

# **Association of Reform Jewish Educators Constitution & By-Laws**

## **ARTICLE I NAME**

The name of this association shall be the Association of Reform Jewish Educators (the ARJE). It is incorporated under the laws of the State of Delaware.

## **ARTICLE II AIMS AND PURPOSES**

The need for professional leadership, capable of guiding the educational growth and the development of the Jewish community within the ranks of Reform Judaism, determines the aims and the purposes of the ARJE as follows:

- The ARJE is the voice for Reform Jewish education.
- The ARJE advances the profession of the Jewish educator.
- The ARJE is dedicated to inspiring excellence in Jewish education.
- The purpose for which the ARJE is organized is exclusively religious education within the meaning of IRC 501 (c)(3) or the corresponding provisions of any future United States Internal Revenue Law.
- Notwithstanding any other provisions of these articles, the ARJE shall not carry on any activities prohibited to be carried on by an organization exempt from Federal income tax under IRC 501 (c) (3) or the corresponding provisions of any future United States Internal Revenue Law.
- In the event of dissolution, the residual assets of the ARJE will be turned over to one or more organizations which themselves are exempt as organization described in IRC sections 501 (c) (3) and 170 (c) (2) or corresponding sections of any prior or future Internal Revenue Code, or any applicable Federal, State or municipal law.

### **Non-Discrimination Policy**

Pursuant to Title VI of the Civil Rights Act of 1964, Section 504 of the Rehabilitation Act of 1973 and the Age Discrimination Act of 1975, The ARJE recruits, employs, assigns and promotes staff, terminates employment, accepts members, volunteers and Board members, determines rates of pay and other benefits without discrimination on the basis of age, gender, sexual orientation, disability, ethnic identity, religion or creed.

### **ARTICLE III FUNCTIONS**

The functions of the ARJE shall be as follows:

To advance the understanding and the development of Reform Judaism and its educational system by:

- cooperating in the programming workshops in education at conferences of the Union for Reform Judaism (URJ) and its affiliates.
- collaborating with existing related organizations for an interchange of experiences and knowledge and for the advancement of greater understanding of our common field.

To attract, support and retain individuals of competence and of integrity to the profession of Reform Jewish education by:

- establishing and maintaining professional standards and a code of ethics.
- aiding in the establishment and in the maintenance of professional development programs.
- advocating for the Reform educator in the areas of professional status, compensation, and professional standards.

### **ARTICLE IV MEMBERSHIP**

- Membership in the ARJE shall be open to Jewish professionals who embrace, support, and represent the mission of the ARJE.
- Privileges of membership shall be determined by the dues category of the member. Said privileges may be set by the Board of Trustees.
- Election to membership shall be by the Board of Trustees, on recommendation of the Member Engagement Committee of the Board of Trustees.
- Only MEMBERS, who pay at the Professional Dues category may be nominated or appointed to positions of OFFICERS or MEMBERS of the BOARD OF TRUSTEES.

## **ARTICLE V DUES**

The dues for all categories of membership shall be established on recommendation of the Board of Trustees. HONORARY and LIFE MEMBERS shall be exempt from any payment of dues.

Changes in dues must be approved by:

- A majority vote of the members present and voting at the annual meeting, or
- A majority vote of those members responding to a mail or electronic ballot.

In order to be eligible to be nominated for/and elected to serve as an officer, Trustee, or to serve in a presidentially appointed leadership position, said person must be current in membership dues.

## **ARTICLE VI BOARD OF TRUSTEES**

### **Section 1 Powers and Duties of the Board of Trustees**

The Board is the guardian of the ARJE's mission. It is the Board's responsibility to ensure that the mission is relevant and vital to the ARJE community it serves and to monitor the success of the ARJE in fulfilling its mission. Trustees shall oversee the business and affairs of the organization with the day-to-day operations overseen by the Executive Director and the staff and may exercise and delegate any and all of the powers of the organization internally as it sees fit. The Board of Trustees shall establish administrative policies; authorize operational goals and objectives; engage in overall planning; authorize agreements and contracts; adopt the budget; employ, direct and discharge the ARJE Executive Director; authorize meetings; review committee reports; and determine action to be taken. Trustees shall actively participate in community outreach, gift solicitation, and event and campaign planning.

### **Section 2 – Number of Trustees**

The Board of Trustees shall consist of a minimum of eighteen to twenty (18 - 20) and no more than twenty (20) elected members, three (3) elected officers and the Immediate Past President. (24 Members) The Board of Trustees shall consist of members in good standing, elected as prescribed hereafter. Trustees receive no compensation other than reasonable expenses. In the event of a vacancy on the board, the procedure outlined in Section 7 below will be followed.

### **Section 3 – Term**

Trustees are elected for a three (3) year term and may be reelected to the Board of Trustees at the expiration of their term of office. No trustee shall serve for more than two (2) consecutive terms. One-third (1/3) of the Board of Trustees shall be elected each year.

## **Section 4 - Officers**

The Officers of the ARJE shall be President, First Vice-President and Vice-President for Finance. To be an OFFICER one must first be a MEMBER of the ARJE (as defined in Article IV) for five (5) consecutive years and serve a minimum of three (3) consecutive years as a member of the Board of Trustees.

### **A. Duties of Officers**

The **President** shall:

- Preside at all meetings of the membership and all meetings of the Board of Trustees and the Executive Committee.
- Perform other duties customary to the Office of President, or as directed by the Board of Trustees; and
- Be an ex officio non-voting member of all committees.
- Represent the ARJE to other Reform affiliates and initiatives and to other Jewish educational organizations

The **First Vice-President** shall:

- perform such duties as the President and/or the Board of Trustees may determine
- perform the duties of the President when the President is unable to do so.

The **Vice-President for Finance** shall:

- oversee the financial affairs of the ARJE
- serve as the Chair of the Finance Committee

### **B. Term of Office**

- All officers shall be elected to serve for two (2) years.
- Neither the President nor the First Vice President may be re-elected for a second term to the same office.
- The Vice-President for Finance may be re-elected for no more than a combination of two (2) consecutive terms.
- The Immediate Past President shall serve on the Executive Committee and the Board of Trustees for a period of two (2) years with full voting rights. Thereafter, the Immediate Past President may remain on the Board of Trustees for two additional years with no voting rights. The Immediate Past President may become a member of the Past President's Council upon end of service as President.

## **Section 5 - Eligibility of Board Members**

- Must be a MEMBER of the ARJE (as defined in Article IV)
- Must be a dues-paying member of the ARJE for a minimum of three (3) years prior to nomination.
- Must be a member in good standing

## **Section 6 - Elections**

The Governance Committee will nominate one person for each of the available seats to be filled on the Board of Trustees by December 15 of each year.

A member of the Governance Committee is eligible for nomination and election as an Officer or as a member of the Board of Trustees. Said person is required to recuse themselves during discussions that involve their own nomination and election.

Newly elected officers and members of the Board of Trustees will assume their duties on March 1<sup>st</sup> following their election.

## **Section 7 - Vacancies**

If a vacancy occurs in any elected Board of Trustees position, whether before or after the term has begun, and it becomes necessary to fill said vacancy, the President, in consultation with the Executive Committee, will make a recommendation for filling said vacancy. The Board of Trustees shall, by a two-thirds (2/3) vote of those present and voting, unless the Trustees vote to conduct a vote by mail or electronic ballot, in which case a two-thirds (2/3) vote of those responding by mail or electronic means, elect a person or persons to complete the un-expired term(s). Completing an unexpired term(s) shall not affect a member's eligibility for election to Board of Trustees and said member may be elected as a member of the Board of Trustees following their filling of the vacancy for two full terms.

In the event that a vacancy occurs in any officer or committee chair position, whether before or after the term has begun, and it becomes necessary to fill said vacancy, the President will make a recommendation for filling said vacancy. The Board of Trustees shall, by a two-thirds (2/3) vote of those present and voting at the next Board of Trustees meeting, unless the Trustees vote to conduct a vote by mail or electronic ballot, in which case a two-thirds (2/3) vote of those responding by mail or electronic ballot, elect such person or persons to complete the un-expired term(s). Until such time that a vote may be taken, an interim appointment may be made by the President.

In the event that the vacancy occurs in the Presidency, the First Vice-President shall assume the duties of the President until the next scheduled election.

In the event that an Officer or a member of the Board of Trustees vacates for any reason from these positions within two (2) months of the next regular election, the Governance Committee will submit at the next annual meeting, a candidate or candidates to serve such un-expired term(s) of office.

An officer may be removed from office for non-performance of assigned duties. The procedure for removing an officer shall be as follows:

- No fewer than sixty (60) days prior to a meeting of the Board of Trustees, the remaining officers shall discuss alleged non-performance of duties with the officer who may be subject to removal, to notify such officer that performance of constitutionally prescribed duties is in question.
- Having been duly notified and informed of particulars, such officer in question may be granted appropriate opportunity to resign from office or to respond to any and all allegations of nonperformance.
- The Board of Trustees, having received at least thirty (30) days' notice of such recommendation, may remove such officer by a two-thirds (2/3) affirmative vote of the members of the Board of Trustees present and voting.

## **ARTICLE VII MEETINGS AND QUORUM**

### **Section 1 – Annual Meeting**

An annual meeting shall be held during each fiscal year to receive reports of officers and of committees and to conduct such business as shall properly come before it.

A quorum for an annual meeting of the ARJE shall be those present after due notice of such a meeting.

In between annual meetings, business of the ARJE requiring the vote of the membership may be conducted by mail or electronic ballot.

Decisions shall be determined by a majority vote of those voting at the annual meeting or by mail or electronic means.

### **Section 2 - Board of Trustees' Meetings**

The Board of Trustees shall meet not less than once (1) a year. Regular meetings of the Board of Trustees may be held as determined by the Board. Special meetings of the Board of Trustees may be held at any time upon twenty-four (24) hour notice, oral or written, by the President

A quorum for a meeting of the Board of Trustees shall be ten (10) members of the Board of Trustees and at least three (3) officers of the ARJE, after due notice of such meeting.

Decisions of the Board of Trustees shall be determined by majority vote of those voting at the Board of Trustees meeting or by mail or electronic ballot.

Members of the Board of Trustees or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

## **ARTICLE VIII COMMITTEES**

### **Section 1 - Committee Formation**

The Board may create committees as needed. The President appoints all committee chairs from the membership of the Board or the Executive Committee. Standing committees may be created with the affirmation of majority vote of the Board.

### **Section 2 - Executive Committee (Va'ad)**

The Executive Committee shall include the officers of the ARJE, the Immediate Past President and any additional Board members as may be appointed by the President. The Executive Committee will:

- Make decisions on behalf of the Board of Trustees between Board meetings
- Coordinate, with the Board president, the work of the Board
- Take the lead in planning the Board's agenda
- Serve as a sounding Board for the Executive Director

### **Section 3 - Standing Committees**

#### **Support and Evaluation Committee**

The Support and Evaluation Committee is responsible for the ongoing support and guidance of the professional growth and evaluation of the ARJE Executive Director.

#### **Governance Committee**

The Governance Committee makes a deliberate and continual investment in developing, nurturing, recruiting, nominating, and strengthening volunteer leaders and creates a pipeline of new leaders for the future of the ARJE.

#### **Finance & Audit Committee**

The Finance Committee is responsible for developing and reviewing fiscal procedures and annual budget with staff and other Board members and for ensuring that audits are conducted in accordance with the law.

#### **Development Committee**

The Development Committee develops policies, plans, procedures, and schedules for Board involvement in fund development and makes recommendations, as appropriate, to the Board for adoption.

## **ARTICLE IX INDEMNIFICATION AND PERSONAL LIABILITY**

The ARJE may, to the extent legally permissible and only to the extent that the status of the ARJE as an organization exempt under Section 501 (c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its trustees, officers, employees and other agents (including persons who serve at its request as directors, officers, or trustees of another organization or in a capacity with respect to any employee benefit plan in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel

and expert witness fees, reasonably incurred by them in connection with the defense or disposition of any action, suit, arbitration, or other proceeding, whether civil or criminal, in which they may be involved or with which they may be threatened, while in office or thereafter, by reason of their being or having been such a trustee or officer or other person to be indemnified, except with respect to any matter that was committed intentionally or as to which they shall have been adjudicated or determined in any proceeding not to have acted in good faith in the reasonable belief that their action/s was/were in the best interests of the ARJE or, to the extent that such matter relates to service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; provided however, that as to any matter disposed of by a compromise payment by such person to be indemnified, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interest of the ARJE, after notice that it involves such indemnification: (a) by a disinterested majority of the trustees then in office; or (b) by a majority of the disinterested trustees then in office, provided there has been an opinion in writing of independent legal counsel to the effect that such person appears to have acted in good faith in the reasonable belief that his action was in the best interests of the ARJE; or (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses, including counsel and expert witness fees, reasonably incurred by any such person in connection with the defense or disposition of any such action, arbitration, suit or other proceeding may be paid from time to time by the ARJE in advance of the final disposition thereof upon receipt of an undertaking by such person to repay the amounts so paid to the ARJE if it is ultimately determined that indemnification is not authorized hereunder.

The right of indemnification hereby provided shall not be exclusive of or affect any rights to which any person may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel other than trustees or officers may be entitled by contract or otherwise under law. As used in this paragraph, the terms "trustees" or "officers" include their respective heirs, executors, and administrators, and an "interested" trustee or member is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

The Members, Trustees and Officers of the ARJE shall not be personally liable for any debt, liability or obligation of the ARJE. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Association, may look only to the funds and property of the ARJE for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the ARJE.

## **ARTICLE X PARLIAMENTARY AUTHORITY**

The ARJE, in its deliberations, will seek to reach decisions by consensus.



## **ARTICLE XI AMENDMENTS TO THE CONSTITUTION**

1. Amendments to this Constitution may be proposed by the Board of Trustees or by a petition signed by twenty-five (25) members of the ARJE.
2. Amendments shall be approved by:
  - a. Two-thirds (2/3) vote of the members present and voting at the annual meeting, or
  - b. A two-thirds (2/3) vote of those members responding to a mail or electronic ballot.
3. Method in Section 2.B. may be used at the discretion of the Board of Trustees unless a membership-wide meeting is to be held within two (2) months of the date of receipt of the proposed amendment.

## **ARTICLE XII FISCAL YEAR**

The ARJE's fiscal year shall be from July 1 through June 30.

Adopted: December 1955 / Tevet 5716  
Revised: December 1995 / Tevet 5756  
Revised: April 2000 / Adar II 5760  
Revised: December 2001 / /Kislev 5762  
Revised: December 2002 / Tevet 5763  
Revised: December 2006 / Tevet 5767  
Reformatted: January 2008 / Shevat 5768  
Revised: March 2008 / Adar I 5768  
Revised: March 2010/ Adar 5770  
Revised: March 2012 / Adar 5772  
Revised: February 2015 / Adar 5775  
Revised: January 2017/ Tevet 5777  
Revised: January 2018/ Tevet 5778  
Revised April 2021/ Nisan 5781