

HEBREW COLLEGE ALUMNI ASSOCIATION FOR RABBIS AND CANTORS

CONSTITUTION and BY-LAWS

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Article I — Name

This organization shall be known as the Hebrew College Alumni Association for Rabbis and Cantors and referred to herein as the Association.

Article II – Purposes

Section 1. General Purposes

The general purposes of the Association shall be (a) to assist alumni of the Hebrew College [the “College] rabbinical and cantorial programs in ways that maintain and increase respect for Judaism, for the profession, for the College and for our transdenominational values, (b) to foster fellowship and cooperation among alumni of the College and (c) to serve the welfare of the College and of the members of the Association.

Section 2. Specific Purposes and Goals

To the extent the Board [“Board”] deems advisable, the Association shall fulfill the following purposes and goals:

a. Peer counseling and support

Provide peer counseling and support.

b. Fellowship and collegiality

Foster continued fellowship and collegiality among its members.

c. Communications

Maintain communications among its members by electronic means and such other means as may be appropriate to facilitate communication among the members.

d. Professional education

Provide and support ongoing professional education for its members.

e. Assistance with respect to affiliation

Help members to affiliate with denominations if they wish to do so and help those who do not wish to affiliate to remain unaffiliated by providing some of the benefits on a practical level that they might otherwise receive by affiliating, including without limitation the benefits set forth in Article III, Section 5.

f. Ongoing assistance to the College

Serve as a clearinghouse and support mechanism for Members to provide ongoing assistance to the College and its students in the nature of, for example, internships, mentoring, teaching, student recruitment and fundraising.

Article III – Membership

Section 1. Members

Any graduate of the College ordained as a rabbi or cantor by the faculty of the College shall be a Member of the Association.

Section 2. Associate Members

Any student attending the rabbinic or cantorial programs of College shall be an Associate Member of the Association.

Section 3. Academic Members

Any person employed as a professor or instructor in the rabbinic or cantorial programs of the College may join the Association as an Academic Member. When an Academic Member is no longer so employed, his or her membership in the Association shall terminate unless the Board votes otherwise.

Section 4. Rights to Hold Office and Vote

Members are entitled to hold any office and to vote on any matter. Subject to Sections 1 and 2 of Article VI, Associate, Academic and Honorary Members shall be entitled to hold only such office and to vote on only such matters or categories of matters as the Board shall determine.

Section 5. Benefits of Membership

In addition to other benefits, Members and Associate Members shall have the benefits set forth in this Section. Members shall be entitled to participate in all pension and insurance programs provided through the Association in accordance with the eligibility criteria of such programs. The Association shall provide to Members regular updates on information about rabbinic and cantorial practice that may be of benefit to them. Members and Associate Members shall also receive professional placement services provided by the College both before and after graduation.

Section 6. Obligations of Membership

Members must comply with the Hebrew College Code of Ethics for Rabbinic and Cantorial Graduates. The Association affirms the importance of maintaining high standards of ethical conduct among its Members and will assist the College, as appropriate, in reviewing reported cases of ethical violations.

Section 7. Honoring and Supporting Transdenominational Values

The Association shall honor and support the transdenominational values of the College. The Association shall foster respectful dialogue among its Members concerning the full range of their religious expression. The Association shall honor and support Members who join or wish to join denominations and honor and support Members who do not join or do not wish to join denominations. The Association shall make no rule establishing any particular religious expression or practice as mandatory upon its Members or limiting the free exercise of religious expression or practice of its Members.

Article IV – Dues

Section 1. Annual Dues

The Board shall establish and, as desirable, modify the amounts of annual dues to be paid by each Member.

Section 2. Financial Hardship

The Board shall have the power to remit any or all of the dues of a Member in cases of financial hardship.

Section 3. Suspension for Nonpayment of Dues

Any Member who is in arrears for one year in the payment of dues, and has been duly notified of the fact, may be suspended by the Board. The Treasurer shall give notice of any such suspension promptly by email and by registered mail addressed to the suspended Member at the mailing address shown in the records of the Association. Suspension shall involve the forfeiture of all privileges and benefits of membership. The Board may reinstate a Member suspended for nonpayment of dues upon the satisfactory settlement of all arrears.

Article V – Officers and Board

Section 1. Elected Officers

There shall be the following elected officers of the Association: President, at least four Vice Presidents and Treasurer. The President shall serve also as Chair of the Board. All officers shall be Members of the Association. The term of office of each officer shall be two years from October 1 following the officer's election.

Section 2. Board

The elected officers and the Dean of Graduate and Leadership Programs and the Executive Vice President appointed under Section 4 of this Article shall constitute the Board. The Dean of Graduate Leadership Programs and the Executive Vice President shall be *ex officio* and non-voting members of the Board.

Section 3. Vice Presidents

- a. Enumeration:
- b. There shall be a Vice President for Alumni Education, a Vice President for Alumni Engagement, a Vice President for Cantorial Matters and a Vice President for Social Justice. The Nominating Committee [see Article III] may nominate up to two additional Vice Presidents in each of the four categories.

c. Vice President for Alumni Education

Working with faculty and staff of Hebrew College, the Vice President for Alumni Education shall design and coordinate ongoing educational opportunities for the Alumni.

d. Vice President for Alumni Engagement

Working with faculty and staff of Hebrew College, the Vice President for Alumni Engagement shall design and coordinate ongoing engagement opportunities such as, but not limited to, reunions, virtual hangouts, and planning and participating in events during the centennial year of Hebrew College 2021-2022.

e. Vice President for Cantorial Matters

Working with faculty and staff of Hebrew College, the Vice President for Cantorial Matters shall promote the interests of the cantorial Members. The Vice President for Cantorial Matters shall be a person ordained as a cantor by the faculty of the College. This position may be left vacant while a cantor serves as another officer.

f. Vice President for Social Justice

Working with faculty and staff of Hebrew College, and other Members, the Vice President for Social Justice shall create opportunities for Members to respond to issues of justice and compassion and to engage the Association in meaningful righteous action.

Section 4. Executive Vice President

The Board shall appoint the Executive Vice President who shall be a Member. The Board shall define his or her salary, duties, and term of office. The Executive Vice-President shall, at the request of the President, represent the Association whenever and wherever necessary. The Executive Vice President shall serve at the pleasure of the Board.

Section 5. Ineligibility for Re-election

Officers shall not be eligible for re-election to the same office following completion of their two-year term but may be elected to a different office.

Section 6. Filling Officer Vacancies

a. Death or resignation of President

In case of the death or resignation of the President, a Vice President selected by the Board shall become President for the unexpired term.

b. Vacancy in office of a Vice President

In case of the death or resignation of a Vice-President, or in case a Vice President succeeds to the Presidency upon the death or resignation of the President, the office of that Vice President shall remain vacant until such time as the Board shall elect a successor to fulfill the unexpired term.

c. Vacancy in office of Treasurer

In case of the death or resignation of the Treasurer, , the President shall designate a member of the Alumni to serve the balance of the Treasurer's term or until the next Treasurer is elected..

Article VI – Terms and Duties

Section 1. Terms

Officers shall serve terms of two years, commencing on October 1 following their election and terminating on September 30 two years thereafter.

Section 2. Performance and Annual Reports by Officers

The officers of the Association shall perform the duties regularly associated with their respective offices. Each officer shall submit to the Association and to the Board, at least annually, a written report of the officer's official transactions during the past year.

Section 3. Treasurer; Signatures on Checks

The Treasurer shall give bond in such sums as the Board may determine. Checks of the Association shall require the signatures of such officers as the Board shall designate.

Section 4. Duties of Board

It shall be the duty of the Board:

- a. To be responsible for the administration of the business of the Association;
- b. To meet at least three times a year, either in person or by telephone conference or video conference or similar technology or by any combination of these means;
- c. To make recommendations to the Association; and

d. To perform such other duties as are specified herein.

Section 5. Meetings of the Board.

- a. The Executive Vice President shall cause notice of any meeting of the Board and the agenda of the meeting to be given to all members of the Board in advance of the meeting.
- b. Five members of the Board shall constitute a quorum.
- c. All decisions shall be by consensus where reasonably possible except as the Board may otherwise determine, otherwise by majority vote of those present and voting.
- d. Meetings of the Board may take place in person or by telephone conference or by video conference or similar technology or by any combination of these means.
- e. In addition to the regular meetings of the Board, special meetings of the Board may be called by the President upon his or her own initiative, or at the request of four members of the Board

Section 6. Attendance at Board Meetings

A member of the Board who shall have been properly notified but who, without adequate excuse, is absent from two consecutive meetings of the Board may have his or her office declared vacant by the Board.

Article VII – Committee on Nominations

Section 1. Appointment

The President and Immediate Past President shall appoint a Committee on Nominations [the “Committee”] that shall consist of not less than five Members and shall at the same time appoint the Chair Pro Tem of the Committee on Nominations.

Section 2. Operations

The Committee shall operate under the following provisions:

(a) Inviting Recommendations and Suggestions

The Executive Vice President shall give notice to all Members as soon as practicable after the appointment of the Committee informing the Members of the names of the persons serving on the Committee and inviting recommendations and suggestions from the Members. The Executive Vice President shall at the same time also inform the Members concerning the applicable by-law provisions.

(b) Convening the Committee

The Chair Pro Tem of the Committee shall convene the Committee at such time as the Chair Pro Tem and the President shall jointly determine. The Committee shall elect its Chair at that initial meeting of the Committee.

(c) Adopting the Slate

The Committee shall adopt a slate of nominations for all positions that are to be vacated as of the following September 30 and shall so inform the Board. Any member of the Committee shall be eligible for nomination to any position for which the Committee is preparing a slate.

(d) Circulating the Slate

The Executive Vice President shall circulate to the Members the slate adopted by the Committee immediately after receiving it from the Committee.

(e) Nomination by Petition

Additional nominations for any position may be made only by petition. Petitions must carry the signature of at least ten Members and must be accompanied by the written consent of the nominee. Such petitions are to be submitted to the Executive Vice President by such date as the Executive Vice President shall announce in the notice of the slate nominated under Section 6(d). The Executive Vice-President shall inform the Members all such additional nominations, if any, without undue delay.

Article VIII. Elections

Section 1. Elections of Officers

All officers shall be elected by the Board after all nominations have been received and before the newly elected officers are scheduled to take office.

Section 2. Time of Election

The election shall be held at a regularly scheduled meeting of the Board. The notice of said meeting shall include the names and positions of the nominees and the names and positions of the persons they will succeed.

Article IX – Amendments

These by-laws are adopted by the Board and may be amended by the Board. Before the Board may approve any proposed amendment, however, the Executive Vice President shall give notice of the proposed amendment to all the Members and provide a reasonable time within which Members may offer their comments and suggestions on the proposed amendment. The Board shall also consider any proposal for amendment that is made by at least two Members. All such proposals shall be submitted in writing, including the proposed text of the amendment and

a statement in support of the amendment. If the Board rejects a proposed amendment, it shall so inform the Members and shall state the reasons for the rejection.

Article X - Consensus and Parliamentary Procedure

The Board and all committees of the Board shall conduct their affairs by consensus to the extent reasonably possible except as they may determine otherwise. The latest edition of Robert's Rules of Order shall guide and control all matters of parliamentary procedure in absence of consensus or where not otherwise provided for in the Constitution and By-Laws of the Association.

Article XI - Distribution of Assets Upon Dissolution

Upon the dissolution of the Association, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) of the Internal Revenue Code or the corresponding section of any future federal tax code. Any such assets not so distributed within a reasonable time following such dissolution shall be distributed, in accordance with an order by a court of competent jurisdiction of the county in which the principal office of the Association is then located, to such organization or organizations as said court shall determine are organized and operated exclusively for such purposes.