

## **CORPORATION BYLAWS**

**RPI-Sage Hillel Inc.** (referred to herein as “Hillel”)

A Chapter of Hillel International, The Foundation for Jewish Campus Life, Inc.  
(referred to herein as “Hillel International”)  
a Washington, DC. Not-For-Profit Corporation

A Club of the Rensselaer Polytechnic Institute Student Union  
(referred to herein as “the Union”)  
a New York Not-For-Profit Educational Facility

### PREAMBLE

We, students of Rensselaer Polytechnic Institute (referred to herein as RPI) and Russell Sage College (referred to herein as RSC) affiliated with Hillel International and the Union do hereby ordain and establish these bylaws for the RPI-Sage Hillel Inc.

### ARTICLE I – AIMS AND OBJECTIVES

Section 1. Aims. In recognition of the need to maintain Jewish Identity on American college campuses, Hillel aims to provide Jewish students with the opportunity to interact with other Jewish students, in a continual effort to uphold Hillel International’s mission to “enrich the lives of Jewish undergraduate and graduate students so that they may enrich the Jewish people and the world,” and to build and maintain a sense of Jewish community and unity on the RPI and RSC campuses.

Section 2. Objectives. Hillel further aims to provide the following things to its members:

- a) Facilitate students with social and/or educational activities to teach them about their heritage and afford them opportunities to build friendships and communal bonds with other Jews.
- b) Facilitate prayer, one of the pillars of Jewish life, by providing the opportunity for students to experience the kinship and power arising from public worship. Hillel will therefore either make services available to students, or direct them to local synagogues that offer the religious worship they desire.
- c) Provide education on Judaic topics of interest to students. Hillel believes that knowledge of students' Jewish heritage and ideals are essential to a creative Jewish life.
- d) Hillel believes that no Jewish organization is sufficient upon itself: it must share the responsibility of the modern Jewish world. To achieve this end, Hillel moves to:
  - i) Cooperate with other Jewish organizations to achieve common goals.
  - ii) Facilitate participation in affairs of the Jewish Community.

iii) Accept its share of responsibility for philanthropy whenever it is needed.

## ARTICLE II – MEMBERS

Section 1. Membership. Hillel shall have a minimum of five members. Any Jewish student of RSC or RPI is automatically considered a member. There shall be no fee to be a member. Any student wishing to revoke membership may do so in writing to the Secretary of the Executive Board.

Section 2. Member Status. All Hillel members shall be designated as active or inactive based on their event attendance. All members are initially considered active after their first event attendance. The attendance at 5 (five) events per semester is required to remain active. Failure to attend 5 (five) events in a semester will result in the member's designation as inactive.

Section 3. Meetings of the Membership. There shall be an annual meeting of members of Hillel for the election of Board members (referred to herein as the "Board"), and the conduct of such other business as may come before the meeting, to be held on such date, and at such time and place, as is designated by the President. Special meetings of members may be called at any time by the President, the majority of the Executive Board, by fifteen percent (15%) of active members, or by forty percent (40%) of inactive members of Hillel.

Section 4. Notice of Meetings. Notice of Hillel meetings of members where Board members will be elected or other Chapter business will be conducted shall be given to each member by the Secretary by at least one of the following methods: phone, hand delivery, e-mail, or other electronic communication, not less than ten (10) nor more than fifty (50) days before the meeting. The notice shall include place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes of the meeting.

Section 5. Quorum. Thirty percent (30%) of the active members of Hillel shall constitute a quorum for the transaction of all business at Hillel member meetings, and the act of a majority of the members present at any meeting shall be the act of the members.

Section 6. Organization. The President shall preside at all meetings of the Membership or, in the absence of the President, the Programming Vice-President or other Board Member as designated by a President or the Programming Vice-President shall preside.

Section 7. Voting. At any meeting of the Membership, each member shall be entitled to one (1) vote. The presiding officer does not vote, but will break ties.

Section 8. Absent members. Any member(s) may fully participate in a meeting of the Membership by means of a conference telephone or web-based technology, if available, allowing all persons participating in the meeting to hear each other at the same time. Participation of a Board member by such means shall constitute presence at the meeting for the purpose of calculating a quorum.

## ARTICLE III – BOARD

Section 1. Powers and Duties. The Board manages the affairs of Hillel in accordance with the purposes and policies of Hillel International and the Union.

Section 2. Number, Election and Term of Office. Hillel shall have a minimum of five (5) Board members. The number of Board members may be increased or decreased (but not below five) by action of the Board members. The Executive Board of Officers, as defined in Article IV, shall be elected at the annual meeting of Hillel members and each shall continue in office until his/her successor has been duly elected and qualified or until his/her death, resignation, or removal. Additional Members of the Board are defined in Article V. For the purpose of the Hillel Board, a term is defined as one Gregorian calendar year.

Section 3. Vacancies. Any mid-term vacancy in the Board may be filled by a vote of the Board members. Each Board member so elected shall hold office until the next regular election of Hillel directors and until the election and qualification of his/her successor.

Section 4. Resignation and Removal. Any Board member may resign at any time by giving written notice to the President and Secretary of Hillel. If the President or Secretary chooses to resign, they shall inform the other and the Programming Vice President. Such resignation shall take effect at the time specified in the written notice. Any Board member may be removed, with cause, at any time by a majority of active Hillel members, two-thirds (2/3) inactive members, or by majority vote of the Board provided there is a quorum of Board members present at the meeting at which such action is taken. Board members may be removed without cause only by a vote of two-thirds (2/3) of the entire Hillel membership.

Section 5. Remuneration. All members of the Board shall serve without remuneration. If a member of the Board secures, from Hillel, any remuneration for professional services provided to Hillel, he/she shall resign from the Board, including any Hillel position, and forfeit all duties, responsibilities, and entitlements of a Board member for the duration of the remuneration.

Section 6. Board Meetings. Regular meetings of the Board shall be held at such times and places as the Board designates.

Section 7. Special Meetings. Special meetings of the Board may be called at the request of the President or by the Secretary of Hillel upon written request of any three Board members.

Section 8. Notice of Meetings. Notice of the time and place of any meeting of the Board shall be given by the Secretary by phone, hand delivery, e-mail, or other electronic communication, to each Board member at least twenty-four (24) hours before such meeting. Notice of any special meeting shall state the purpose of the meeting.

Section 9. Quorum. At all meetings of the Board, a majority of the entire Board shall constitute a quorum. Except as provided by law or indicated in these Bylaws, provided a quorum is present, the vote of a majority of Board members present at the time of the vote shall be the act of the Board.

Section 10. Organization. A President shall preside at all meetings of the Board or, in the absence of the President, the Programming Vice-President or other Executive Board Member as designated by the President.

Section 11. Voting. At any meeting of the Board, each Board member, except the President shall be entitled to one (1) vote. The President shall only vote in the case of a tie.

Section 12. Conference Calls. Any member(s) of the Board or any committee may fully participate in a meeting of the Board or such committee by means of a conference telephone or web-based technology, if available, allowing all persons participating in the meeting to hear each other at the same time. Participation of a Board member by such means shall constitute presence at the meeting for the purpose of calculating a quorum.

#### ARTICLE IV – EXECUTIVE BOARD

Section 1. Executive Board Officers. There shall be 5 (five) officers on the Hillel Executive Board.

Section 1(a). President and Vice Presidents. Each office shall have one (1) person elected to each office. It is expected that each officer shall serve one term.

Section 1(b). Secretary and Treasurer. Each office shall have at least one person elected to each office. There shall be no limit of terms in each office.

Section 2. President; Powers and Duties. The President shall preside at each meeting of the Board and Hillel. The President must have served a minimum of one (1) complete term as a Board member prior to running for office. In the event that there be no qualifying member, any other member may run for President. He/she is responsible for the general supervision and direction of the other officers or agents of Hillel. He/she is responsible for preparing a slate of persons to be listed on the Board. He/she keeps the Board fully informed and consults with them concerning the activities of Hillel. He/she has the power to sign alone, in the name of Hillel, all contracts authorized either generally or specifically by the Board. The President must always have the co-signature of a Treasurer on Hillel checks.

Section 3. Vice Presidents; Powers and Duties. There shall be two standing Vice Presidents: Programming, and Religious and Cultural. The Vice Presidents assist the President in the supervision of Hillel activities and its officers and has such other powers and duties as may be prescribed by the Executive Board.

Section 3(a). Vice President; Programming. The Programming Vice President must have served a minimum of one (1) complete term as an officer prior to running for office. In the event that there be no qualifying member, any other member may run for Programming Vice President. The Programming Vice President shall be responsible for organizing events put on by Hillel in accordance to Article I: Aims and Objectives. The Vice President shall be responsible for coordinating between all relevant Board members in respect to any given event, and shall have authority to create a Programming Committee to assist the Vice President. The Programming Vice President will define the organization of the committee with approval of the Executive Board, and shall be responsible for all actions taken by the Committee. The Vice President shall further be responsible for coordinating event publicity, including posting event information to Hillel's calendar and social media sites. The Vice President shall work with the Webmaster whenever the posting of information to the site is required for the success of an event.

Section 3(b). Vice President; Religious and Culture. The Religious and Cultural Vice President shall be responsible for all aspects of Article I: Aims and Objectives that relate to Judaism, Jewish culture. The Vice President shall coordinate with the Programming Vice President to create events furthering the objectives of Article I, and shall have the authority to

make decisions regarding events under his/her purview in the absence of an Executive Board quorum.

Section 4. Secretary; Powers and Duties. There shall be one Secretary. The Secretary acts as Secretary of all meeting of the Board and membership. He/she keeps the minutes of all meetings and shall be responsible for the digital storage of such minutes in a manner which can be accessed by all members of the Board. He/she attends to the giving and serving of all notices of Hillel. He/she performs other duties as may be prescribed by the Executive Board. In the absence of the Secretary, the President shall appoint a Board member to record the minutes for that meeting.

Section 5. Treasurer; Powers and Duties. The Treasurer keeps, or causes to be kept, complete and accurate accounts of receipts and disbursements of Hillel, deposits all monies and other valuable effects of Hillel in the name and to the credit of Hillel in banks or depositories designated by the Board. Whenever required by the Board, he/she renders a statement of the accounts of Hillel. He/she, at all reasonable times, exhibits the books and accounts of Hillel to any officer or Board member of Hillel, Hillel International, or the Union, and performs all duties incident to the office of Treasurer, subject, however, to the control of the Board, and other duties as prescribed by the Executive Board. The Treasurer must always have the co-signature of one additional Executive Board member, President or otherwise (except a co-Treasurer) on all Hillel checks and disbursements. The Treasurer completes the Annual Financial Report of Hillel and is responsible for filing form 990 of the Internal Revenue Code of the Internal Revenue Service yearly. The Treasurer is responsible for creating an annual administrative budget in consultation with Hillel President and other members of the Board as prescribed by the Executive Board. The budget for the next program year must be presented for approval by the Board prior to the end of the then current program year.

- a) If, in the opinion of the Treasurer or the President, with the consent of the Executive Board, there is a need for an additional Treasurer, one may be appointed by the President on recommendation from the Treasurer with consent of the Executive Board. The co-Treasurer shall hold all above stated powers and duties, except for the purposes of a quorum, the co-Treasurer shall be counted on the General Board.

## ARTICLE V – GENERAL BOARD

Section 1. Membership and Recruitment Director. The Membership and Recruitment Director shall be responsible for ensuring the continuation of Hillel through membership recruitment. The Director shall work with the Programming Vice President to create events to increase the membership of Hillel. The Director shall be the primary contact point for members wishing to bring a concern to the Board, and to facilitate in the assistance of members in furtherance of Article I: Aims and Objectives. The Programming Director shall report directly to the President of the Executive Board.

Section 2. Culinary Director. The Culinary Director shall be responsible for all food to be served at any Hillel event. The Culinary Director shall be responsible for maintaining contact with whomever shall purchase the food, and is responsible for submitting any and all receipts to the Treasurer by the next Board meeting. The Culinary Director shall assume responsibility for

maintaining the rules of Kashrut as defined in the document “Hillel Rules of Kashrut”. The Culinary Director shall maintain a list of all members who are able to cook, and shall be responsible for organizing the weekly cooking meeting. The Culinary Director shall report to the Religious and Cultural Vice President of the Executive Board.

Section 3. Webmaster. The webmaster shall be responsible for maintaining, and updating the Hillel website. The webmaster shall report directly to the Secretary of the Executive Board.

Section 4. Historian. The Historian shall be responsible for taking pictures and documenting events for the posterity of the corporation. The Historian may post pictures and updates to the Hillel Facebook page, and shall report directly to the Membership and Recruitment Director of the General Board.

Section 5. Fundraiser. The Fundraiser shall be the primary contact for all Hillel monies collection and shall, with the advice of the Board, create and execute fundraisers for the purpose of bringing money to Hillel. The Fundraiser shall report directly to the Treasurer of the Executive Board.

Section 6. Additional Positions. The Executive Board of Hillel may create further positions on the General Board which may be filled by appointment of the President with the approval of a majority of the Executive Board.

#### ARTICLE VI – FINANCES

Section 1. Fundraising. Hillel shall conduct fundraising activities in accordance with Hillel International and the Union policies and directives. Hillel shall use all monies raised to run events for the members of Hillel, and in any other needs as prescribed by Article I.

Section 2. Checks, Drafts. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of Hillel, may only be drawn up by the President or the Treasurer, and contain no less than two Executive Board signatures, at least one of which is that of the Treasurer.

Section 3. Ceasing Operations. In the event that Hillel disbands and is permanently inactive, Hillel shall notify Hillel International and the Union and remit all remaining funds of Hillel to Hillel International, unless otherwise directed by Hillel International. In the event Hillel merges with another Hillel or group, Hillel shall notify Hillel International and the Union and all remaining funds shall be remitted to the surviving local unit, unless otherwise directed by Hillel International.

#### ARTICLE VII – OFFICE

The office of Hillel shall be located at a place designated by the Union.

#### ARTICLE VIII – CONFLICTS OF INTEREST

Hillel shall ensure that matters or transactions under consideration by Hillel do not result in a conflict of interest between Hillel and any volunteer, officer, member of the Board, or other

representative of Hillel. Any conflict of interest or potential conflict of interest shall be disclosed to the President of Hillel, for review and approval by Hillel's Board, with the interested party recusing himself/herself from voting on the matter or transaction. In the event of a conflict involving the President of Hillel, disclosure shall be made to the Programming Vice President, for review and approval by the Executive Board.

#### ARTICLE IX – FISCAL YEAR

The fiscal year of Hillel shall end on December 31st each year. The program year of Hillel shall be the academic year of RPI.

#### ARTICLE X – AMENDMENTS

The Bylaws of Hillel may be amended, in whole or part, provided a quorum (as defined in Article II: Section 4) exists, by a two-thirds (2/3) vote of the active members of Hillel present at any meeting, provided that the substance of the proposed amendment has been submitted in writing to the members at least fourteen (14) days prior to the date of the meeting when the amendment shall be presented for vote and that any such proposed amendment is not inconsistent with these Bylaws or the Union's Constitution. If no such notice shall have been given, the Bylaws may be amended, provided a quorum (as defined by Article II: Section 4) exists, by a vote of three-fourths (3/4) of the members of Hillel present at any meeting.

#### ARTICLE XI – PROCEDURE

The rules contained in the current Robert's Rules of Order, Newly Revised shall govern the proceedings of Hillel when requested by a Board member in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or the Union's Constitution.