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National Foundation for Jewish Culture, bylaws, 1984.

BY-LAWS

of

NATIONAL FOUNDATION FOR JEWISH CULTURE, INC.

ARTICLE I.

NAME, OFFICE, PURPOSE.

Section 1. Name. The name of this membership corporation is National Foundation for Jewish Culture, Inc.

Section 2. Office. This corporation is incorporated pursuant to the Membership Corporation Law of the State of New York, and its registered office shall be in the borough of Manhattan, City, County and State of New York, but the corporation may maintain other offices at such other locations, within or without the State of New York, as the board of directors may determine.

Section 3. Purposes. The objects and purposes for which the corporation is formed are in brief to encourage, support and maintain the study and growth of Jewish culture. The corporation is empowered to provide assistance to agencies and activities in the field of Jewish culture, to cultivate and support projects in the field of Jewish culture, to advise and inform Jewish communities, organizations and individuals in matters pertaining to Jewish culture, and to organize and maintain a general clearing house of information with respect to matters pertaining to Jewish culture.

ARTICLE II.

MEMBERS, THEIR MEETINGS, NOTICES,
QUORUM.

Section 1. Members. The members of the corporation shall be such individuals as may be elected members at the initial meeting of subscribers, at the annual meeting or any special meeting called for that purpose. A member may be removed by affirmative vote of two thirds of the entire membership at the annual meeting or a special meeting called for this purpose.

Section 2. Annual Meeting. The annual meeting of this corporation shall be held at such place and time as may be determined by the executive committee.

Section 3. Special Meetings. Special meetings of the members may be called by the president at any time and must be called by the president if directed to do so by resolution of the board of directors or requested to do so in writing by at least one third of the members. No such special meeting at the request of the members, however, shall be called more than once in six months.

Section 4. Notices. Except as otherwise expressly provided by law, at least ten days notice in writing or by telegram, but not more than forty days such notice, of any annual or special meeting shall be sent by the secretary to each member, and such notice shall set forth the time, place and purpose of the meeting.

Section 5. Quorum. The attendance of a majority of members in person, or by proxy, at the annual or any special meeting shall constitute a quorum of members.

Section 6. Action. Except as otherwise provided by these by-laws, the certificate of incorporation or applicable law, any action requiring a vote shall be considered adopted by a vote of a majority of all members present at any annual or special meeting of members.

ARTICLE III.

DIRECTORS.

Section 1. Membership. The board of directors shall be not less than three or more than fifty in number elected at the annual meeting of the corporation. The exact number of directors shall be established at each annual meeting of the corporation by resolution and such number shall constitute the structure of the board until the next annual meeting or any special meeting called for that purpose. A director need not be a member.

Section 2. Term. Each director shall serve for a period of one year and until his or her successor is elected and qualifies.

Section 3. Quorum. One third of the directors shall constitute a quorum, and action shall be taken by a majority vote of the directors present. The directors present at any meeting even though less than a quorum may adjourn the meeting from time to time; and such adjourned meeting shall be held with or without notice provided a quorum is present at such adjourned meeting.

Section 4. Vacancies. Any vacancy occurring on the board of directors shall be filled by the remaining directors at a meeting thereof. Any successor so selected shall hold office until his or her successor is elected at the next annual meeting of members, and qualifies. Resignation of a member of the board of directors shall be by a writing to that effect submitted to the president or secretary who in turn shall present it to the next meeting of the members of the corporation.

Section 5. Duties. The board of directors shall have full charge of the activities and general operations of this corporation. It shall have full power and authority, within the limitations imposed by law to do all things necessary to further the objects and purposes for which the corporation is organized and to serve the best interests of the corporation.

Section 6. Meetings. The board of directors shall meet not less frequently than once annually. Special meetings of the board of directors shall be held at the call of the president and must be called by him upon the written request of seven members of, or one third of, the board of directors, whichever

is the lesser number of directors. All meetings shall be held on three days written or telegraphic notice as to time and place, but this requirement may be waived in a writing signed by all of the directors, or by the presence of all of the directors at a meeting.

Section 7. Removal of Directors. Any director may be removed from office with or without cause by an affirmative vote of two thirds of the members of the corporation present at a special meeting called for this purpose.

Section 8. Annual Report. The directors shall present at the annual meeting of the members of the corporation a report verified by the president and secretary or by a majority of the directors, showing the property owned by the corporation, where and how it is 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, and the funds applied, appropriated, or expended during the year immediately preceding such date, together with the purposes, objects or persons for which such appropriations or expenditures have been made. A report shall also be made with respect to the names and addresses of individuals who have been admitted as members of the corporation during the last year. These reports shall be filed with the records of the corporation and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

Section 9. Compensation. No director shall receive compensation for serving as director, but expenses actually incurred by a director in the performance of his duties may be reimbursed by the corporation.

ARTICLE IV.

OFFICERS.

Section 1. General. The officers of this corporation shall be a president, such vice-presidents as may be determined by the board of directors, a secretary and a treasurer, who shall be elected to their respective offices by the board of directors at the first regular meeting of the board of directors following the annual meeting of the corporation. An officer need not be a member or a director, and shall hold office for a period of one year until his successor is elected and qualifies. Any vacancy occurring among the officers shall be filled by appointment by the president to be effective until his successor is elected at the next meeting of the board of directors. The directors may appoint such additional, assistant, or subordinate officers from time to time as they may deem advisable, and such additional, assistant, or subordinate officers need not be members of the board of directors.

Section 2. Salaries. All officers shall serve without compensation, but may receive reimbursement for any expenses incurred in connection with their duties, except that the secretary may receive compensation in the form of salary, fee or otherwise in such amount as may be determined by the board of directors. Assistant or subordinate officers may receive such compensation as may be directed by the president and approved by the board of directors.

Section 3. Removal. Any officer may be removed by the board of directors acting by the concurring vote of two thirds of all the directors, whenever in its judgment the best interests of the corporation will be served thereby.

Section 4. President. Unless a chairman of the board of directors has been designated and is present, the president shall preside at all meetings of the corporation and of the board of directors. He will set the time and place of all meetings of the board of directors and when the by-laws are silent, designate the chairman and members of all standing or special committees subject to the approval of the board of directors. While the board of directors is not sitting he shall have general and active management of the affairs of this corporation, subject to the direction of the executive committee, with the right to delegate details of operations to the secretary. He shall be responsible for the proper execution of all orders and resolutions of the board of directors and instructions of the executive committee and in addition shall perform all the duties usually incident to his office, or which may be required of him by the board of directors, the executive committee, or by other provisions of these by-laws.

Section 5. Vice Presidents. If a vice president has been designated chairman of the executive committee, he shall perform all of the duties of the president in the event of his absence. If a vice president has not been designated chairman of the executive committee, then such vice president as may be designated by the executive committee shall perform all the duties of the president in the event of his absence. Vice presidents shall in general perform all of the duties generally incident to the office of vice president, or which may be required of them by the president, the board of directors, the executive committee, or other provisions of these by-laws.

Section 6. Secretary. The secretary shall record all minutes of the meetings of members and of the board of directors, issue notices of all meetings of members and the board of directors, and have custody of the minute book and membership roster of the corporation, which shall be available for inspection by any member. He shall be general administrative officer of the corporation, and shall undertake such administrative, research and executive work as may be required of him by the president or the executive committee. He shall perform such other duties as are usually incident to his office, or which may be required of him by the president, the board of directors, the executive committee, or by other provisions of these by-laws.

Section 7. Treasurer. The treasurer shall have custody of all funds and property of the corporation and shall hold them in such manner and in such places as shall be designated by the board of directors. He shall have the right together with such other officer or officers designated by the board of directors to counter-sign all checks, drafts, notices or orders for the payment of money. At the discretion of the board of directors he shall give bond (the cost of which shall be paid by the corporation) in such sum as the board may require for the faithful performance of his duties. He shall cause to be prepared competent and accurate accounts of the finances of the corporation which shall be open for inspection and examination by the directors or by any committee appointed by the directors or by the members of the corporation for such inspection. He shall cause the books and records of the corporation to be submitted not less frequently than annually for audit by the firm of accountants designated by the board of directors as accountants for the corporation and shall cause to be prepared a balance sheet and statement of receipts and disbursements and a condensed report or summary thereof for use in the directors' annual report to the members. He shall cause to be prepared such returns as may be required by

federal, state or local authorities and shall perform the usual duties incident to his office, or which may be required of him by the president, the board of directors, the executive committee, or other provisions of these by-laws.

ARTICLE V.

ELECTIONS

Section 1. Nominations. The nominating committee shall prepare a slate of candidates for directors and for officers and a candidate need not be a member. The nominating committee shall also prepare a list of proposed members of the corporation. Both lists shall be submitted to the secretary and president at least three weeks prior to the annual meeting of the corporation and written or telegraphic notice of such candidates shall be given each member at least ten days prior to the annual meeting. Nominations for director or for membership may be made from the floor at the annual meeting, provided each nomination is seconded by at least two members. The roster list of membership as maintained by the secretary shall be final and conclusive as to which individuals are members.

Section 2. Vote. Election to membership shall be by two thirds vote of the members voting in person, or by proxy. Election to the board of directors shall be by majority vote. In the event a vacancy is not filled by reason of a tied vote, or by reason of the failure of any candidate to win a majority of votes, the members shall vote again as between the two candidates who received the highest number of votes on the prior ballot, or as between the tied candidates as the case may be.

Section 3. Proxies. Each notice of an annual or special meeting of members shall include a proxy form, and such proxy form properly executed shall be valid for the particular meeting for which it was executed, but such proxy may be revoked in writing by the member, or by the presence of the member at the specific meeting.

ARTICLE VI.

COMMITTEES

Section 1. Executive Committee. The executive committee is a standing committee, and shall consist of the officers of the corporation, the chairmen of the other standing committees, if they are not officers of the corporation, and five members of the board of directors appointed by the board of directors. The board of directors shall designate an officer of the corporation to serve as chairman, and any vacancy in the position of chairman shall be filled by an officer of the corporation elected by the executive committee to serve as chairman until the next meeting of the board of directors. The executive committee shall, with respect to the operations of the corporation, and within the limits prescribed by law, or by these by-laws, exercise the authority of the board of directors when it is not in session. The executive committee shall establish such further committees as it deems necessary to carry out the purposes of the corporation. A majority of the executive committee shall constitute a quorum, and the requirements of these by-laws with respect to the

calling of meetings, and notice of meetings of the board of directors shall apply to meetings of the executive committee. Minutes of the meetings of the executive committee shall be kept by the secretary and submitted to the board of directors.

Section 2. Finance Committee. This standing committee shall consist of the treasurer, who shall act as chairman, and such other members of the board of directors as may be appointed by the president, subject to the approval of the board of directors. It shall be responsible for the acquisition of funds for the program and operation of the corporation. It shall be responsible for the investment of such funds as are secured for the corporation on endowment. It shall arrange to make available to the administrative committee the funds needed for administration of the corporation, and shall make available all payments for grants, awards and support to projects duly approved by the executive committee and/or the board of directors.

Section 3. Administrative Committee. This standing committee shall consist of the secretary, and such number of members as the board of directors may establish. This committee shall maintain a separate bank account in its own name from which payments shall be made for the administration of the corporation, and shall supervise and approve such expenditures which are incurred by the corporation. It shall review and recommend to the executive committee the requirements for personnel, define such positions and salaries as may be deemed necessary for the discharge of the functions of the corporation and review and approve candidates for employment.

Section 4. Committee on Grants. This standing committee shall have such number of members as may be established by the board of directors. It shall review and recommend action to the executive committee, or board of directors on all requests for grants from the corporation to individuals or institutions who seek to carry out projects or programs within the scope of the corporation's purposes. It shall have the authority to conduct such investigations, and to request such information as in its discretion is necessary to establish the merit of the requests, and the worthiness of the applicant. It shall have the responsibility of advising the executive committee, or the board of directors of any circumstances which indicate that moneys appropriated will not be, or are not being properly or efficiently utilized by the recipient. It shall have the authority to establish such sub-committees, and to engage such consultants as in its opinion are required to carry out its assignments, but any commitment for the expenditure of funds for purposes of its operations must be approved by the executive committee, or the board of directors.

Section 5. Nominating Committee. This standing committee shall have such number of members as may be established by the board of directors. It shall prepare a slate of candidates for directors and a list of proposed members for action by the corporation at its annual meeting. Further, it shall prepare recommendations to the board of directors for officers and for appointment to positions on the executive committee.

ARTICLE VII.

AMENDMENTS.

Section 1. The members of the corporation shall have power to alter, repeal or amend any of its by-laws at any annual or special meeting, provided notice of the proposed action be set forth in the notice of meeting. The board of directors shall have similar power, subject to the same requirements of notice, provided, however, that amendments by the board of directors shall be valid and continue in effect unless the members, at the next annual or at a special meeting of the members, alter, modify, or rescind the action of the board of directors; and provided that notice of any amendment by the board of directors shall be given to each member within ten (10) days after such amendment; and provided further that the board of directors shall not make or alter any by-laws fixing their qualifications or term of office.

ARTICLE VIII.

DISSOLUTION.

Section 1. In the event of forfeiture, expiration, voluntary surrender, or loss for any reason of the charter of this corporation, this corporation on six month's notice to its members shall be dissolved and its activities discontinued. Any real or personal property of the corporation shall, in the discretion of the board of directors, be sold, and any funds or property remaining after payment of, or provision for the corporation's debts shall be transferred to Council for Jewish Federations and Welfare Funds, Inc., within two years after such dissolution.

ARTICLE IX.

SEAL.

Section 1. The corporation shall have a corporate seal, which shall consist of two concentric circles between which shall be the name of the corporation, and in the center shall be inscribed the year of its incorporation, and the words "Corporate Seal, State of New York", and the following is an impression of the corporate seal:

[1984]

NATIONAL FOUNDATION FOR JEWISH CULTURE

122 EAST 42ND STREET

NEW YORK, N.Y. 10168

(212) 490-2280

RECOMMENDED CHANGES IN THE BY-LAWS

C H A N G E S

ARTICLE 11: Sec. 1

The number of Directors of the Corporation shall be a minimum of 24 and a maximum of 45 plus the life members of the Board of Directors as referred to in Section 2 (c) hereof.

Sec. 2. (a) A Director shall serve for a three-year term, except that at the annual meeting in which the Board of Directors for 1984 is elected approximately 1/3 of the Board shall be elected for a one-year term, 1/3 for a two-year term, and the remaining 1/3 for a three-year term.

Sec. 2. (b) A Director may be re-elected to a maximum of two additional consecutive three-year terms. Following this period, a minimum of one year must elapse before the same individual is eligible for election to the Board. Terms of office shall end at the annual meeting closest to the appropriate anniversary date. Terms served prior to January 1984 shall not be considered in determining eligibility for re-election.

Sec. 2 (c) A former president of the Foundation may be elected as a life member of the Board of Directors and may participate in all discussions and partake in all votes. A life member shall not be included for the purpose of meeting the minimum and maximum number of Directors as set forth in Art. 11, Sec. 1.

New Sec. 15. The Board of Directors may establish a Board of Overseers. Nomination to this Board of Overseers shall be made by the President with the approval of the Executive Committee. The Board of Overseers shall not exceed 40 in number. Members of the Board of Overseers shall be elected for three-year terms

O R I G I N A L

The number of Directors of the Corporation shall be a minimum of five, but no more than a maximum of 75.

The term of Director shall expire at the annual meeting in the year following his election.



[1984]

The Board of Overseers shall review the program and activities of the Foundation and advise the President and the Board of Directors concerning these programs and activities, including the general direction of the organization, relations with the Joint Cultural Appeal, and priorities regarding cultural needs and opportunities.

The Board of Overseers shall assist in interpreting and promoting the work of the Foundation. The Board of Overseers shall meet annually.

ARTICLE III. Sec. 2.

An officer shall be elected for a one-year term, to terminate at the next annual meeting following his election, but not until the officer's successor has been elected or appointed and qualified, unless the officer shall have resigned or shall have been removed as provided in Section 14 of this Article III.

Sec. 2. (c) An officer can serve no more than three consecutive one-year terms in the same office. Following this period, a minimum of one year must elapse before the same individual can be re-elected to said office.

Sec. 2. Terms of Office, Vacancies.

Each officer shall hold office until the meeting of the Board of Directors following the next annual meeting of members and until his or her successor has been elected or appointed and qualified, unless he or she shall have resigned or shall have been removed as provided in Sec. 14 of this Article III.



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