

Adopted: June, ~~2016~~June, 1997

Constitution of Kadimah School of Buffalo, Inc.

Preamble

Recognizing the importance of promoting and fostering an educational institution of the highest pedagogy quality for children of Jewish ~~parentage~~identity, in order to strengthen the greater Jewish community for the future, Kadimah School of Buffalo, Inc. has been organized.

Article 1

Name

The name of this organization, which was incorporated in accordance with the laws of the State of New York on August 19, 1959, shall be Kadimah School of Buffalo, Inc. ("Kadimah"). The school shall do business as Kadimah Academy.

Article 2

Purposes

The purpose of Kadimah is to provide:

1. A secular education in keeping with the highest pedagogical standards and in keeping with the requirements of the laws of the State of New York.
2. Preparation for active, responsible American citizenship and community service, including as future Jewish leaders.
3. Education in the Hebrew language, Bible, Jewish literature, Jewish observances and customs, Jewish history, and Israeli history, culture, and current events, in keeping with the fundamental principles of traditional Judaism.
4. Education to foster an understanding and respect for all approaches to Judaism.

4.5. The fostering of individual development within a framework of rational, ethical, and moral values.

Article 3

Membership

Section 1 - Membership

A **Member** of Kadimah shall be defined as any individual who subscribes and pays the minimum annual dues as shall be determined from time to time by the Board of Trustees. **The** Membership year shall coincide with the fiscal year of Kadimah.

The Secretary of Kadimah shall keep a roster of active **Members**.

Section 2 – Termination of Membership

Any **Member** may terminate his or her Membership by written notice to the Board of Trustees. Membership shall automatically terminate if a **Member** fails to pay the minimum annual dues.

Section 3 – Non-Discrimination

Eligibility for Membership shall not be limited on the basis of race, religion, national origin, ethnicity, color, age, gender, gender identity, marital status, citizenship, sexual orientation, disability, or any other protected class as defined by Federal, State, or local law. Kadimah shall have no rules or policies that discriminate on the basis of race, religion, national origin, ethnicity, color, age, gender, gender identity, marital status, citizenship, sexual orientation, disability, or any other protected class as defined by Federal, State, or local law, except as permitted by law for a private religious institution to preserve its religious identity.

Article 4

Board of Trustees

Section 1 – Function and Eligibility

The setting of policies, management, control, operation, and supervision ~~and policies~~ of the affairs and activities of Kadimah shall be vested in a Board of Trustees, all of whom shall be voting members except as otherwise specifically provided.

Comment [EJ1]: I capitalized Member in the context of Membership, to differentiate between a Member of the corporation and a member of the Board of Trustees. Alternatively, the members of the board below could be referred to as Trustees and not members.

The purchase, sale, lease, mortgage, exchange or other disposition of real property must be approved by the majority of the Board of Trustees present at the meeting, unless the transaction involves all or substantially all of the assets of Kadimah, in which case the approval of at least ten (10) members of the Board of Trustees shall be required.

To be eligible for election or appointment, a candidate for the Board of Trustees must be a Member of Kadimah, as defined in Article 3 of the Constitution.

No employee of Kadimah shall be elected or appointed to the Board of Trustees. No more than five (5) Trustee positions shall be held by spouses, significant others, or immediate family members of a Kadimah employee. No more than two (2) Officers of Kadimah shall be spouses, significant others, or immediate family members of a Kadimah employee. All Trustees shall disclose potential conflicts upon appointment to the Board of Trustees.

Section 2. – Composition

Class 1 – Trustees Ex-Officio

Trustees Ex-Officio shall be non-voting members of the Board. There shall be no limit to the number of Trustees Ex-Officio. The trustees eEx--Officio shall be:

a. The President of Kadimah PTOA or equivalent body;

b. All Honorary Life Members

Honorary Life Members shall be defined as those recognized by the Members of Kadimah for outstanding service to Kadimah. Honorary Life Members of the Board of Trustees shall be electedappointed at meetings of the Kadimah Membership by a two-thirds (2/3) vote of the Members present at such meeting;

c. The delegated member(s) of the Buffalo Board of Rabbis; and

d. All past Presidents of Kadimah.

Class 2 – Trustees

The Board of Trustees shall consist of six (6)fifteen (15) Members of Kadimah who serve, except as herein provided, for a term of three (3) years, and who shall be elected or appointed in accordance with the following procedure:

Annually, the Nominations, Elections and Governance Committee shall submit its report to the Board of Trustees at a meeting prior to the Annual Meeting presenting the names of five (5) nominees. Other candidates for the Board of Trustees may be placed in nomination for election at said meeting of the Board of Trustees via a petition signed by at least ten (10) Members of Kadimah presented to the President or Secretary of Kadimah at least ten (10) days before said meeting of the Board of Trustees in form substantially as follows: "The undersigned hereby place in nomination for the election to the Board of Trustees of Kadimah the following individual(s): (INSERT NAMES OF NOMINEES)."

The five (5) nominees receiving the highest number of votes shall be deemed elected Trustees.

In the event any seat remains unfilled at the completion of the above election or becomes vacant prior to the expiration of the term, the Board of Trustees by majority vote shall be permitted to appoint any interested nominee to fill the remainder of the term for that vacant seat.

Currently serving Trustees shall be assigned in order of seniority to each of the fifteen (15) seats. The five (5) most senior Trustees shall be the seats filled in 2016, the next (5) most senior Trustees shall be the seats filled in 2017, and the final five (5) Trustees shall be the seats filled in 2018. In 2019, the first Trustees elected to the Board under this process will have completed their three-year terms and their seats shall be up for the election cycle.

Section 3 – Term Limits

No Trustee in Class 2 shall serve more than six (6) consecutive years, unless: (1) said trustee is currently serving as an Officer; or (2) there is no eligible nominee to succeed the Trustee and the Trustee wishes to continue to serve. After a lapse of one (1) year's time, a former Trustee may be re-elected or reappointed to the Board of Trustees for another term or terms not to exceed six (6) consecutive years in duration.

Section 4 – Vacancies

In the event that any Class 2 ~~or or~~ 4 Trustee is absent for three (3) consecutive meetings of the Board of Trustees, the President shall declare the trusteeship vacant. The Board of Trustees, by affirmative vote of a simple majority of those Trustees present at the meeting, may grant an exception and permit the Trustee to continue to serve. In the event the Board of Trustees does not grant an exception,

the President shall have the power to fill any such vacancy for the balance of the unexpired term, subject to the approval of the Board of Trustees.

Article 5

Officers

Section 1 – Number and Term

The officers of Kadimah shall be a President, Vice President, Treasurer, and Secretary, all of whom shall be members of and elected by the Board of Trustees.

The officers shall be elected for a term of one (1) year and shall hold office until their successors are elected and qualified.

Section 2 – Nominations

Annually, the Nominating Committee shall present to the Board of Trustees its nominations for officers. At the meeting during which officer elections are held, any member of the Board of Trustees may place in nomination any other willing Board member for any office. The Board shall then elect its officers by a majority vote of those present.

Section 3 – Vacancies

Vacancies in any of the offices may be filled by majority vote of the voting members of the Board of Trustees present at any meeting.

Section 4 – Duties of President

It shall be the duty of the President to preside at all meetings of the Board of Trustees, appoint all chairpersons of committees, call special meetings, and serve as ex-officio member of all committees. The President shall lead the Board in setting policy for Kadimah and shall work with the Head of School as needed to guide the operation of the school.

Section 5 – Duties of Vice President

The Vice President shall preside at all meetings of the Board of Trustees from which the President is absent. It shall be the duty of the Vice President to perform duties as assigned from time-to-time by the President, the Board of Trustees, or the Executive Committee.

Section 6 – Duties of Treasurer

The Treasurer shall have charge and custody of all of the funds and investments of Kadimah and to perform duties as assigned from time-to-time by the President, the Board of Trustees, or the Executive Committee. The Treasurer shall also be responsible for presenting regular financial reports, budgets, and other updates to the Executive Committee, Board, and Membership, as requested.

Section 7 – Duties of Secretary

The Secretary shall keep the minutes of meetings and other corporate records, have charge of all correspondence pertaining to the business of Kadimah, and perform duties as assigned from time-to-time by the President, the Board of Trustees, or the Executive Committee

Article 6

Legislative Process

Section 1 – Parliamentary Procedure

All meetings shall be conducted in accordance with the current edition of *Robert's Rules of Order – Revised*, except where such rules conflict with the Constitution and By-Laws of Kadimah.

Section 2 – Quorum

Business shall not be conducted unless a quorum is present. The following quorum requirements shall apply:

- (a) For meetings of the Membership of Kadimah – twenty (20) voting Members.
- (b) For meetings of the Board of Trustees – six (6) voting members.
- (c) For meetings of the Executive Committee – three (3) voting members.

Section 3 – Voting

Members must be present to vote. Members shall be considered present if participating via teleconference, videoconference, or any other means of distance participation approved and facilitated by the Board of Trustees. Absentee or proxy voting is not permitted.

Section 4 – Majority

Except as otherwise provided herein, for a measure to pass it must be approved by a simple majority vote of all voting members present at a meeting.

Article 7

Meetings

Section 1 – Annual Meeting

The Annual Meeting of the Members of Kadimah shall take place during the month of June on a date to be designated by the Board of Trustees, or at such other time as the Board of Trustees shall designate. Notice of not less than twenty (20) days shall be given by first-class or electronic mail to all Members of Kadimah ~~whose names appear on the records of the organization and directed to their respective addresses as appearing on such records at least twenty (20) days before such meeting at the address last provided.~~ A list of nominees presented by the Nominating Committee for vacancies on the Board of Trustees shall accompany such notice.

Section 2 – Special Meetings

Special meetings of the Members of Kadimah may be held upon not less than seven (7) days notice given by first-class or electronic mail, setting forth the purpose thereof, to all Members ~~whose names appear on the records of the organization and directed to their respective addresses as appearing on such records of Kadimah at least fifteen (15) days before such meeting.~~

A special meeting may be called by the President, a majority of the Board or upon petition to the President of Kadimah of the lesser of: (1) 15 percent of the Membership or (2) 50 Members of Kadimah. Upon receipt of such petition, the President of Kadimah shall call a meeting for the purpose or purposes requested.

Section 3 – Organizational Meeting of the Board of Trustees

The organizational meeting of the Board of Trustees shall be held following the Annual Meeting. The purpose of the Organizational Meeting shall be the election of officers.

Section 4 – Meetings of the Board of Trustees

There shall be no less than four (4) meetings of the Board held in each calendar year. Unless the Board is meeting in executive session, all meetings shall be open to Members.

Section 5 – Special Meetings of the Board of Trustees

Special meetings of the Board of Trustees shall be called on: (1) two (2) days' notice by the President, specifying the purpose of the meeting; or (2) upon petition to the President presented by at least four (4) ~~six (6)~~ members of the Board of Trustees.

Article ~~86~~

Committees

The Board of Trustees shall operate with the assistance of standing committees established by the Constitution and By-Laws and the assistance of ~~such~~ C~~committees to be~~ appointed by the President in accordance with the provisions of the Constitution and By-Laws.

Article ~~97~~

~~Executive~~ Standing Committees

Section 1 – ~~Composition~~ Executive Committee

There shall be an Executive Committee of the Board of Trustees consisting of the following members of the Board:

- (a) All elected officers; and
- (b) ~~Up to t~~Two (2) members of the Board of Trustees ~~may be designated~~appointed by the President.

~~Section 2 – Powers~~

The Executive Committee shall be authorized to conduct the business of Kadimah between meetings of the Board of Trustees and is authorized to act in circumstances that require action be taken prior to the next scheduled meeting of the Board of Trustees.

~~The have such power as may be delegated to it from time to time by the Board of Trustees.~~

~~-Executive Committee shall report at each meeting of the Board of Trustees the action(s) taken between meetings. Except in cases in which the Executive~~

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Committee has irrevocably committed the Board of Trustees to a course of action (ex. executed a contract for service), the Board of Trustees may rescind or modify the Executive Committee's action(s).

Section 2 – Nominations, Elections, & Governance (NEG) Committee

The NEG Committee is hereby charged with responsibility to identify, solicit, cultivate, recruit, accept, and report for Board consideration candidates interested in Board Officer and / or Board Membership positions. Furthermore, the NEG Committee shall oversee elections of Board Officers and Board Members. The NEG Committee shall also orient and mentor new Board Members. Finally, the NEG Committee shall, from time-to-time, review and make recommendations on the procedural operations of the Board of Trustees including, but not limited to, Constitution, By-Laws, policies, procedures, house rules, and compliance with established procedures. The NEG Committee shall review the Constitution and By-Laws at least one (1) time each calendar year.

The NEG Committee shall, as the committee deems appropriate, propose for consideration of the Board of Trustees alteration and / or amendment of the Constitution, By-Laws, policies, procedures, or related guidance documents. The committee chair shall be appointed by the President of the Board of Trustees and shall serve until his or her successor is appointed. The committee chair shall appoint committee members. The committee shall meet as frequently as its business may require. Members of the NEG Committee do not need to be a member of the Board of Trustees to serve on the committee. The committee shall report to the Board of Trustees at each scheduled meeting, unless the President waives that report.

Article 108

Head of School ~~master~~

Section 1 – Selection

The Board of Trustees shall select and appoint the Head of School. ~~Headmaster shall be selected by the Board of Trustees as may be required from time to time.~~ Headmaster.

Section 2 – Duties

The ~~Headmaster~~ Head of School shall be responsible for administering the educational, operational, and financial activities of the school consistent with the requirements of the Constitution and By-Laws of Kadimah, and the policies and

~~decisions of the Board of Trustees~~. At the scheduled meetings of the Board of Trustees, the ~~Headmaster-Head of School~~ shall submit activity and / or other reports as requested by the Board. ~~at their scheduled me~~

Article 11

Distribution of Assets

In the event of dissolution of Kadimah, all of its assets should be distributed to ~~a~~ one or more charitable organizations approved by the Board of Trustees and the New York State Attorney General (or a Justice of the New York State Supreme Court in the absence of attorney general approval) in the following order of preference:

1. Western New York Jewish Educational organizations
2. Other Western New York Jewish organizations
3. Other Jewish Educational organizations
4. Other Jewish organizations.

Article 12~~3~~

Amendments

This Constitution may be amended as follows:

Any proposed amendment may be submitted in writing at any meeting of the Board of Trustees if subscribed to by at least ~~three-two (32)~~ members of the Board of Trustees or is subscribed to by the lesser of: (1) ~~fifteen (15)~~ percent of the membership; or (2) ~~fifty (50)~~ Members of Kadimah. It shall lie on a table until the next meeting of the Board of Trustees. ~~The Secretary shall, having mailed the proposed amendment to the members of the Board of Trustees~~ at least five (5) days before such meeting. ~~mailsend the proposed amendment to the members of the Board of Trustees by first-class mail or electronic mail~~. In the event that such proposed amendment shall be adopted by a vote of two-thirds (2/3) of the ~~voting~~ members present at such meeting, it shall be presented at the next Annual ~~M~~Meeting to the ~~M~~Members of Kadimah. In the event that such proposed amendment shall be adopted by a vote of two-thirds (2/3) of the ~~voting~~ ~~M~~Members present at such Annual Meeting, the Constitution shall be deemed amended accordingly.

By-Laws
of
Kadimah School of Buffalo, Inc.

Article 1

Committee Structure

The activities and functions of the Kadimah School of Buffalo, Inc. ("Kadimah") shall be carried out under the direction of the Board of Trustees, through the operating committees created from time to time by the Board of Trustees directly or by the President as need requires.

Article 2

Committee Responsibilities and Functions

Each committee shall have a written charge that shall define the purpose, tasks, and scope of function and reporting requirements of the Committee.

Article 3

Head of School ~~master~~

The Board of Trustees shall appoint a Head of School ~~master~~ of the Kadimah School of Buffalo, Inc., who shall have the responsibility for carrying out the policies and programs adopted by the Board of Trustees. In consultation with the Board of Trustees through its designated committees, the Head of School ~~master~~, subject to any collective bargaining agreement then in effect, shall have the authority to engage and discharge employees of Kadimah, shall determine the salaries and terms of employment, and shall prepare or cause to be prepared annual written evaluations of these employees.

The Head of School ~~master~~, in consultation with the Board of Trustees, shall be responsible for the supervision and control of the educational and financial programs, employees and all administrative affairs of Kadimah.

Article 4

Board Member Responsibilities

Members of the Board of Trustees:

- a. Each member of the Board will be expected to accept reasonable and appropriate responsibility in pursuing the interests of Kadimah as determined by the Board and as requested by the President, including, without limitation, participation on Kadimah committees.
- b. Each member of the Board will be expected to attend regularly scheduled Board meetings.
- c. Each member of the Board should endeavor to make an annual contribution ~~of a leadership type~~ to the Kadimah and United Jewish Fund Campaigns, commensurate with his or her financial capacity.
- d. The Board's Executive Committee, acting upon the recommendation of the President of Kadimah, by a two-thirds (2/3) vote of its members in attendance at a meeting duly held where deemed appropriate, may recommend to the Board of Trustees ~~that a Trustee not in compliance with the provisions in Sections a-c above be removed from the Board and the Trustee not in compliance with Section a. above, that the~~ said trusteeship position be declared vacant.

Article 5

Amendments

These By-Laws may be amended as follows:

Any proposed amendment may be submitted at any meeting of the Board of Trustees and must be signed by at least two (2) members of the Board of Trustees. The amendment shall lie on the table until the next meeting. The Secretary of the Board of Trustees must mail the proposed amendment to each member of the Board of Trustees at least five (5) days before the next regular Board meeting, by first-class or electronic mail. A proposed amendment to these By-Laws shall be adopted, and the By-Laws shall be amended accordingly, by a vote of two-thirds of Trustees present at the meeting where the vote takes place.

Adopted: June, ~~2016~~June, 1997 (with all amendments included)