may elect such honorary officers and directors as they, in their sole discretion, see fit. Said honorary officers and directors shall have no vote in the deliberations or the decisions of the Board of Directors, and shall have no responsibilities, duties, or rights as such officers. However, it is expected that the Board of Directors, the Executive Committee, and the active officers shall consult



with the honorary officers and directors and get their advice in all matters pertaining to the conduct of the affairs of the corporation.

Section 11. Any officer may be expelled from office at any time, and for any reason, by the affirmative vote of a majority of the entire Board of Directors or the Executive Committee, depending on which body elected him, at any special or regular meeting.

#### ARTICLE VII

##### EXECUTIVE COMMITTEE

Section 1. The Board of Directors, by resolution passed by a majority of the entire Board present and voting at any meeting, regular or special, may appoint an Executive Committee, consisting of not less than ~~nor~~ more than

directors, who shall have and may exercise, during the intervals between meetings of the Board of Directors, all of the powers vested in, or which may be exercised by, the Board of Directors, except to fill vacancies, in the Board of Directors or in the Executive Committee, or to amend the by-laws. The Executive Committee may make such rules for the conduct of its business, and may appoint such assistants as it may deem necessary. It may meet at stated intervals or at any times deemed necessary or advisable, at such places as it may designate. Three (3) days' written notice of all meetings shall be given to all members of the Executive Committee. The officer appointed to keep the minutes of the proceedings of the Board of Directors shall act in a similar capacity for the Executive Committee. At any meeting of the Executive Committee, nine (9) members shall constitute a quorum for the transaction of business, and all questions shall be decided by a majority of those present and voting. (See Note 18)



Section 2. The first Executive Committee shall be elected at the meeting of the Board of Directors next following the adoption of these by-laws by the members. Thereafter Executive Committee members shall be elected by the Board of Directors at their meeting which next follows each annual meeting of the members. The terms of all Executive Committee members shall expire as of October 1st in each year, provided, however, that all Executive Committee members shall hold office until their successors have been elected. Vacancies in the Executive Committee shall be filled for the unexpired term by the Board of Directors at any regular or special meeting thereof.

Section 3. Anything herein to the contrary notwithstanding, a regular meeting of the Executive Committee to be known as the "organization meeting" shall be held in each year immediately following the election of the members of such committee, and no notice of the organization meeting need be given to the members of the Executive Committee, whether reelected or newly elected to office.

Section 4. The Board of Directors shall have the power, at any time, to terminate and change the membership of the Executive Committee by a majority vote of any quorum present and voting.

#### ARTICLE VIII

##### OTHER COMMITTEES

Section 1. The Board of Directors or the Executive Committee may, from time to time, or at any time, create such permanent committees or sub-committees as they deem desirable in their discretion, and such committees and sub-committees shall have the power to act in intervals between meetings of the Executive Committee or the Board of Directors to the extent of the power so conferred upon such committees by the Executive Committee or the Board of Directors, depending upon which body has created them. (See Note 19)



Section 2. The members and Chairman of such permanent committees and sub-committees shall be appointed by the Chairman of the corporation, or, if the Chairman of the corporation so desires, he may appoint merely the chairmen of any committees or sub-committees, and delegate to such chairmen authority to appoint the members. The Chairman of the corporation shall fix the number of members which each committee shall have, subject to any limitations imposed upon him in this respect by the body creating the committee.

Section 3. From time to time the Chairman may, of his own volition, create additional committees, either temporary or permanent, and appoint the membership and chairmen thereof, subject, however, to ratification by the Board of Directors, or the Executive Committee.

Section 4. Each committee shall formulate its rules and regulations for the conduct of its business, including the designation of times and places for the holding of regular and special meetings, the notice to be required, and such other matters as it may deem proper. Each committee shall keep minutes of its proceedings. The action of any committee shall be subject to review by the Board of Directors or the Executive Committee.

Section 5. The Chairmen and members of all committees shall serve for a period of one year from the first day of the month following their appointment, or until their successors have been appointed, or the purposes of the committee accomplished and the committee dissolved.

Section 6. A majority of the members of each committee shall constitute a quorum thereof, and all decisions shall be made by a majority vote of those present and voting.

Section 7. Any and all committee members may be



removed from office at any time and for any reason by the Chairman, or upon due resolution of the Board of Directors or the Executive Committee.

#### ARTICLE IX

##### MISCELLANEOUS

Section 1. The Board of Directors shall have the power to administer, manage, control, and direct, directly or through appointees, subsidiary corporations, trustees, or other agents or representatives, the funds, properties, and purposes of the corporation; in accordance with the Certificate of Incorporation to promote the organization of, effect, control, manage, or make provision for the management of subsidiary corporations, and to make contracts, enter into obligations and commitments with individuals and with other bodies, corporate and unincorporate, public and private; and, generally, to have full control and management of assets, commitments, and property of all kinds of the corporation, including the power to vote in the subsidiary corporations or other bodies in which this corporation shall have stock or other membership or voting power.

Section 2. The corporation may publish annual reports, and, in connection therewith, the annual reports of the activities of beneficiary agencies. It may also publish therewith extracts of annual reports issued by beneficiary agencies.

Section 3. The fiscal year of the corporation shall be the calendar year.

Section 4. The seal of the corporation shall be circular in form and shall bear the words "THE UNITED JEWISH APPEAL FOR REFUGEES AND OVERSEAS NEEDS, INC." in the margin thereof, and the words "Incorporated New York, 1941" in the center thereof.



Section 5. The rules of procedure, agenda, order of business, and general rules and regulations governing all meetings of members not specifically provided for in these by-laws shall be such as the Board of Directors or the Executive Committee by due resolution shall decide.

Section 6. Any notice required to be given by these by-laws may be given by mailing or telegraphing the same to the person entitled thereto, at his or her address, as shown on the corporation's books, and such notice shall be deemed to be given at the time of such mailing or telegraphing.

Section 7. Any notice required to be given by these by-laws may be waived either before or after the meeting it refers to. In all cases the written approval or disapproval by any member, director, Executive or other committee member of any action, resolution, minutes, or proposed action, resolution, or minutes, other than a proposed amendment to the by-laws shall be deemed equivalent to his attendance and vote at a meeting, and any such action, resolution, or minutes adopted by the votes or the written assent of the appropriate number of members, directors, Executive or other committee members shall be deemed duly and regularly adopted, and shall be entered on the minutes of the Board, the members, or the committee, as though adopted in open meeting; provided, however, that seven (?) days' notice of such proposed action, resolution, or minutes shall have been duly given to all members, directors, Executive or other committee members entitled to receive the same. (See Note 20)

#### ARTICLE X

#### AMENDMENTS

Section 1. Any and all provisions of these by-laws may be amended or repealed by a two-thirds vote of the



qualified members present and voting at any meeting, special or otherwise, provided a quorum is present, and further provided that at least one-third of all members of the corporation eligible to vote shall be present at such meeting; likewise the Board of Directors may repeal or amend any or all provisions of these by-laws by a two-thirds vote of the directors present and voting at any meeting, special or annual, provided a quorum is present, and further provided that at least one-third of all the directors eligible to vote shall be present at such meeting, and finally provided that any action of the members in repealing or amending these by-laws shall not be subject to change by the directors without the approval of the members. (See Note 21)

Section 2. Written notice of any meeting for the consideration of by-law amendments, embodying the amendments to be proposed, shall be given to all members of the corporation, or to all directors (depending on the body which is to act thereon) not less than ten (10) nor more than forty (40) days before the meeting.



NOTES IN CONNECTION WITH FIRST ROUGH  
DRAFT OF BY-LAWS OF THE UNITED JEWISH  
APPEAL FOR REFUGEES AND OVERSEAS  
NEEDS, INC.

1. Is it desired to have membership predicated to any extent on the payment of dues? If so, the provisions of this Article will have to be materially amended.

2. Please note that Sections "1" through "4" of Article "II" provide for an unlimited membership, and that members have no terms of office, but remain such after election during good behavior. Likewise, no provision is here contained for the division of membership into classes. If any of these features are desired, we should be advised.

3. Please note that the time when the first annual meeting of the members will be held for the election of directors, etc. has been set so that the original Board will have almost a full year within which to operate before new elections.

4. The requirements established by law for a quorum of membership meetings will be explained by counsel at the proper time if the question arises.

5. Thus fixing the number of directors in the by-laws will make it necessary to amend the by-laws whenever a change in this respect is desired. It is possible, of course, to state in the by-laws that the number of directors shall, within the limits established by the Certificate of Incorporation, be not less than a certain number nor more than a certain number, as decided by resolution of the membership. It would not seem good practice to allow the directors to increase or reduce their own numbers or to give the Executive Committee this power.

6. It will be noted that the number of names required for independent nominations is rather large. This may help to retain control in the hands of the organizers. Of course, it does not at all insure such retention.

7. It will be obvious that this provision bars cumulative voting.

8. It is, of course, possible that under this provision a candidate receiving a very few votes could be elected as director. If it is desired to avoid this, we could provide that, under not circumstances, should anyone who does not receive a certain proportion of the total number of votes become a director. This could be followed by a simplified P.R. voting procedure, e.g., those candidates who receive the necessary proportion of votes could be declared elected, and a new ballot taken confined solely to the remaining nominees. Likewise, those receiving the smallest number of votes could be removed step by step from subsequent ballots.

9. This section should, of course, be eliminated if a staggered Board is not desired.

10. Please note that this provision does not require regular monthly or periodic meetings. Is same desired?



12. The requirements of the law with regard to a quorum of the Board of Directors will be explained by counsel at the proper time.

13. Obviously this whole Article constitutes a new departure. As this whole set of by-laws is submitted purely to constitute a basis for discussion, it is believed that this Article raises issues worthy of consideration. Even if it is found to be acceptable in substance, many details thereof will certainly require discussion, as, for instance, it may not be considered desirable to pin the Board of Directors down so thoroughly as to the provisions it must include in any contract with any so-called beneficiary agency. Furthermore, it is, of course, plain that this Article would be nullified in its entirety if the corporation entered into a contract with the U.P.A., the J.D.C., and the N.R.S. which provided for the contribution to them of all of its funds.

14. Is it desired to permit the corporation to build up a reserve fund?

15. It may be desired to confine this power, and the power given in Section "2" immediately following to either the directors or the Executive Committee, thus avoiding possible conflict.

16. If the body which elects officers is large and cumbersome, it may be desired to extend the activities of the Nominations Committee to the election of officers. As it now stands, officers would be nominated in accordance with the rules of procedure adopted by the electing body--in all probability this would contemplate open nominations from the floor of meetings, etc.

17. It is possible to define more specifically the powers and duties of the individual officers by adding another Article to these by-laws. Is this deemed advisable? Such definition would not necessarily limit the powers of the various officers, but would merely stipulate their fundamental functions in each case.

18. Here, again, we would raise the question of whether any Nominating Committee action is deemed advisable in connection with the election of Executive Committee members.

19. Here, again, it may be deemed advisable to confine this power to either the directors or the Executive Committee to avoid conflict.

20. The privilege given by this Section of obtaining mailed votes instead of personal ones after open discussion at meetings may be convenient. However, it is believed that it may be dangerous under certain conditions, and that even its legality may be doubtful. It is inserted in these by-laws for the purpose of calling it to the



attention of the Committee so that its pros and cons may be discussed.

21. If the membership or the directorate are to be large in number, it will be seen that the quorum requirements for amending the by-laws are rather stiff. However, while the by-laws should have some elasticity, it should not be too easy to change them.





UNITED PALESTINE APPEAL  
41 East 42nd Street  
New York, N. Y.

MEMORANDUM

TO: DR. ABBA HILLEL SILVER

November 24, 1941

FROM: HENRY MONTOR

Attached hereto are some observations that I have made on the proposed Certificate of Incorporation and the proposed By-Laws of the proposed United Jewish Appeal structure in New York City.

You might wish to have this as supplementary material for the meeting which Dr. Stephen S. Wise has called for Wednesday, November 26th, 4:00 P.M. at the U.P.A. office, 41 East 42nd Street.

HM:BG  
Enc.

Copies sent to:

Hon. Morris Rothenberg  
Dr. Stephen S. Wise  
Dr. Israel Goldstein  
Louis Lipsky



MEMORANDUM ON CERTIFICATE OF INCORPORATION AND BY-LAWS  
OF THE PROPOSED NEW YORK UNITED JEWISH APPEAL

I. PRINCIPLES

1. Since there seems to be a view that a United Jewish Appeal organization should be incorporated in New York, the business of representatives of the United Palestine Appeal is to protect its very substantial equity in the New York fund-raising field.
2. The name should be "United Jewish Appeal for Refugees, Overseas Needs and Palestine."
3. It should be made distinctly clear that the corporation being created is purely for fund-raising purposes and has no power to determine policy or to carry out the functions of its beneficiaries.
4. The Certificate of Incorporation and the By-Laws must take into account the fact that several fund-raising organizations are pooling their efforts in order to create a common fund-raising instrument. Therefore, the United Jewish Appeal in New York City must secure the assent of the United Palestine Appeal, among other bodies, and the United Palestine Appeal must have a distinct share in the naming of the officers and administrators of the United Jewish Appeal.
5. There is a tendency and an emphasis in the By-Laws, as proposed in their original draft, to vest the great powers inherent in the corporation in a few rather than in a larger number. Thus it is proposed that all the effective functions of the corporation shall be vested in an executive committee which may consist of a quorum of nine members. It should be clear that in the creation of a broad public responsibility for a New York campaign, such a sharp delimitation of the powers of the larger group of representatives can only have harmful effects on the campaign and on the morale of the community.
6. Provision must clearly be made or indicated that the Jewish National Fund shall continue to have full right to conduct its collections in the same manner as is provided by the agreement constituting the national United Jewish Appeal.



## II. CERTIFICATE OF INCORPORATION

FIRST; in this section on page 1, the sentence should read "the name of the proposed corporation is the United Jewish Appeal of Greater New York for Refugees, Overseas Needs and Palestine, Inc."

Clause 2 under the SECOND paragraph should have specific reference to the potential beneficiaries of the United Jewish Appeal, including the United Palestine Appeal.

Clause 7, under SECOND paragraph (page 2) giving the corporation the right to enter into contracts "with governments...etc" should be eliminated.

Clause 8, under SECOND paragraph (page 2) the right to borrow money should not be vested in this corporation, inasmuch as it infringes on the credit and borrowing capacities of its constituent agencies.

Clause 9, under SECOND paragraph (page 2), again referring to relationships with governments, should be eliminated.

Clause 10, under SECOND paragraph (page 2) should be eliminated as conferring too broad powers on the corporation.

In the THIRD paragraph on page 3 "adjacent or neighboring territories and communities" should be eliminated from the province of the New York organization as being too broad and too indefinite.

## III. BY-LAWS

Page 1 -- The title of the corporation should be the United Jewish Appeal for Refugees, Overseas Needs and Palestine, Inc.

### ARTICLE II

Section 1, page 1: The membership of the corporation shall consist of all contributors to the United Jewish Appeal. Any other definition of membership can only create invidious and unjustified



distinctions between men and women contributing to the purposes of the corporation. All sections of the By-Laws referring to membership should be modified accordingly.

Section 2, page 2: should be eliminated, inasmuch as all contributors alike are entitled to be members of the corporation.

Section 3, page 2: This clause should be eliminated, for no one should have the right to expel a contributor from the United Jewish Appeal.

Section 4, page 2: Should be eliminated on the ground that there should be no distinction between members whose right to membership is based on their contribution to the United Jewish Appeal.

### ARTICLE III

Section 2, page 3: Should provide that "Special meetings of the membership may be called by...100 members in good standing of the corporation."

Section 4, page 3: Should include a clause to the effect that "a quorum shall consist of at least 100 members and a majority vote should be requisite and adequate."

Section 6, page 4: In this clause, as in all succeeding clauses relating to the question of the composition of the Board of Directors, the right to name them and their successors should be vested in the United Palestine Appeal as one of the bodies forming this corporation, in the same way as this right accrues to the United Palestine Appeal and the Joint Distribution Committee which joined to form the national United Jewish Appeal, Inc. The situation in both instances is completely parallel. Moreover, the right to name the



officers of the corporation shall remain in the Board of Directors and not in the Executive Committee.

#### ARTICLE IV

Section 2, page 5: The complete Board of Directors shall be elected annually instead of by rotation for 3-year periods.

Section 3, page 6: There shall be no voting by proxy except as the corporation may decide to conduct voting by mail in which event all contributors, constituting members, would be entitled to vote.

Section 13, page 9: A phrase should be added at the end to indicate that "The Board of Directors shall be empowered to designate deposit-  
ories for the funds...etc., and the conditions upon which said funds and property may be deposited, withdrawn and/or expended, it being understood that such expenditures shall be in accordance with the charter of the corporation and the By-Laws governing the disbursements of funds.

#### ARTICLE V

Section 1, page 9: No power should be vested in the corporation to permit it to establish reserves as is suggested in the notes to the By-Laws as contained in a memorandum of November 17, 1941.

Section 2, page 9: Should read as follows: "Except as otherwise provided in this article, all of the net funds or property thereafter remaining in the hands of the corporation shall be remitted to the national United Jewish Appeal for Refugees, Overseas Needs and Palestine for distribution in such manner as shall have been agreed upon between the American Jewish Joint Distribution Committee, Inc. and the United Palestine Appeal, Inc. in the setting up of the national United Jewish Appeal



of the particular year; failing the existence or the continuation in any year of the national United Jewish Appeal, Inc. as a fund-raising instrument for the American Jewish Joint Distribution Committee, Inc. and the United Palestine Appeal, Inc., the funds of the United Jewish Appeal of Greater New York shall be distributed among the United Palestine Appeal, Inc., the American Jewish Joint Distribution Committee, Inc. and the National Refugee Service, Inc., in such proportion and in accordance with such formulae, manner and procedure as shall be determined from time to time by contracts entered into between these corporations."

Section 3, page 9: It should be clearly stated that not only the vote of three-fourths of the Board of Directors, but the assent of the primary beneficiaries shall be required for admission of any beneficiaries into the New York United Jewish Appeal. Thirty days written notice shall be required for a meeting of the Board of Directors to discuss additional beneficiaries.

It should be clearly stated that not the Executive Committee, but only the Board of Directors shall have the right to vote upon the question of the admission of additional beneficiaries, but only after the assent of the primary beneficiaries shall have been obtained.

Section 4, page 10: Only the Board of Directors and not the Executive Committee should prescribe the terms and conditions on which any agency might become a beneficiary of the United Jewish Appeal at a meeting that should be called at least thirty days prior to the meeting, all such



meetings being dependent on the original assent by the primary agencies to the inclusion of additional beneficiaries.

#### ARTICLE VII

Section 1. Page 4: should read: "The Board of Directors, by resolution passed by three-fourths of the entire Board present and voting at any meeting, regular or special, may appoint an Executive Committee of not less than thirty members...etc."

"At least five days written notice of all meetings shall be given to all members of the Executive Committee."

"At any meeting of the Executive Committee eighteen members shall constitute a quorum for the transaction of business."

Section 4. Page 15: Should read: "The Board of Directors shall have the power to terminate and change the membership of the Executive Committee by a three-fourths vote."

#### ARTICLE VIII

Section 3. Page 16: Should read: "That all committees must be authorized by the Board or the Executive Committee and cannot be named by the Chairman of his own volition."

#### ARTICLE IX

Section 4. page 17: The seal of the corporation shall bear the words "United Jewish Appeal for Refugees, Overseas Needs and Palestine, Inc."

Section 7. page 18: There shall be no voting by mail.

#### ARTICLE X

Section 1. page 18: By-Laws relating to the beneficiaries may not be amended except with the consent of the original beneficiaries.



F I R S T   R O U G H   D R A F T

[ November 1941? ]  
no mention  
Raise money  
Benson  
WPA  
for ?

CERTIFICATE OF INCORPORATION

OF

THE UNITED JEWISH APPEAL OF GREATER NEW YORK INC.

(See Note 1)

(Pursuant to the Membership Corporation Law)

We, the undersigned, desiring to form a corporation pursuant to the provisions of the Membership Corporations Law, do hereby certify and state:

FIRST: The name of the proposed corporation is THE UNITED JEWISH APPEAL OF GREATER NEW YORK, INC., (See Note 1)

SECOND: The purposes for which the corporation is formed are the following:

1. Within the territorial limits described in paragraph "THIRD" hereof, to commence, conduct, engage, and/or assist in a campaign or campaigns, and any effort or efforts whatsoever, for the collection and raising of funds, and to solicit, appeal for, and request monies, funds, securities, donations, pledges, obligations, subscriptions, commitments, gifts, bequests, devises, legacies, choses in action, and property of every nature whatsoever, for the relief and rehabilitation of Jews and/or non-Jews of or in the United States of America, its territorial possessions and/or any foreign country or countries in either hemisphere of the world, and for the settlement and the welfare of Jews in Palestine. (See Note 2)

2. To distribute its net receipts, or any part thereof, to and among such charitable corporations, associations, committees, and/or agencies (hereinafter called "beneficiary agencies"), heretofore or hereafter organized, as are engaged in such relief, rehabilitation, and settlement work, and as may, in accordance with the provisions of such by-laws as are adopted by the corporation, become beneficiaries thereof, the manner, proportion, and amounts of said distribution to be regulated in the manner provided in the said by-laws.

3. To secure for the beneficiary agencies referred to in subdivision "2" hereof adequate means of support in furtherance of the purposes for which said agencies shall be formed; to provide efficient methods for the collection and distribution of monies or property contributed for their maintenance; to relieve such beneficiary agencies from making separate appeals to the public and independent collection of funds, so as to enable them the more effectively to carry on their philanthropic activities.



4. To receive, accept, collect, take, and hold title to all receipts resulting from the campaigns, efforts, solicitations, appeals, and requests referred to in subdivision "1" hereof, and any and all funds, monies, securities, donations, pledges, obligations, subscriptions, commitments, gifts, bequests, devises, legacies, choses in action, business concerns and undertakings, mortgages, trademarks, trade-names, patents and patent rights, copyrights, and property, of every nature whatsoever, real, personal and mixed, and any interest therein, wheresoever situated, whether in the United States or in any other part of the world, whether by way of purchase, lease, mortgage, gift, bequest, devise, judicial order or decree, or otherwise, and either absolutely or in trust, for any of its purposes, or for those of any of the beneficiary agencies described in subdivision "2" hereof, without limitation as to amount or value, except such limitations as shall be imposed by the laws of this state, and to expend, manage, improve, and develop the same in furtherance of the purposes of the corporation hereby organized, as described in this Certificate and in any amendment thereof.

5. In the discretion of the directors, to invest and reinvest, and to manage, disburse, and handle the monies, securities, choses in action, and property, real, mixed and personal, of every nature, of the corporation; to sell, mortgage, lease, exchange, convey, or otherwise dispose of or transfer the same; to expend the principal and income of any trust fund which it may take and hold as herein provided, in accordance with the terms of the trust upon which the same shall be held, and to expend the principal and income of any property held by it absolutely or in trust for its general purposes, in such manner as in the judgment of its trustees will best promote the corporate objects.

6. To promote the organization, through its authorized members, directors, representatives, appointees, and/or agents, for effecting any of the purposes enumerated in this Certificate or any amendment thereof, of subsidiary stock and non-stock corporations, unincorporated voluntary associations, trusts, foundations, organizations, associations, committees or entities, domestic or foreign; to hold stock and/or membership and/or other interests in these and/or other domestic or foreign corporations, associations, and/or entities having kindred or auxiliary purposes, or engaged in performing kindred or auxiliary services.

7. To enter into, make, perform, and carry out contracts in the discretion of its directors, with kindred associations, with governments, bodies, corporate and unincorporate, public and private, and with individuals, in order to effect the purposes of the corporation enumerated herein and in any amendments hereto.

8. In the discretion of its directors, to borrow money for its corporate purposes and to make, accept, endorse, execute, and issue promissory notes, bills of exchange, bonds, debentures, or other obligations; to pledge the credit of the corporation and secure the payment of any of its obligations by mortgage, pledge, deed of trust, or otherwise, covering any of the property of the corporation; and to make, maintain, enter into, and participate in any plans, contracts, obligations and commitments to finance the corporation in any or all of its needs and purposes herein set forth. (See Note 3)

9. To cooperate, with or without the incurrence of legal obligations, with any other persons, organizations, and/or governments, in order to carry out the purposes enumerated herein and in any amendments hereto.

10. To take any action whatsoever in furtherance of the foregoing purposes. (See Note 4)



Each one of the above enumerated purposes shall be considered an independent purpose of the corporation, and shall be interpreted liberally, in order to give the corporation and its directors wide powers to perform the purposes of the corporation.

Furthermore, the foregoing enumeration of specific powers shall not be deemed to limit or restrict, in any manner, the general powers of the corporation and the employment and exercise thereof, as conferred by the laws of the State of New York upon corporations organized under the provisions of the Membership Corporation Law. (See Note 5)

THIRD: The territory in which the operations of the corporation are principally to be conducted is the following counties of the State of New York: The five boroughs of greater New York City, and the Counties of Westchester, Nassau, and Suffolk, and adjacent or neighboring territories and communities.

FOURTH: The office of the corporation is to be located in the City and County of New York.

FIFTH: The number of its directors shall be not less than ten nor more than 300, and may be divided into classes not exceeding three (3), in accordance with the provisions that may be set forth in the by-laws of the corporation. (See Note 6)

SIXTH: The names and residences of the directors until the first annual meeting are:

NAMES

ADDRESSES

(See Note 7)

SEVENTH: At any regular Membership meeting or at a special Membership meeting called for that purpose, the corporation may appoint individual or corporate Trustees and/or their successors of any or all of its



property and confer on such Trustees, such powers, duties or obligations in relation to the care, custody or management of such property as may be deemed advisable.

EIGHTH: The proposed corporation is not established and is not to be maintained or conducted for pecuniary profit. The income and property of the corporation whencesoever derived is to be applied primarily towards the promotion of the objects of the corporation, as set forth above; and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever, by way of profit to its members; provided that nothing herein is to be construed as preventing the provision by the Board of Directors in their discretion by contract or otherwise, for the compensation of and payment of compensation to any officer, agent, or employee of the corporation, or any other person in return for any services actually rendered, or on account of services to be rendered to the corporation, or the payment of interest on money lent; and no compensation or other benefit in money or money's worth is to be given by the corporation to any director for his services as director, except repayment of out-of-pocket expenses and interest on money lent.

NINTH: All the subscribers to this Certificate are of full age, and at least two-thirds of them are citizens of the United States, and at least one of them is a resident of the State of New York. Of the persons named hereinabove as directors, at least one is a citizen of the United States and resident of the State of New York.

IN WITNESS WHEREOF, we have made and acknowledged this Certificate this                      day of                      , 1941.

\_\_\_\_\_(L.S.)

\_\_\_\_\_(L.S.)

\_\_\_\_\_(L.S.)



NOTES IN CONNECTION WITH DRAFT OF CERTIFICATE  
OF INCORPORATION OF THE UNITED JEWISH APPEAL  
OF GREATER NEW YORK, INC.

1. The name of the corporation is, of course, tentative, and is merely the writer's suggestion. However, it should be borne in mind that, if it is adopted, it will, in all probability, be required to obtain the consent of the national U.J.A. before the authorities in Albany will permit its use.

2. Is it thought advisable to give the corporation power to assimilate the 1939, 1940, and 1941 campaigns, and to take over their assets and liabilities so that it may administer and liquidate same, collect pledges, etc.; or is it regarded as more desirable, from the point of view of efficient administration, to handle these prior campaigns as separate entities?

3. Please note that the right of the corporation to pledge the credit of its subsidiaries or affiliates is not granted by this provision. Such a right is not at all unusual, but the writer thought it best to eliminate it here.

Likewise, the corporation is not given the right to guarantee the obligations of its associations, or, for that matter, of any other organization or person. Is it thought feasible to give the corporation this power in connection with such financing as its several constituents may desire in the future?

As perhaps is implicit in the preceding paragraphs of this note, it should further be pointed out that the corporation is given no right to lend money or credit at all. Is this right considered necessary or feasible, or, because the corporation may be regarded as an agency of other administrative bodies, is it believed best to withhold this privilege?

4. The breadth of this clause will be apparent. However, it is suggested that it is advisable as a possible "catch-all".

5. Please note that the corporation is given no specific right actually to conduct and administer the philanthropies for which it is to raise funds. I presume that it is not desired to give the corporation the right to perform this function.

6. Provision has been made herein for a staggered Board. Of course, said provision is permissive and not mandatory and may be disregarded in the by-laws.

7. It has been suggested that, particularly if the annual meeting of the members is not to be held until some time after incorporation is completed, the names of an entire functioning Board of Directors, and not just a few dummies, should be here listed.