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**Subject:** **Governance By-Laws**

## ***Proposed By-Laws for Camp Ramah in the Berkshires***

### **I) Camp Leadership Structure**

Camp leadership will consist of a body of up to 60 members consisting of:

#### **1. Advisory Council of up to 24 members (8 per staggered 3 year terms)**

Chaired by the Chairman (Immediate Past President) who would bring advisory feedback on issues to Board from the Council

Ex officio members to include representatives of arms of the Conservative Movement - USCJ regions, Mens Club regions, Womens League, RA, CA as designated by the president (appointed by each group's director with approval of the Camp president)

#### **2. Board of Trustees of up to 36 (voting) members chaired by the President consisting of:**

a. Up to 18 Board members (6 per staggered 3 year terms)

b. Honorary Board - consisting of up to 7 members including

- Current Honorary Chair (Saul Shapiro who is also represented on the Executive Committee),
- Current Honorary President (Charlie Mann)
- Current Honorary Vice-Presidents (Jim Schlesinger, Pat Davidson and Pauline Siegel).
- The current Honorary Chair and VPs will retain their life time appointments. The other members of the Honorary Board will be (re)appointed each year by the President (may be Past Presidents and any other individual deemed appropriate) upon approval of the executive committee

#### **c. Executive Committee - consisting of up to 10 officers and the Honorary Chair**

The ten officers would include:

- Chairman (Immediate Past President)
- President
- Senior Vice President (President-Elect)

- Financial Vice-President
- 4 Vice Presidents (recommended major committee chairs for 2-3 of VPs)
- Treasurer
- Secretary

(There would be an implied succession track of Senior VP to President to Chairman and two implied succession tracks to Senior VP - from regular VP or from financial VP. and an implied succession of secretary to a VP and treasurer to financial VP)

Camp Director would be ex-officio member of executive committee

d. **Alumni Association Representative (appointed by alumni association president)**

e. **Ex-officio non-voting members of Board to include:**

- Director Emeritus
- Associate Director
- Business Manager
- Development Director
- Alumni Association President

## II) Meeting Schedule, Voting, Quorums and Elections

1. **Suggested Meeting schedule would be as follows:**

**October-Exec**

November –Board

**December- Exec**

January-Board

**February - Advisory Council**

**March-Exec**

April-Board

**May-Exec**

**July-Exec**

August summer meeting would consist of both a board meeting in the AM and a combined board/advisory council after lunch.

2. **Quorum for Votes at Board Meetings**

20 Board members must be present in total consisting of:

- Minimum of 6 Executive Committee members
- Minimum of 14 non-Executive Board members present

Meetings (and votes) by phone conference or with the option of a phone call-in

set-up at meetings may be implemented at the discretion of the President. For time sensitive issues, an e-mail discussion and vote may take place at the discretion of the President with the approval of the members of the board. Proxies are not permissible for any meeting. (Board members must be participating in and hearing any discussion, whether in person, by phone hook-up, or by e-mail discussion)

### **3. Elections**

At the combined August meeting, elections would be held each year for any open positions for the executive committee, board and advisory council.

Nominations for those positions are presented by the governance committee at the April Board meeting, acting as a standing nominating committee.

Only the Board may add an alternative slate for election before presentation of the recommended slates to the full board/advisory council. 9 board members (one quarter of the board) would need to put forward an alternate slate at the summer meeting.

All positions would be voted upon by the board and advisory council at the joint meeting.

## **III) Term Limits, Replacements**

### **1. Term limits for the Council, Board and Executive Committee positions**

#### **Two term limit for**

- Advisory council members
- Board members
- Financial VP
- 4 Vice President positions
- Secretary
- Treasurer

Advisory council members after 2 terms may move up to the board

Board members after two terms may move up to officer positions

Secretary and Treasurer after two terms may move up to Financial VP or vice president

Financial VP and VPs after two terms can move up to Senior VP.

#### **One term limit for Senior VP, President and Chairman**

Senior VP, President and Chairman may serve more than one term only by approval of 2/3 of the Board (24 members)

One who is term limited off the Executive Committee or Board, may move to advisory council

### **2. Mid-term replacements are proposed by the Governance/Nominating**

## **Committee and approved by the Executive Committee.**

Any Partial term does not count towards term limits. Senior VP automatically replaces the President mid-term

## **IV) Governance Committee - 6 members consisting of**

1. Chairman (immediate Past president) who chairs the committee
2. Senior VP
3. One appointed executive committee member (by President)
4. Two elected Board members (by the Board)
5. Alumni Association board member (appointed by Alumni Assoc Pres with consultation and approval of the President)

## **Transition Stage**

(not for by-laws but a process to guide an orderly transition from current by-laws to proposed by-laws)

## **Modifications to proposed procedure for this year's nominations only:**

1) All Officers - one year term (as opposed to usual three year - as current president has one more year in term and exec members need to be in synch)  
Any officer who has served a minimum of three years by the next election (at the end of this one year term) will be considered as having served one term of their term limits.

## **2) Board members:**

- 6 for full 3 years
- 6 for two year term (one-time)
- 6 for one year term (one-time)

(since nominating a new group of 18 at once and we want the staggered terms in effect).

Any board member who has served a minimum of three years by the next election (after this new term) will be considered as having served one term of their term limits.

## **3) Advisory Council**

- Nominate now only one group of 8 for usual 3 year term
- Nominate another group of 8 next year for three year term
- Nominate the final group of 8 in 2 years for three year term  
(To build up advisory council over two year period) .

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