

## **BY-LAWS OF AMERICAN FRIENDS OF THE HESCHEL CENTER, INC.**

### **ARTICLE 1: NAME**

The name of the corporation shall be American Friends of the Heschel Center, Inc.,

### **ARTICLE 2: PURPOSE**

The vision, mission and goals of this organization, The American Friends of the Heschel Center, Inc., are as follows:

#### **Vision**

The American Friends of the Heschel Center, Inc., envisions an environmentally sustainable society in Israel, with full participation of all its diverse inhabitants and in productive dialogue with American individuals and organizations engaged in furthering environmental sustainability around the world.

#### **Mission**

Our mission is to support the work of the Heschel Center for Environmental Learning and Leadership in Israel in their work to build and strengthen the rapidly growing environmental movement in Israel.

#### **Goals**

**Our goal is to provide financial and other support to the Heschel Center for Environmental Learning and Leadership in Israel as it pursues its goals, specifically to:**

- Define the analysis of the social-environmental crisis in Israel and the fundamental solutions that are needed
- Develop and promote a vision of a sustainable society in Israel - one that enables us to live up to our responsibilities to future generations, and one that can nourish us materially and spiritually, in the present and in the future
- Spark initiatives in key sectors of society such as education, architecture, academia and municipal authorities - to take the next steps toward building a sustainable society
- Build leadership for a broad-based environmental movement that breaks out of traditional organizational categories
- Produce publications to provide critically-needed information and analysis in Hebrew, to enable broad public involvement and informed decision-making

### ARTICLE 3: MEMBERS

1. **Membership Qualification.** Membership is open to all persons interested in the purposes of the Corporation. The Board of Directors may establish such other criteria for membership, including a schedule of dues, as they deem appropriate.
2. **Classes of Membership.** The Corporation shall have the following classes of members:
  - a) Voting Members. Voting members shall be those members who are also Directors of the Corporation.
  - b) Regular Members. Regular members are those members who support the goals and objectives of the Corporation, but are not Voting Members.

### ARTICLE 4: BOARD OF DIRECTORS

1. **General Powers.** The property, affairs, and business of the Corporation shall be managed and controlled by the Board of Directors. The Board of Directors may by general resolution delegate to officers of the Corporation and to committees such powers as provided in these Bylaws.
2. **Number.** The number of Directors shall not be fewer than three or more than fifteen but the maximum number can be increased by amendment to the Bylaws from time to time. Each Director shall be at least 18 years of age.
3. **Election.** The initial directors as designated in the Corporation's certificate of incorporation shall serve until the first annual meeting. Thereafter, Directors (other than those appointed to vacancies pursuant to Section 7 of this Article 4) shall be elected annually by the Voting Members at the annual meeting. A nominating committee of the Board of Directors will present criteria for selecting new board members and take suggestions for specific candidates. Thereafter, two or more members of the nominating committee will interview prospective new Board members and present their recommendations to the full Board at any regular or special meeting.
4. **Terms.** The Directors shall serve terms of two years or until their successors are elected and qualified. Directors may be elected to any number of consecutive full terms. The Board of Directors shall establish a procedure so that one-half of the membership of the Board of Directors is elected each year. Any Director elected to fill an unexpired term shall hold office until the next election of Directors.
5. **Resignation.** Any Director may resign at any time by giving written notice to President of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time that President or the President's designee receives the resignation. The acceptance of a resignation shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

6. **Removal.** Any Director may be removed at any time for any reason by the vote of a majority of the Directors then in any office; provided that at least one week's notice of the proposed action shall have been given to the entire Board of Directors. Removal shall be with or without cause.
7. **Vacancies.** Vacancies among the Directorships, whether caused by resignation, death, removal, expiration of term, or the creation of a new Directorship, may be filled by the remaining Directors at any regular or special meeting by vote of a majority of the Directors then in office regardless of their number and the Directors so elected shall serve until the next annual meeting.
8. **Meetings.**
  - a) The Board of Directors shall determine by resolution the time and place, whether within or without the State of New Jersey, for the holding of the annual meeting of the Board and any other regular meetings of the Board.
  - b) Special meetings of the Board of Directors may be called by the President or by any two or more Directors, upon at least three days' notice, by telephone, e-mail, fax or personal delivery.
9. **Notice.** Written notice of the place, date and hour of any meeting shall be given to each member entitled to vote at such meeting, by e-mail, fax or personal delivery, not less than ten nor more than fifty days before the date of the meeting. Any Director may waive notice of any meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless specifically required by law or these Bylaws. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director protests the lack of proper notice to him or her.
10. **Quorum.** The presence in person of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present in person at said meeting, a majority of the Directors present may adjourn the meeting without further notice.
11. **Manner of Acting.** The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Directors may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can communicate with each other.
12. **Informal Action.** Any action required or permitted by law to be taken at a meeting of the Board of Directors or any committee thereof, may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the Directors or committee members.

13. **Compensation.** Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors a fixed sum and expenses of attendance may be allowed for attendance at each regular or special meeting of the Board; however, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation thereof. Any Director of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by two-thirds of the Board of Directors and only when so authorized.
14. **Committees of the Board.** The Board of Directors may establish and appoint an executive and other standing committees. The President shall appoint the President of each committee. Each committee shall consist of three or more directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters:
  - a. the filling of vacancies on the Board or on any committee;
  - b. the amendment or repeal of the by-laws or the adoption of the new by-laws;
  - c. the amendment or repeal of any resolution of the Board which by its terms is not permitted; or
  - d. the fixing or compensation of the directors for serving on the Board or any committee.

Special committees may be appointed by the President with the consent of the Board and shall have only the powers specifically delegated to them by the Board.

## **ARTICLE 5: OFFICERS, EMPLOYEES AND AGENTS**

1. **Officers.** The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and such officers as the Board may appoint. Any two or more offices may be held by the same person, except the office of President, Secretary and Treasurer. The President shall be a Director of the Corporation, the other officers need not be Directors. No instrument required to be signed by more than one officer may be signed by one person acting in more than one capacity.
2. **Election.** The initial officers shall serve until the first annual meeting. Thereafter, the Board of Directors at the annual meeting of the Board shall elect officers of the Corporation annually. New offices shall be created at the annual meeting of the Board. Vacancies in existing offices may be filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and qualified.
3. **Removal.** The Board, by vote of the majority of the entire Board of Directors, may remove any officer elected or appointed by the Board of Directors with or without cause

whenever, in judgment of the Board, the best interests of the Corporation would be served thereby.

4. **Vacancy.** A vacancy in the office because of death, resignation, removal, disqualification, or otherwise, shall be filled by election of the Board of Directors for the unexpired portion of the term.
5. **President: Powers and Duties.** The President shall preside at all meetings of the Board of Directors and shall exercise such powers and perform such other duties as shall be determined from time to time by the Board. The President may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts, and other instruments except in cases in which the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or shall be required by statute otherwise to be signed or executed. In general, the President shall perform all duties usually incident to the position of President of Corporation and such other duties as from time to time may be assigned to the President by the Board.
6. **Treasurer: Powers and Duties.** The Treasurer shall keep or cause to be kept full and accurate accounts or receipts and disbursements of the Corporation and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. At the annual meeting and whenever else required by the Board of Directors, he or she shall render a statement of the Corporation's accounts. He or she shall at all reasonable times exhibit the Corporation's books and accounts to any Officer or Director of the Corporation, and shall perform all duties incident to the position of Treasurer, subject to the control of the Board of Directors.
7. **Secretary: Powers and Duties.** The Secretary shall keep or cause to be kept the minutes of the meeting of the Board of Directors and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Board; be custodian of corporate records; keep a register of the post office addresses of each Director which shall be furnished to the Secretary by each Director. In general, the Secretary shall perform all the duties as from time may be assigned by the Board of Directors.
8. **Employees and Other Agents.** The Board of Directors may appoint from time to time such employees and other agents as it shall deem necessary, including an Executive Director, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, as a two-thirds vote of the Board of Directors may from time to time determine. No such other Officer or agent need be a Director of the Corporation. To the full extent allowed by law, the Board of Directors may delegate to any officer or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.

## **ARTICLE 7: CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

- 1. Contracts.** The Board of Directors may authorize any officer or officers, agents, or agents of the Corporation in addition to officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and behalf of the Corporation and such authority may be general or confined to specific instances.
- 2. Checks.** All checks, drafts, or orders of payment of the money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent, or agents of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the President or Treasurer of the Corporation.
- 3. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as selected by the Board of Directors.
- 4. Funds.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.
- 5. Investments.** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise including stocks, bonds or other securities as the Board of Directors may deem desirable.

## **ARTICLE 8: OFFICE, BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The office of the Corporation shall be located in such place as the Board of Directors may from time to time determine.

## **ARTICLE 9: NONLIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

## **ARTICLE 10: INDEMNIFICATION**

Any present or former Director, officer, or employee of the Corporation, or such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, may be indemnified against all reasonable cost, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his/her legal representative may be made a party by reason of his/her being or having been such a Director,

officer, or employee serving or having served the Corporation to the fullest extent permissible under the laws of this state.

**ARTICLE 11: PROCEDURE**

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Corporation where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

**ARTICLE 12: FISCAL YEAR**

The fiscal year of the Corporation shall be determined by the Board of Directors.

**ARTICLE 13: AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a vote of two-thirds of the entire Board of Directors at any meeting of the Board of Directors provided that notice of the proposed alternation has been included in the notice of the meeting.

**ARTICLE 14: DISSOLUTION**

Upon dissolution, the distribution/disposition of the assets of The American Friends of the Heschel Center, Inc. shall be determined by two thirds majority of the members of the Board of Directors in compliance with the applicable Federal and state of New Jersey laws, such assets to be distributed for exempt purposes, charitable, religious and or scientific.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 7 preceding pages, as the bylaws of this corporation.

Dated: November 23, 2005

*Kay Magilavy*  
\_\_\_\_\_  
*[Faint signature]*  
\_\_\_\_\_  
*[Faint signature]*  
\_\_\_\_\_  
\_\_\_\_\_