

BEIT AM
MID-WILLAMETTE JEWISH COMMUNITY CENTER, INC.
CORVALLIS, OREGON

ARTICLE I
NAME

The name of this corporation shall be BEIT AM, MID-WILLAMETTE JEWISH COMMUNITY CENTER, INC., and throughout these bylaws it shall be designated as "Beit Am".

ARTICLE II
PURPOSE

The purposes and objectives for which Beit Am is formed are to facilitate and support religious, charitable, educational, and cultural activities of the mid-Willamette Jewish Community, within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

This organization is not organized for profit, and no part of the net earnings shall inure to the benefit of any private shareholder.

ARTICLE III
MEMBERSHIP, DUES, AND PRIVILEGES

Section 1. Any Jewish person or any person seeking to be associated with those of the Jewish faith, who is eighteen years of age or older, may become a member in accordance with the process established by the Board of Directors.

Section 2. An individual or a household shall constitute a unit of membership. An individual membership unit shall have one vote, and a household shall have one vote per eligible member but no more than two votes.

Section 3. Any member up to date with dues pledges for the current fiscal year and payments remitted in honor of that pledge is eligible to vote. Membership dues may be waived in cases of financial need or in accordance with policies established by the Board.

Section 4. The Board of Directors shall determine the dues, fees, regulations, privileges, and responsibilities for the membership of Beit Am.

Section 5. The Board of Directors may establish classifications and limitations of membership in Beit Am.

ARTICLE IV MEMBERSHIP MEETINGS

Section 1. Annual Meeting: There shall be held annually in the month of May at such place, day, and hour as may be designated by the Board of Directors, a meeting of the membership of Beit Am. The membership shall receive the official reports of the officers of Beit Am, conduct such other business as may properly come before the meeting, and elect members of the Board of Directors.

Section 2. Special Meetings: Special meetings of the members may be called by the President or by the Board of Directors. Special meetings of the members may also be called if no fewer than 36 members sign, date, and deliver to the Secretary a written petition stating the purpose of the meeting.

Section 3. Notice of Meetings: Written or electronic notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than fourteen nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the persons calling the meeting, to each member entitled to vote at such meetings. Such notice shall be deemed to be given when deposited in the United States mail, with postage prepaid thereon, addressed to the member's most recent address as it appears on the records of Beit Am, or when the email is sent to the address as it appears on the records of Beit Am.

Section 4. Eligibility to Vote: Each member of Beit Am, as defined in Article III, who is present at a meeting of the members may vote. There shall be no voting by proxy.

ARTICLE V BOARD OF DIRECTORS

Section 1. Duties: The affairs of Beit Am shall be conducted by the Board of Directors.

Section 2. Number and Term: Ten Directors shall be elected by the members for two-year terms. Directors elected at the Annual Meeting of the Membership shall be designated as Directors-Elect and shall take office on July 1 following their election. Directors-Elect are not members of the Board of Directors until July 1 and may not vote or be counted towards a quorum or exercise any authority of a Director, except that they may vote solely to elect Officers-Elect and the at-large member of the incoming Executive Committee as provided in Article VI, section 2.

The terms of directors shall be staggered, so that the terms of five directors shall expire on even-numbered years and the terms of the remaining five directors shall expire on odd-numbered years.

Section 3. Immediate Past President: The Immediate Past President, if not a present member of the Board of Directors, shall serve as an ex-officio non-voting member, and shall remain in this position until there is a subsequent Immediate Past President. The Immediate Past President shall also serve as Parliamentarian.

Section 4. Eligibility:

- a. Only members of Beit Am shall be eligible to serve as Directors. Failure of a Director to maintain membership shall terminate membership on the Board of Directors.
- b. No Director shall be eligible to serve as a Director for at least one year following two consecutive terms on the Board of Directors. A term of one year or less shall not be included for purposes of determining eligibility to serve as a Director.
- c. Any person who has been convicted of a felony involving fraud, or misuse of charitable assets, or who is legally incapacitated, is not eligible to serve as a Director.

Section 5. Nominations and Election:

- a. Nomination by Nominating Committee: The Nominating Committee shall nominate at least one candidate to fill the office of each Director whose term is expiring. The Nominating Committee shall submit its nominating report to the members of Beit Am at least thirty days prior to each Annual Meeting.
- b. Nominations by Membership: Nominations of additional candidates for a position on the Board of Directors to be filled at the Annual Meeting shall be as follows:
 - 1. At least twenty days prior to each Annual Meeting, nominations in writing from the membership may be filed with the President of Beit Am. At least fifteen days prior to the Annual Meeting, written notice of the names of the persons so nominated shall be mailed to the membership of Beit Am.
 - 2. Individuals also may be nominated from the floor during the Annual Meeting provided that each person so nominated either be present and consent to such nomination or, if absent, shall have prepared for presentation at the Annual Meeting a written statement accepting such nomination.
- c. Each eligible member of Beit Am, as defined in Article III, shall be entitled to cast one vote for each position open and no more than one vote for each person nominated. The persons receiving the highest number of votes shall be declared elected as Directors of Beit Am. Such individuals shall serve as Directors-Elect until July 1, at which time their terms shall commence.

Section 6. Powers of Directors: The Board of Directors shall have the power to conduct, manage, and control the activities and properties of Beit Am and make the rules and regulations for the guidance of the officers and for the management of its affairs.

Section 7. Employment: The Board of Directors may employ personnel as needed and shall set the terms of employment; however, the Board may delegate to any Beit Am

member or Beit Am staff person the authority to employ religious school teachers and aides.

Section 8. Removal:

- a. Any Director may be removed with or without cause by a two-thirds vote of the full Board of Directors. Neither vacancies on the Board, nor absences from the meeting shall diminish the number of votes required. Notice of proposed removal must be noted in the agenda for the meeting at least two days in advance.

b. Automatic Removal Without Board Action

A Director shall be automatically removed from the Board upon the occurrence of any of the following during the Director's then-current term of office:

1. Failure to attend two (2) Board meetings per fiscal year unless excused in advance by the President or the Board;
2. Failure to attend four (4) Board meetings per fiscal year in total, whether excused or unexcused;
3. Ceasing to meet any eligibility or qualification requirements for Board service set forth in Beit Am Bylaws or policies;
4. Failure to satisfy required financial obligations, after written notice and a reasonable opportunity to cure;

The Secretary, or if the Secretary is the affected Director or is unable to act, the President, shall determine whether any condition described above has occurred. Upon making such determination, that officer shall promptly, and in any event within two (2) days, notify the affected Director and the Board of Directors.

The Director's removal shall be effective upon such determination and shall be reflected in the minutes of the next Board meeting.

The affected Director may request review of the determination by the Board. Upon such request, the Board shall consider whether to restore the Director to office in accordance with subsection (c).

A vacancy resulting from automatic removal shall not be filled until the period for review and potential restoration under subsection (c) has expired or the Board has acted on such review.

c. Extraordinary Retention by Supermajority

Notwithstanding subsection (b), the Board may restore to office a Director who has been removed pursuant to subsection (b) by the affirmative vote of two-thirds (2/3) of the Directors then in office. The affected individual shall not be counted for purposes of

quorum and shall not participate in or vote on such matter. Neither vacancies on the Board, nor absences from the meeting, shall diminish the number of votes required.

Such vote shall be taken at the next regular meeting of the Board following the determination, or within thirty (30) days of the determination, whichever is later.

If such a vote is not taken, or does not pass, the automatic removal shall remain in effect.

Section 9. Vacancies: If a vacancy occurs on the Board of Directors, the Board of Directors by an affirmative vote of a majority present at a regular meeting, or at a special meeting called for such purpose, shall elect a successor to hold office for the unexpired term of the vacant office. The vote should take place within 90 days of the occurrence of the vacancy.

ARTICLE VI BOARD OF DIRECTORS MEETINGS

Section 1. Quorum and Action: A majority of the members of the Board of Directors eligible to vote shall constitute a quorum for the transaction of business at any regular or special meeting. Unless otherwise provided in these bylaws or by statute, the act of the majority of the Directors eligible to vote who are present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 2. Regular Meetings: Regular meetings of the Board of Directors shall be held each month at such place, day, and hour as may be determined by the Board of Directors. The May meeting shall be designated as the Annual Organizational Meeting of the Board of Directors and shall follow the Annual Meeting of the Membership At this meeting, the Directors-Elect shall convene for the purpose of electing Officers-Elect and the Director at-large of the Executive Committee for the upcoming fiscal year

Section 3. Special Meetings: Special meetings of the Board of Directors may be called by the President, by resolution of the Board of Directors or at the request in writing of three members of the Board of Directors. Notice of such meeting shall state the purpose or purposes of the proposed meeting. The meeting shall be limited to such stated purpose or purposes.

Section 4. Membership Attendance: All Regular and Special Meetings of the Board of Directors shall be open to any Beit Am member except as provided in Section 6 of this Article.

Section 5. Notice of Meetings: Notice of meetings of the Board of Directors stating the time and place and, in the case of special meetings, the purpose, shall be given to the members of the Board of Directors and the Beit Am Membership at least two days before the date fixed for the meeting.

Section 6: Closed Sessions: Notwithstanding Sections 4 and 5 of this Article, the Board of Directors may conduct all or part of a meeting in closed session to consider confidential personnel matters, legal matters, disciplinary matters, contractual

negotiations, or other matters in which confidentiality is necessary to protect the privacy of individuals or the interests of Beit Am.

Closed session may be entered by majority vote of the Directors present at a meeting.

A Special Meeting may be called and designated in the notice as a closed meeting when it is called solely for matters described in this Section. The notice shall state the purpose of the meeting in general terms consistent with the confidential nature of the matters to be discussed.

Notice to the membership shall not be required for a meeting held solely in closed session pursuant to this Section. Notice of such meetings shall be provided to the Directors.

Minutes of closed session shall be maintained as part of the corporate records but may be kept separate from the general minutes.

Section 7. Meeting Participation: The Board of Directors may adopt policies which permit Directors and members to participate in regular and special meetings of the Board by telecommunications or electronic means.

ARTICLE VII OFFICERS

Section 1. Officers: The officers of Beit Am shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. Election: The Directors-Elect shall meet at the Annual Organizational Meeting each year to elect from among themselves the President, Vice President, Secretary, and Treasurer for the upcoming fiscal year. The individuals so elected shall be designated as Officers-Elect and shall take office on July 1 following their election. In the event of a tie for any position, the election shall be determined by a coin toss. All officers must be members of the Board of Directors at the time their terms begin.

Section 3. Terms: The officers shall hold office for a one-year term and shall continue in office until their successors take office. The President, Vice President, and Secretary shall have a term limit of two years. The Treasurer shall have a term limit of four years. A term of six months or less shall not be counted toward term limits.

Section 4. Vacancies: A vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term of such officer. Such office may be filled by any member of the Board of Directors by an affirmative vote of a majority present at a regular meeting or at a special meeting called for such purpose. A vacancy in any office shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 5. Duties: All officers of Beit Am shall carry out their duties in such a way as to implement the aims and purpose of Article II.

ARTICLE VIII

POWERS AND DUTIES OF OFFICERS

Section 1. President: The President shall be the chief executive officer of Beit Am. The President shall preside at all meetings of Beit Am, of the Board of Directors, and of the Executive Committee, and shall attend all meetings provided for in the bylaws. The President shall perform such other duties as may be delegated from time to time by the Board of Directors and all duties usually necessary to and pertaining to the office of the President.

Section 2. Vice President: The Vice President shall perform such duties as assigned by the President, and shall act as President in case of the absence, disability, or death of the President.

Section 3. Secretary: The Secretary shall record and keep minutes of all Membership and Board of Directors meetings and perform all other duties ordinarily incident to the office of Secretary and such other duties as may be assigned from time to time. If the Secretary is absent from a meeting, the President may designate another Director to record the minutes of that meeting.

Section 4. Treasurer: The Treasurer shall be the chief fiscal officer of Beit Am with responsibility for deposit and disbursement of funds. The Treasurer shall keep or cause to be kept, in suitable book or electronic form, detailed accounts of the assets, liabilities, receipts and disbursements of Beit Am, which accounts and their supporting vouchers and checks shall be at all times open for inspection, examination or audit by such representatives as the Board of Directors may from time to time designate in writing, and shall report on the condition of the finances at the Annual Meeting of the members and at all meetings of the Board and at such times as the Board may direct.

ARTICLE IX COMMITTEES

Section 1. Executive Committee

a. Membership: The Executive Committee of Beit Am shall consist of the President, Vice President, Treasurer, and one Director at-large, each of whom shall have one vote. The Immediate Past President shall serve on the Executive Committee as a non-voting member.

b. Duties: The Executive Committee shall meet at intervals between the meetings of the Board of Directors upon call of the President.

1. The Executive Committee may act on emergency matters when prompt action is required and it is not reasonably possible to call a special meeting of the Board of Directors in time. An emergency matter includes any situation requiring immediate action to protect the interests of Beit Am, its members, property, finances, or operations, where delay could result in substantive harm or loss. Any such action must be approved by a majority of the full Committee. Neither vacancies on the Committee nor absences from the meeting shall diminish the number of votes required. Minutes shall be

taken at a meeting called to address an emergency matter, and the Board of Directors shall be notified of any action as soon as practicable.

2. The Committee may meet to provide counsel to the President on non-emergency matters. No formal action may be taken by the Committee at such meetings.

3. The Committee shall have such other duties and perform such functions as are delegated to it by the Board.

c. Election of the at-large member: At the Annual Organizational Meeting, the Director at-large on the Executive Committee shall be elected as follows:

1. The President Elect shall nominate a Director Elect for the open at-large position of the Executive Committee.

2. Nominations of additional candidates may be made by any Director Elect.

3. Each Director Elect shall be entitled to cast one vote for the Director at-large position. The Director Elect receiving the highest number of votes shall be the Director at-large on the Executive Committee when those Directors Elect take office.

d. Term: The Director elected under subsection (c) shall serve a one-year term beginning July 1 and shall not be subject to a term limit on the Executive Committee.

Vacancy: The procedure for filling a vacancy of the Director at-large on the Executive Committee shall be similar to the nomination and election process described in Article IX, Section 1 (c) above, except that the vacancy shall be filled by the Board of Directors if the vacancy occurs after July 1. The person elected shall serve for the remainder of the unexpired term. A vacancy of the Director at-large on the Executive Committee shall be filled within 45 days.

Section 2. Nominating Committee:

The President, with the approval of the Board, shall appoint a Nominating Committee of five members, two of whom shall be members of the Board of Directors. One of the Board positions will be filled by the Immediate Past President, who shall also serve as Chair of the Nominating Committee. If the Immediate Past President is unavailable to serve, the current President will appoint a Chair.

Section 3. Other Committees: The President shall have the power to establish, as may be deemed necessary from time to time, other standing committees and special committees. These committees shall include, if possible, members from the Board and also members from the membership at large. The President shall also have the authority to appoint and remove chairs of committees.

ARTICLE X POLICIES

Beit Am practices may be governed by policies that amplify or complement the bylaws. Additions or changes to the set of policies requires two actions by the Board of Directors. The membership shall be informed of newly-adopted or revised policies.

Section 1. Proposing Policies: The first action will be a vote to propose a new policy or a revision of an existing policy. This action must pass by a majority vote at a meeting of the Board of Directors. Written or electronic notice of the proposed new policy or revision must be provided to the Beit Am membership and must allow a comment period of not less than 21 days.

Section 2. Adopting Policies: The second action will be a vote to adopt the proposed new policy or revision of an existing policy. This vote must be taken after the completion of the comment period described in Art. X, Section 1 above, but no later than six months after the comment period. Revisions to the original proposal based on comments received from members may be incorporated into the new or revised policy. This action must pass by a two-thirds vote of the full Board of Directors. Vacancies on the Board shall not diminish the number of votes required in this second action. Following adaption of the new or revised policy the membership shall be notified promptly.

ARTICLE XI AMENDMENTS

These bylaws may be amended, altered, or repealed at any meeting of the membership, by a vote of at least a two-thirds majority of those present who are eligible to vote, provided that notice of such proposed amendments shall have been given with the notice of said meeting in accordance with Article IV, Section 3.

ARTICLE XII METHOD OF DISSOLUTION

Beit Am may dissolve and conclude its affairs in the following manner: The Board of Directors shall adopt a resolution recommending that the corporation be dissolved, and directing that the question of such dissolution be submitted to a vote at an annual or special meeting of the members. Written or electronic notice stating that the purpose or one of the purposes of such meeting is to consider the advisability of dissolving the corporation shall be given to each member entitled to vote at such meeting in the time and manner provided in these bylaws and as required by law. Notification to members must include a copy or a summary of the proposed plan of dissolution. A resolution to dissolve the corporation shall be adopted upon receiving at least two-thirds of the votes of the members present at such meeting. In the event that a dissolution shall be adopted, after paying the outstanding obligations, if any, of this corporation, the net assets remaining shall be distributed in a manner to be determined by the members at the time of dissolution, to one or more Jewish organizations whose aims and purposes are similar to those of Beit Am and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIII RULES OF ORDER

The rules contained in Robert's Rules of Order may govern Beit Am in any cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order Beit Am may adopt.

As amended at the Special Membership meeting of May 21, 1990; at the Annual Membership Meeting of March 30, 2014, at the Special Membership meeting of Nov. 16, 2016, at the Annual Membership Meeting of May 21, 2017, at the Annual Membership Meeting of May 5, 2019, at the Annual Membership Meeting of May 1, 2022 and at the Annual Membership Meeting of May 17, 2026.