

BYLAWS OF CAMP RAMAH IN THE BERKSHIRES

I. PURPOSE.

Camp Ramah in the Berkshires, Inc. (the “Camp”) is a not-for-profit Conservative Jewish Summer camp that is run in cooperation with the National Ramah Commission and under the educational and religious auspices of the Jewish Theological Seminary.

II. OFFICES.

The principal office of the Camp is currently located at 25 Rockwood Place, Englewood, New Jersey 07631 except for the period where the Camp shall be in session during the camping season when the offices shall be located in Wingdale, New York (or such other office or camp site as may be designated).

III. GOVERNANCE

The governance of the Camp shall be vested in the Board of Trustees and the Advisory Council which shall work together with the Camp’s professional staff to effectively and successfully achieve its purpose.

IV. BOARD OF TRUSTEES

A) Responsibilities of the Board of Trustees

The Board of Trustees (the “Board”) shall be charged with and assume control of all the property of the Camp; manage the financial affairs of the Camp; designate the financial institutions wherein the funds of the Camp shall be deposited; and be responsible for all of Camp’s expenditures. In addition, the Board shall oversee the hiring and dismissal of the Camp’s professional staff. Further, the Board shall make such decisions, rules and regulations consistent with these By-Laws, as they may deem advisable, for the proper conduct of their meetings and for the furtherance of the general purposes of the Camp.

B) Composition of the Board of Trustees

The Board shall consist of up to thirty-six (36) voting members, comprised of up to 18 board members-at-large (divided equally into three groups of different terms each with no more than six members), the members of the Executive Board (the “Executive”) and the Alumni Association Representative and up to five honorary positions (who are non-voting except for the current four lifetime positions). The Honorary positions (except for the aforementioned current four lifetime positions) are appointed by the President with the approval of the Board and their term expires when the president’s term expires. Camp’s professional staff, the Director Emeritus and Alumni Association President shall each serve as non-voting members of the Board. These ex officio members shall serve

in that capacity for as long as they hold their official positions. Past presidents who are not on the executive may serve as ex-officio non-voting members.

C) Term Length And Limits:

Except for the tenures of the Board members-at-large in the initial first and second groups referred to in the Election section, each such Board member-at-large shall hold office for three (3) years. Each Board member-at-large who shall have completed a three (3) year term may be elected to a second successive three (3) year term but shall not be eligible for re-election for a third successive term. The term of office shall begin on October 1st and end on September 30th.

D) Resignation, Removal And Replacement:

Any board member may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately. At-Large Board Members may be removed with or without cause by a two thirds vote of the Board. In the event that an At-Large Board member is removed or is not able to finish his term, the Executive Committee, upon recommendation of the Governance Committee, shall appoint a replacement to serve until the scheduled expiration of such Board member's term. Partial terms shall not be counted towards the calculation of term limits.

V. OFFICERS AND THE EXECUTIVE COMMITTEE

A) Composition and Responsibilities:

Camp shall have the following Officers: President, Senior Vice President, Financial Vice President, four (4) Vice Presidents at-large, Secretary, Treasurer and Chairman. Together with the current honorary chairman (until that position is vacated and not replaced) they shall constitute the Executive. One person shall not hold two offices.

The Camp Director shall be an ex-officio member of the Executive Committee. The Executive shall work with the professional staff to coordinate and implement the decisions of the Board, shall be responsible for planning and making recommendations to the Board and shall have such other powers as delegated by the Board.

1) President. The President shall give active direction and exercise oversight pertaining to all affairs of Camp. The President shall call and preside at all meetings of the Board and the Executive. It shall be his function to oversee all agreements, contracts (with the exception of summer staff contracts), and other documents on behalf of the Camp pursuant to appropriate resolutions of the Board; to sign all vouchers and notes on behalf of the Camp; and to appoint all committees. The President shall be an ex-officio member of all committees, without the right to vote except in the event of a tie vote. The President shall enforce this set of By-Laws and carry into effect all resolutions of the Board. The President shall be Camp's representative to the National Ramah Commission.

2) Senior Vice President. The Senior Vice President shall assist the President in the discharge of his duties. In the case of the absence, disability or other disqualifications of the President, the Senior Vice President will assume the duties and responsibilities of that office. In the case of the assumption of duties, such assumption shall be deemed to be temporary and will terminate upon the return, recovery or removal of disqualifications of the President. The Senior Vice President shall be an ex-officio member of all committees, but shall not have the right to vote at meetings of such committees, except at such committees to which he has been specially appointed by the President.

3) Financial Vice President. The Financial Vice President is the chief financial officer of the Camp. It shall be his function to oversee the budgeting process, collection of funds due to the Camp, and the expenditure of funds by the Camp. He shall serve as chair of the Finance Committee. He or his designee shall present a status report on the finances of the Camp at each Board meeting.

4) Vice Presidents At-Large. The four (4) Vice Presidents at large shall, at the discretion of the President, chair or co-chair a Camp standing committee or assume any other Camp portfolio.

5) Treasurer. The Treasurer shall be responsible to work with the Camp's professional staff to monitor the assets of Camp and how they are invested. He shall assist the Financial Vice President in overseeing the day to day financial activities of the Camp.

6) Secretary. The Secretary shall keep minutes of all meetings of the Board, the Advisory Council and the Executive and make such minutes available to Board members. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws.

7) Chairman. The Chairman, who is the immediate past president, shall provide assistance and counsel to the President.

B) Term Length and Limits:

Officers shall serve for a term of three (3) years. No officers shall serve more than two (2) consecutive terms in the same office. The financial vice-president and vice-presidents at large may not serve more than two consecutive terms in any office except when moving to senior-vice president. The senior vice president, president and chairman shall serve for only one term, unless a majority vote of the Board authorizes them to serve an additional term or terms. The term of office shall begin on October 1st and end on September 30th.

C) Resignation, Removal and Replacement.

Any officer may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately. Officers may be removed from office with or without cause by a two thirds vote of the Board. In the event that an officer (except for the president and chairman) is removed or is not able to finish his term or if there is a vacancy in a particular office, the Executive, upon recommendation of the Governance Committee, shall appoint a replacement to serve until the scheduled expiration of such officer's term. Partial terms shall not be counted towards the calculation of term limits.

In the event that the president is removed or is not able to finish his term, the senior vice-president will serve as replacement to serve until the scheduled expiration of the term. In the event the chairman is not able to complete his term, the president will appoint another past president to complete the term with the approval of the executive committee.

VI. ADVISORY COUNCIL

A) Composition and Responsibilities

The Leadership Council shall advise the Board on any issues affecting the Camp, work to support the Camp in their respective communities and be empowered to vote at elections at the annual summer meeting. The Council shall be chaired by a board member (preferably a past president) and consist up to twenty-one(21)) members-at-large, equally distributed among three groups with different terms with no more than seven in each group. In addition, ex officio members of the Advisory Council may be appointed by the President of the Camp. Such ex officio members may include representatives from organizations within the Conservative Jewish movement. These ex officio members shall serve in that capacity at the pleasure of the President for as long as they hold their official positions in such organizations. The President shall also be an ex-officio member of the Advisory Council

B) Term Length

Except for the tenures of the Council members-at-large in the initial first and second groups referred to in the Election section, each Council member shall hold office for three (3) years. The members-at-large may be elected to successive terms without limitation. The term of office shall begin on October 1st and end on September 30th.

C) Resignation, Removal And Replacement:

Any Council member may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately. Council members may be removed with or without cause by a two thirds vote of the Board. In the event that a Council member is removed or is not able to finish his term, the Executive Committee, upon recommendation of the Governance Committee, shall appoint a replacement to serve until the scheduled expiration of such Board member's term.

VII. Nominations & Elections

A) Nomination Process.

The slate of nominees for Officers, at large Board members and Council members shall be selected by the Governance Committee. It shall be presented to the Board no later than June 1 . After presentation of the slate, any Board member may, by petition, present an alternative slate of nominees for inclusion on the ballot at the joint Board/Advisory Council summer meeting. Any petition for an alternate slate of nominees must be approved and signed by one quarter of the Board and must be presented to the Chairman of the Governance Committee no later than July 1st.

B) Elections

Officers, at large Board members and Council members shall be elected by the Board and members of the Leadership Council at the annual summer meeting of the Board of Directors and Leadership Council by a plurality of votes cast at the meeting. Each Board member and Advisory Council member (excluding ex officio members, who shall not be entitled to a vote) shall have one vote at such meeting and each vote shall be in favor of, against or an abstention with respect to a particular slate of nominees proposed for election to the Board.

At the August 2012 Camp Committee meeting, for purposes of staggering terms of office, the slate of nominees for board members-at-large and Advisory Council members shall be divided into three groups, with each group comprising, as nearly one-third of Board members-at-large. Proposed board members-at-large and Council members of the first group shall be nominated to serve for a period of one year; those of the second for a period of two years; and those of the third for a period of three years. At each joint Board/Advisory Council summer meeting thereafter, Board members-at-large and Council members so classified shall be elected for three year terms to replace the outgoing group

VIII. MEETINGS OF THE BOARD, EXECUTIVE COMMITTEE AND COUNCIL

A) Scheduling.

The Board shall meet at least four times annually including an annual summer meeting. At the summer meeting of the Board, the Advisory Council shall participate in a portion of the meeting at a time designated by the President. The Executive Committee shall meet at least four times annually. All meetings of the Board and the Executive are called and chaired by the President.

The Advisory Council shall meet at least twice a year. One meeting shall be called by the Chairman at a time and place he designates. The second meeting shall take place on the date designated for the Board summer meeting at which time the Advisory Council shall meet together with the Board (at a time to be designated by the President).

Special meetings of the Board may be called by the President at his discretion and must be called by him at written request of any ten members of the Board. Said request shall state the reason for and the purpose of the meeting. Such a meeting must take place within 30 days of the request.

B) Attendance, Phone and Electronic Meetings

Meetings of the Board and Council shall be open to any interested person who wishes to attend. However, the President, at his discretion, may close any meeting or a portion of any meeting to non-Board or Council members.

At the discretion of the President, participation in a meeting of the Board and Council by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear the others shall constitute presence in person at a meeting. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

In addition, a Board meeting (including voting) may take place via electronic chat room, electronic messenger service or similar technology allowing all persons participating in the meeting to do so concurrently.

C) Voting and Quorums

Except as specifically set forth herein, all matters voted on by the Board and the Executive shall be subject to the majority vote of the Board. In the event of a tie vote, the President (who shall otherwise be a non-voting member of the Board and the Executive) shall vote to break the tie. No proxy voting shall be permitted at any meeting of the Board.

At Board meetings, a quorum must include a minimum of 50% of the eligible Executive and 50% of the eligible non- Executive members of the Board. The joint summer

Board/Advisory Council meeting shall be subject to the quorum provisions of this Section, with only eligible voting members of the Board counting for purposes of determining a quorum

D) Meeting Notice

Written notice stating the place, day and hour of any meeting of members of the Board, Executive Committee and Advisory Council shall be delivered either personally, by mail or by electronic communication, to each member of the appropriate body by or at the direction of the President or the Secretary at least 14 days prior to the meeting. With respect to the joint Board/Advisory Council summer meeting, written notice stating the place, day and hour of such meeting and the proposed slates of nominees for election shall be delivered either personally, by mail or by electronic communication, to each member of the Board and Council entitled to vote at such meeting, no later than June 1st by or at the direction of the President or the Secretary. In the case of a special meeting, the purpose or purposes for which the meeting is called shall be set forth in the notice. In the case of a meeting at which an amendment to these By-Laws shall be voted on, such action shall be set forth in the notice.

E) Parliamentary Procedure.

Robert's Rules of Order shall serve as a guideline for parliamentary procedure in this Camp, in the absence of any other rule or By-Law governing the procedure in a particular situation

IX. CONFLICTS OF INTEREST.

A) In the event any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate nonconfidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

B) No board member shall cast a vote, nor take part in the final deliberation in any

matter in which he or she, members of his or her immediate family, or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

X. INDEMNIFICATION

The Board may indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

XI. COMMITTEES

A) Standing Committees

The following Standing Committees of the Board shall have and exercise the authority of the Board, as designated by the Board in the management of the Camp; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of any responsibility imposed by law.

1) Personnel Committee – shall be responsible for interviewing and recommending to the Board candidates for the year round professional staff and other full time personnel as determined by the Board.

2) Finance Committee – is responsible for planning and supervising the financial operations and investments of the Camp. With regard to investment responsibilities, it shall: (a) establish, oversee, revise and enforce the Camp's investment, risk tolerance, and diversification strategies and policies, (b) select and monitor the Camp's investment manager(s), and (c) monitor investment performance in accordance with such strategies and policies. The Finance Committee shall have such resources and authority as are necessary and appropriate to discharge its responsibilities, including, without limitation, the authority to retain counsel and other experts or consultants and to approve the fees and other terms of retention with respect to such advisers. The Finance Committee shall keep minutes of its meetings and shall make regular reports to the Executive on its activities.

3) Facilities Committee– shall develop a plan for maintenance and improvements of the Camp facilities. It shall also develop and recommend capital projects. It shall supervise the implementation of all such projects in Camp.

4) Development Committee– shall develop and implement a strategy for raising funds for the benefit of Camp, including, without limitation, scholarships and specific projects within the Camp.

5) Governance Committee - advises the board with respect to governance, including board development, board recruitment, board training, board policy, bylaws review and serves as the standing nominating committee. It shall be comprised of seven (7) members. The Chairman of the Governance Committee shall be the senior vice president. The remaining members shall consist of: the Chairman, one (1) member of the Executive Committee, to be designated by the President, three (3) members-at-large of the Board, to be elected by the Board, and one (1) member of the Alumni Association, to be appointed by the Alumni Association President in consultation with and subject to the approval of, the President. The term of each member of the Governance Committee shall be one (1) year from October 1 to September 30.

B) Other Committees and Task Forces

The President may create and appoint members to such other committees and task forces as he or she shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

C) Committee Chairs

Except as otherwise specifically provided in these By-Laws, the members and chair of any Committee shall be appointed by the President from time to time and for such time as the President deems appropriate.

D) Committee Rules

Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

XII. FINANCIAL ISSUES

A) Fiscal Calendar

The fiscal year of the Camp shall begin on October 1 of each year and end at midnight September 30 of the following year

B) Loans

The Camp, whenever its general interest require, may borrow money and issue promissory notes or bonds for repayment thereof with interest, and may in such case mortgage its property as security for its debts or other lawful engagements; the same, however, shall be authorized by resolution of two-thirds (2/3) of the Board members in office.

C) Books and Records

The Camp shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Board and such other records as may be maintained from time to time. The books and records shall be kept at the offices of the Camp.

D) Bonding

If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond approved by the Board of Directors.

E) Tax Exempt Status

No part of the net earnings of the Camp shall inure to the benefit of any trustee, director, officer of the Camp, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Camp) and no trustee or officer of the Camp, or any private individual shall be entitled to share in the distribution of the Camp's assets on dissolution of the Camp.

No substantial part of the activities of the Camp shall be involved in attempting to influence legislation or participating in (including the publication of statements) any political campaign of any candidate for public office.

Notwithstanding any other provision of these By-Laws, the Camp shall not carry on 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.

XIII. AMENDMENTS TO BYLAWS

An amendment or revision of these By-Laws may be proposed by seven (7) members of the Board, at least two (2) of which must be members of the Executive Committee. An amendment or revision must be submitted in writing to the President and Governance Committee. The President will present any amendment(s) proposals that he receives at a special or the next scheduled Board meeting. The proposal must receive a two-thirds (2/3) vote of all board members in office in order to be enacted

Personal pronoun references throughout these By-Laws have not been used to distinguish between masculine and feminine individuals. Where a reference is made to "his" role, authority or privilege, such reference in fact pertains to both men and women equally, without discrimination

Originally adopted: _____, 2011