

**AMENDED and RESTATED BY-LAWS**  
**of**  
**MERCAZ – THE MOVEMENT TO REAFFIRM CONSERVATIVE**  
**ZIONISM, INC.**  
December 2017

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## PREAMBLE

MERCAZ USA is an independent organization and the United States affiliate of Mercaz Olami, the Zionist arm of the worldwide Conservative/Masorti Movement. It is the organizational entity through which the Conservative Movement in the United States gains elected representation and participation in the activities of the World Zionist Organization, within the structure of Mercaz Olami. It is an active and integral part of the recognized Zionist Federation in the United States (currently the American Zionist Movement), and operates in accordance with the rules, regulations and requirements of the World Zionist Organization. MERCAZ USA's objectives include, among other things:

- Acting as the arm of United States Conservative Judaism principally responsible for selecting United States delegates who participate in the World Zionist Congress and maximizing the number of individuals elected for that purpose;
- Acting as the principal resource for supporting Zionist and Israel education to inform, educate, strengthen and motivate each segment of the Conservative Movement, including synagogue and organizational lay leaders, clergy, educators and educational institutions, youth, young adults and adults;
- Working with, partnering, and building support from, the arms of the Conservative Movement to the fullest possible extent through strong, cooperative and interdependent relationships with them and providing information, strategy, content and cooperative initiatives that avoids duplication of efforts and expense, insures that program and content needs involving Zionist/Israel education and activity are being met and effectively delivered to all parts of the movement, and enables the Conservative Movement to communicate effectively with the full range of its constituents.

To achieve these objectives, MERCAZ USA adopts the following Amended and Re-stated By-laws:

## ARTICLE I

### Name

This organization shall be known as MERCAZ - THE MOVEMENT TO REAFFIRM CONSERVATIVE ZIONISM, INC. This organization shall conduct its business and is referenced in these By-laws as "MERCAZ USA."

## ARTICLE II

### Affiliation

As stated in the Preamble, MERCAZ USA is an independent membership organization affiliated with Conservative Judaism and the American Zionist Movement. MERCAZ USA works in concert with all other organizations affiliated with the Conservative Movement to advocate on behalf of Zionism and to promote those values associated with Conservative/Masorti Judaism in Israel and throughout the Diaspora. MERCAZ USA recognizes with appreciation the longevity of the strong connection it has had with the United Synagogue of Conservative Judaism and the vital benefits derived from this relationship. This bond contributed to MERCAZ USA's ability to now serve as an independent organization on behalf of Zionism for the entire Conservative Movement.

## ARTICLE III

### Purposes

The purposes of MERCAZ USA include:

- (a) To strengthen Israel and Zionism and to provide an organization through which Conservative Jews may implement and fulfill their Zionist ideals and commitments.
- (b) To encourage, as an integral part of K'lal Yisrael, the solidarity of the Jewish People in all lands.
- (c) To foster the development of Conservative/Masorti Judaism in Israel, to reaffirm commitment to pluralism in Jewish religious life and to promote the acceptance of such pluralism by the State of Israel so that Conservative/Masorti Jews in Israel may practice freely their form of Judaism.
- (d) To promote, organize and execute Israel advocacy programs and activities and to educate what are the "best practices" to utilize with respect to such programs within Conservative synagogues throughout the United States.
- (e) To promote individual and group Aliyah from within the ranks of Conservative Judaism in the United States.

(f) To promote the principles embodied in the Jerusalem Program, the official platform of the World Zionist Organization, as adopted and as may be amended from time to time by the World Zionist Congress.

(g) To promote and increase public understanding of the foundations of Zionism, which include the Jerusalem Program, which states:

“Zionism, the national liberation movement of the Jewish people, brought about the establishment of the State of Israel, and views a Jewish, Zionist, democratic and secure State of Israel to be the expression of the common responsibility of the Jewish people for its continuity and future.

The foundations of Zionism are:

1. The unity of the Jewish people, its bond to its historic homeland *Eretz Yisrael*, and the centrality of the State of Israel and Jerusalem, its capital, in the life of the nation;

2. Aliyah to Israel from all countries and the effective integration of all immigrants into Israeli society.

3. Strengthening Israel as a Jewish, Zionist and democratic state and shaping it as an exemplary society with a unique moral and spiritual character, marked by mutual respect for the multi-faceted Jewish people, rooted in the vision of the prophets, striving for peace and contributing to the betterment of the world.

4. Ensuring the future and the distinctiveness of the Jewish People by furthering Jewish, Hebrew and Zionist education, fostering spiritual and cultural values and teaching Hebrew as the national language;

5. Nurturing mutual Jewish responsibility, defending the rights of Jews as individuals and as a nation, representing the national Zionist interests of the Jewish people, and struggling against all manifestations of anti-Semitism;

6. Settling the country as an expression of practical Zionism.”

(h) To engage in activities with such other organizations as may be appropriate to effectuate these purposes, including the American Zionist Movement, the World Zionist Organization, Jewish Agency for Israel, the Jewish National Fund, and the Conference of Presidents of Major American Jewish Organizations

(i) To cooperate with all of the arms/organizations of Conservative/Masorti Judaism in fulfillment of these purposes.

## ARTICLE IV

### Membership

Membership in MERCAZ USA shall be open to:

- (a) All individuals who identify with Conservative/Masorti Judaism.
- (b) Members, supporters and affiliates of the following constituent arms of the Conservative/Masorti Movement:
  - 1. Cantors Assembly
  - 2. Federation of Jewish Men's Clubs
  - 3. Jewish Theological Seminary of America
  - 4. Masorti Foundation
  - 5. Masorti Olami
  - 6. Schechter Institute of Jewish Studies
  - 7. The Rabbinical Assembly
  - 8. United Synagogue of Conservative Judaism
  - 9. Women's League for Conservative Judaism
  - 10. Ziegler School of Rabbinic Studies
- (c) Members of the following professional organizations:
  - 1. Jewish Educators Assembly
  - 2. Jewish Youth Directors Association
  - 3. North American Association of Synagogue Executives
  - 4. Solomon Schechter Day School Network
- (d) Such other individuals, associations or organizations which may be admitted by the Board of Directors.

ARTICLE V  
General Council

§1. The legislative body of MERCAZ USA, and its highest authority, shall be the General Council.

§2. All members of MERCAZ USA, in good standing, shall be eligible to participate in the General Council. Each member shall be entitled to one vote.

§3. Regular meetings of the General Council shall be held annually for the purpose of considering resolutions or the taking of any action by the members of MERCAZ USA as may be required by law, by the organization's Articles of Incorporation, or brought to the members by the Board of Directors, other than elections. Meetings of the General Council to conduct elections as provided in Article VI §3 shall take place shortly following each meeting of the World Zionist Congress and on or about the midpoint of the date of such meeting of the World Zionist Congress and the date on which the next meeting of the World Zionist Congress is scheduled. Special meetings of the General Council may be called by the President and shall be called by the President upon written request of a majority of the members of the Board of Directors.

§4. Meetings of the General Council shall be governed by Roberts Rules of Order, revised, in all cases where rules shall not have been adopted by the Board of Directors or provided for in these By-Laws.

§5. Fifty (50) members in good standing, appropriately registered and residing in at least five different geographic areas (as defined below) shall constitute a quorum for the transaction of business at the General Council. The different geographic areas referred to in the immediately preceding sentence are as follows:

- (a) Connecticut Valley: Connecticut and Western Massachusetts
- (b) Florida: Florida
- (c) Great Lakes: Michigan, Toledo (OH), Western New York
- (d) Hudson Valley/MetroNorth: Northern suburbs of New York City and Eastern part of Upstate New York, including Albany
- (e) KIO: Kentucky, Indiana (except northwest corner), Ohio (except Toledo and Youngstown)
- (f) Middle Atlantic: Southern New Jersey, Eastern Pennsylvania through

Harrisburg, Pennsylvania

- (g) Midwest: Illinois, Northwest Indiana, Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, South Dakota, Wisconsin
- (h) New England: Maine, Eastern Massachusetts, New Hampshire, Rhode Island, Vermont
- (i) Metropolitan New York: New York City (except Staten Island), Long Island
- (j) Northern New Jersey: Northern New Jersey, Staten Island (NY)
- (k) Pacific Northwest: Alaska, Idaho, Montana, Northern California, Oregon, Washington, Wyoming
- (l) Seaboard: Delaware, District of Columbia, Maryland, Virginia
- (m) South: Alabama, Georgia, Mississippi, North Carolina, South Carolina, Tennessee
- (n) Southwest: Arkansas, Louisiana, Oklahoma, Texas (except El Paso)
- (o) Tri-State: Youngstown (OH), Western Pennsylvania, West Virginia
- (p) Western: Arizona, Colorado, Southern California, Hawaii, Nevada, New Mexico, El Paso (TX), Utah

## ARTICLE VI

### Board of Directors

§1. The business and affairs of MERCAZ USA between General Councils shall be controlled and managed by a Board of Directors consisting of an aggregate of not less than fifty (50) nor more than one hundred eighty (180) members-at-large, in addition to its seven (7) elected officers, all of whom shall have the power to vote. The Board of Directors shall have the power to: set policy consistent with these By-laws, adopt budgets and fix a fiscal year, set dues, provide rules and regulations for this organization, and generally to provide for the welfare, conduct, continuity and financial strength of this organization.

§2. The ex-officio members of the Board of Directors shall consist of the following:

(a) The sitting Presidents of Federation of Jewish Men's Clubs, Rabbinical Assembly, United Synagogue of Conservative Judaism and Women's League for Conservative Judaism, each of whom shall hold the office of Vice President of this organization.

(b) The sitting Presidents of Cantors Assembly, Masorti Foundation, Masorti Olami and Friends of Schechter Institute

(c) The Chancellor of the Jewish Theological Seminary of America

(d) The Dean of the Ziegler School of Rabbinic Studies

(e) All past presidents of MERCAZ USA

(f) The professional Executive Directors of the organizations listed above in subsection 2(a).

§3. (a) Except as provided in §6 of this Article, the remaining members of the Board of Directors shall be elected by the General Council as members-at-large, who shall be chosen in the following manner: At any meeting of the MERCAZ USA Board of Directors held within twelve (12) months prior to the convening of a meeting of the General Council that is called for, among other things, the election of officers, the President, with the advice and consent of the Board of Directors, shall appoint a Nominating Committee whose duty it shall be to present to such General Council a single slate for the offices of President, four Vice Presidents, Secretary, Treasurer and the members-at-large. The terms of officers and members-at-large of the Board of Directors shall extend to the next General Council called for the purpose of elections or until a successor shall have been chosen.

(b) The Nominating Committee shall consist of at least nine (9) persons residing in at least five (5) different geographic areas (as defined in Article V, §5). At least three (3) members of the Nominating Committee shall not be members of the Board of Directors. The President of the United Synagogue of Conservative Judaism shall be an ex-officio member of the Nominating Committee. A list of nominees to be proposed by the Nominating Committee as officers shall be sent to all MERCAZ USA members in good standing at least sixty (60) days prior to the convening of such General Council called for the purpose of elections.

(c) Additional nominations may be made only by written petition in the following manner:

1. Nominations for officers shall be by written petition signed by a least fifty (50) members in good standing, of which not less than ten (10) members must reside in each of not less than five (5) different geographic areas (as defined in Article V, §5).

2. All nominations by petition shall be submitted to the Nominating Committee no later than forty-five (45) days prior to the convening of the General Council called for the purpose of elections provided, in each case, the consent of any such nominee shall first have been obtained in writing and attached to the petition.

(d) In the event that one or more nominations by petition are submitted to the Nominating Committee in the manner provided herein, such committee shall submit a revised report, setting forth the additional nominations, to all members in good standing, not less than thirty (30) days before the commencement of the General Council called for the purpose of elections.

§4. No person shall be qualified to serve as an ex-officio member or member-at-large of the Board of Directors who is not a current member in good standing of MERCAZ USA. A member-at-large of the Board of Directors who fails to participate in person or by conference call in three (3) consecutive meetings thereof may be terminated by action of the Board of Directors.

§5. The Board of Directors shall meet at least twice a year at such time and place as designated by the President. Special meetings of the Board shall be held on written request of fifteen (15) of its members or when the President shall so order. Twenty (20) members of the Board shall constitute a quorum.

§6. In the event of vacancies in the Board of Directors at any time between meetings of General Councils called for the purpose of elections, such vacancies may be filled by the Board of Directors, upon recommendation of the President, by majority vote of those present and voting.

§7. The Board of Directors shall be empowered to pay the appropriate dues and assessments of the American Zionist Movement, of the World Zionist Organization and of such other organizations as may be appropriate to effectuate the objectives of MERCAZ USA.

## ARTICLE VII

### Executive Committee

§1. The Executive Committee of MERCAZ USA shall consist of not less than twenty (20) members, including its officers and two immediate past presidents and such balance remaining thereof elected from among its Board of Directors; however, at least six (6) persons shall be appointed to the Executive Committee by the President (with the Board of Directors approval) and provided further that such appointees must reside in different geographic areas (as defined in Article V, §5). Such Committee shall act between meetings of the Board of Directors. Meetings of the Executive Committee may be called on at least three (3) days' written notice by the President or on written request of three members of the Executive Committee at such time and place designated by the President.

§2. The Executive Committee shall have and may exercise all powers and functions of the Board of Directors between Board meetings; provided, however, that no action of the Board or of the General Council shall be abrogated.

§3. If the President so determines and the circumstances so require, the Executive Committee may act by a poll of its members.

§4. Action taken by the Executive Committee must be reported, in detail, at the next following meeting of the Board of Directors.

## ARTICLE VIII

### Officers

§1. The elected officers of MERCAZ USA shall consist of a President, four (4) Vice Presidents, a Treasurer and a Secretary. All officers shall be elected directly by the General Council in accordance with the procedure provided in Article VI. Each officer shall be elected for a term that expires on the date of the next succeeding General Council called for the purpose of elections or until a successor is chosen and qualified. If for any reason an office shall become vacant, such vacancy may be filled for the remainder of such officer's unexpired term by majority vote of the Board of Directors upon recommendation of the President.

§2. The President of MERCAZ USA shall be its chief executive officer, who shall preside at meetings of the General Council, the Board of Directors and at meetings of the Executive Committee. The President shall appoint the various committees of the Board of Directors and of the Executive Committee. The President shall, subject to the approval of a majority of the Executive Committee, appoint MERCAZ USA representatives to the various committees, commissions, organizations and groupings of the American Zionist Movement and the Jewish National Fund, in accordance with their organizational policies.

§3. The President shall be an ex-officio member of all committees, boards and commissions of MERCAZ USA.

§4. The President shall report, at periodic intervals, to the Board of Directors, the Executive Committee and to the General Council at each of its regular meetings. The Vice Presidents of MERCAZ USA shall perform such duties as may be prescribed from time to time by the President or as shall be invested in them by the Board of Directors.

§5. The Treasurer shall be the chief fiscal officer of MERCAZ USA and shall cause its funds to be received and disbursed in accordance with the directions of the Board of Directors or its duly authorized officers and committees. Books of account shall be maintained at the office of MERCAZ USA reflecting all receipts and disbursements. The Treasurer shall report on MERCAZ USA's financial condition at each regular meeting of the Board of Directors and at the General Council.

§6. The Secretary shall act as Secretary of the General Council, the Board of Directors and of the Executive Committee and of committees appointed by the President and shall perform such other duties as may, from time to time, be prescribed by the President. In the absence of the Secretary or in the event of the Secretary's unavailability, another person may be designated by the President to act in the place and stead of the Secretary.

§7. In addition to the officers enumerated in this Article, the President, with the consent of the Board of Directors, shall be authorized to appoint and/or dismiss an Executive Director. The duties of the Executive Director shall be those usually devolved upon such a position, together with such other duties as may be designated by the President and the Board of Directors.

## ARTICLE IX

### Relationship With American Zionist Movement and World Zionist Organization

In accordance with its aims and purposes, and consistent with the provisions of its By-Laws, MERCAZ USA shall be a member of the American Zionist Movement and of the World Zionist Organization, and it shall abide by their respective constitutions.

## ARTICLE X

### Financial Books and Records

The financial books and records of MERCAZ USA shall be maintained in accordance with applicable law and a copy of such financial books and records, including any reports prepared and filed on behalf of MERCAZ USA in accordance with applicable law shall be available to all members of the Board of Directors upon request.

## ARTICLE XI

### Bank Deposits

All banking depositories of MERCAZ USA shall be determined by the Board of Directors or by the Executive Committee. Checks, drafts and other instruments for the withdrawal of funds shall bear at least two signatures which shall, from time to time, be determined by the Board of Directors or by the Executive Committee.

## ARTICLE XII

### Resolutions

§1. Resolutions to be acted upon by the General Council shall be presented as follows:

(a) Resolutions may be initiated by presentation to a Resolutions Committee to be appointed by the President ( i ) by twenty-five (25) members in good standing of MERCAZ USA or (ii) by the MERCAZ USA Board of Directors, at least ninety (90) days prior to the date appointed for the convening of the General Council. All such resolutions shall be considered by the Resolutions Committee prior to the General Council, which Committee shall have the power to endorse, recommend, reject or suggest revisions thereof. All resolutions so submitted, in original form or as revised by the Resolutions Committee, shall be sent to each members in good standing at least sixty (60) days in advance, together with the slate of officers of the Nominating Committee (if such General Council is called for the purpose of holding elections).

(b) Additional resolutions may be presented to the General Council at any time during its meeting by the Resolutions Committee in accordance with such rules as may be adopted by the General Council.

§2. The adoption of resolutions presented to the General Council by the Resolutions Committee shall require the affirmative vote of a majority of the delegates present.

## ARTICLE XIII

### Amendments

§1. These By-Laws may be amended at any regular or special meeting of the General Council by a two-thirds vote of the delegates present and voting, provided a quorum is present and that such amendments are consistent with the prevailing documents of the American Zionist Movement and the World Zionist Organization.

§3. An amendment may be initiated by:

(a) The MERCAZ USA Board of Directors in which event the amendment must be approved by a simple majority vote of the Board of Directors present at a duly called meeting, a copy of such proposed amendment having first been incorporated in the notice of the meeting at which it is to be acted on; or

(b) A petition, in writing, signed by at least fifty (50) members submitted to the Board of Directors at least sixty (60) days prior to the date appointed for a regular or special meeting of the General Council.

(c) In either event, the Board of Directors shall transmit the proposed amendment to each member mentioned in Article VI, §1, hereof, at least thirty (30) days prior to the date appointed for the convening of the General Council and shall present such proposed amendments with its view thereon.

**MERCAZ USA Finance Protocols**  
**December 2017**

- A. The Executive Director, President and Treasurer have access to all financial records of MERCAZ USA. The Executive Director provides login info and an entry password. The president and treasurer are required to change that password as soon as possible, so that each has a separate, unique passageway into the records. These passwords may not be shared with anyone. This applies to the online bank system, Quick Books or whatever program is used as well as any other financial systems that are used, including investment accounts.
- B. Payment of invoices requires approval of 2 authorized signatories—president, treasurer, executive director and designated others . This authorization can be made by email in response to a detailed invoice description.
  - a. Regular fixed variable payments (monthly, quarterly or annually) require approval at the first payment of the fiscal year. Approval is not require for subsequent payment. For example, rent—which includes phone and IT plus postage and long distance calls, insurance premiums, payroll and employee benefits as well as all taxes, dues to affiliated organizations, etc.
  - b. For other payments, the executive director will send the details of the invoice to the president and the treasurer for their approval.
- C. The bank account is accessible to the president and treasurer as well as the executive director enabling them to verify all activity. Bills and invoices are keep in the office in an alphabetical file and are available to the 2 officers at any time. This procedure allows the officers to verify that payments are in accordance with the emails sent by the executive director concerning the invoices.
- D. Bank reconciliations is currently provided by an independent CPA who is given access to the accounting system and bank records in order to provide the appropriate reports.
- E. During the budgeting process, the board will be provided with details of revenue and expenses incurred during the fiscal year.