

NON-PROFIT BYLAWS

THE GSC – GIVAT SHMUEL COMMUNITY (R.A.)

This edition of the non-profit bylaws, prepared for the convenience of English-speaking readers, is a translation of the Hebrew original. In the event of any conflict, the Hebrew version shall prevail.

ARTICLE I: MEMBERSHIP

1. Membership Eligibility

- (A) The founders of the nonprofit are members of the Organization from the date of the nonprofit's registration in the "Pinkas Ha'amutot."
- (B) One who wishes to become a member of the Organization shall submit a request to the Board to that effect, using the following language:
"I (Name, Address, and ID number) request to be a to be a member of the Organization (organization name). I am aware of the Organization's goals and bylaws. If accepted as a member, I pledge to uphold all provisions and the decisions of the General Assembly."
- (C) Decisions on the admission of an applicant as an Organization member is made by the Board. If the Board refuses membership to an applicant, he may appeal the decision before the next General Assembly.

2. Rights and Responsibilities of Members

- (A) A member of the Organization is entitled to attend and vote at any General Assembly and will have a single voice for each vote; He is entitled to vote and be elected to the Executive Board or the Audit Committee.
- (B) A member of the Organization is entitled to participate in its activities and benefit from its services.
- (C) The board, with the approval of the General Assembly, may set membership dues of which will be obligatory for all members.

3. Membership Termination

- (A) Membership to the Organization will be terminated in the event of:
 - (1) The member's death; if the member is an organization, in its dissolution.
 - (2) The member's resignation; written notice of resignation shall be submitted to the Board 30 days in advance.
 - (3) Expulsion from the Organization.
- (B) The General Assembly may, at the suggestion of the Board, expel a member from the association for the following reasons:
 - (1) The member has not paid his membership dues to the Organization.
 - (2) The member does not comply with the Bylaws regulations or resolutions of the General Assembly.

- (3) The member acts contrary to the purposes of the Organization.
- (4) The member is convicted of an offense involving moral turpitude.
- (C) The Board shall not propose to expel a member from the Organization to the General Assembly unless he has been given a proper opportunity to state his case to it, and for no reasons other than those stated in Paragraphs B (1), (2) or (3), but rather has warned the member and gave him a reasonable time to remedy the fault.

4. Notification of Members

- (A) Organization messages designated to all members of the Organization shall be sent via the electronic mailing list of the Organization, and be published on the Organization's website.
- (B) An invitation, request, warning or other notification intended for an individual member will be personally delivered to him in writing, sent by postal mail, or sent to his email address, listed in the Register of Members.
- (C) At a member's request in writing or by email, the Organization shall change his listed address and/or his email address listed in the Register of Members.

5. Conflict of Interest

- (A) The members of the Organization must avoid conflicts of interest, either actual or potential, fulfill the Organization's policy concerning conflicts of interest, and safeguard the Organization's interests, ability to function, and status, in regards to both current and future operations.
- (B) A member who has a potential or actual conflict of interest, or a personal or business interest, directly or indirectly, concerning either existing or proposed activities of the Organization, shall disclose it, without delay, in a statement to the Executive Board which details the nature of the personal or business interest, or conflict of interest, via the methods outlined in Article I, Section 4. Additionally, in this situation the member will refrain from participating and voting on the matter, and refrain from any activity related or associated to the matter.
- (C) Notwithstanding the above, the Board may approve the member's involvement in the activity with which he has a personal or business interest, on condition that the member disclosed to the Board the nature of his interest, as outlined in Section 5 (B), and the present Board members who have no personal or business interest, unanimously vote that his participation in the activities or vote related to the topic does not impair the best interests of the Organization.
- (D) The Executive Board may itself determine that a conflict of interest exists, and remove a member's right to vote on the subject by a majority vote, excluding the member in question.

ARTICLE II: GENERAL ASSEMBLY

6. Role of the Standard General Assembly

The Standard General Assembly shall hear the Organization's activities in the past

period, and the Organization's work plan and activities for the near future, by relevant representatives and/or the Executive Chair.

7. Role of the Annual General Assembly

The Annual General Assembly shall hear reports and discuss the actions of the Executive Board and the Audit committee, discuss and approve the Financial Report submitted by the Board, and choose the Board and the Audit Committee.

8. Time and Place

The date, hour, and location of the General Assembly shall be determined by the Board.

9. Invitation

- (A) The General Assembly shall be convened by notice to every member at least ten days in advance, and specify the date, time, place, and agenda of the Assembly.
- (B) Topics for discussion will be specified and sent to members of the Organization via the communication methods specified in Article I Section 4, up to 48 hours before the date of the Assembly. The Assembly will be allowed to discuss issues not set in the agenda if all the members present at that Assembly agree, so long that no decision is reached on these matters.
- (C) If a member is unable to participate in the General Assembly, he shall notify the Secretary up to 72 hours before the date via one of the methods specified in Article I Section 4, unless his participation is impossible due to unforeseen circumstances outside his control (e.g. illness, sudden death of a relative, traffic accident, etc.). A member of the Organization may choose another member to act on his behalf and empower him to participate and vote on his behalf for that General Assembly, if he reports it to the Secretary in that notification. The representative shall have proxy status only for items included on the Agenda.

10. Quorum

- (A) The General Assembly shall not commence unless a minimum of one-quarter of the Organization's members are in attendance. If a quorum is present at the start of the Assembly, it may continue its deliberations and decisions even if the number of attendants decreases.
- (B) If a quorum is not established within an hour of the time specified in the invitation, the Assembly shall be adjourned one week for the same time and place, without the need for another invitation, and at this delayed Assembly attendees will be able to deliberate and discuss, regardless of the number of attendees.
- (C) A Standard General Assembly of the Organization may take place via electronic means (such as video or web conferencing), when all members of the Assembly are able to see and hear each other simultaneously. Electronic Assemblies shall be convened in accordance with Sections 8 and 9. An Annual General Assembly shall not be held via electronic means. All this is in accordance to Article 22(B) of the Law.

11. **Resolutions**

General Assembly resolutions shall be adopted by a majority of those voting, unless the law or these bylaws require a different majority. If votes are tied, it will be determined by the Executive Chair.

ARTICLE III: THE BOARD

12. **Membership**

- (A) The number of Executive Board members shall be an odd number, no less than three.
- (B) The board shall consist of members appointed by the General Assembly to the functions listed in Article III Section 13.
- (C) The General Assembly may elect additional members of the Organization to the Executive Board in order to ensure an odd-number of board members, or for others reasons with the Board's suggestion.
- (D) The number of Board members shall not exceed the number of positions on the Board plus four.

13. **Functions and Duties**

- (A) **Role of the Executive Chair of the Organization:**
 - (1) Participating in the Organization's important events, as defined by the Board.
 - (2) Attending at all Board meetings and General Assemblies.
 - (3) Responsible for developing long-term strategy based on the goals of the Organization, and coordinating its execution with the Action Committees.
 - (4) Supervising member recruitment and training, and consultation with members on their roles, to help evaluate performance.
 - (5) Ensuring the implementation of Board and Organization decisions.
 - (6) Assisting the Secretary of the Organization in preparing the Agenda and materials for Board meetings and General Assemblies.
 - (7) Supervising fundraising efforts.
 - (8) Managing inter-organization communication and expanding external organizational partnerships.
 - (9) Coordinating with the Organization's committees, and providing a periodic summary of the Organization's activities.
- (B) **Role of the Secretary of the Organization:**
 - (1) Attending at all Board meetings and General Assemblies.
 - (2) Ensuring the accuracy of the Organization's records, and meeting minutes.
 - (3) Acting as Executive Chair of the Organization in his absence.
 - (4) Providing notification of meeting and General Assembly meetings, and the materials needed for their establishment, via the communication methods specified in Article I Section 4.
 - (5) Keeping and maintaining a calendar of all of the Organization's meetings and activities.
- (C) **Role of the Treasurer of the Organization:**
 - (1) Participating in all Board meetings.
 - (2) Managing budgets for all Organization activities.
 - (3) Preparing budget requests, for invoice to the Organization's partners and donors.
 - (4) Actively managing and tracking all assets and finances of the Organization.

(5) Preparing and presenting budget and financial reports to the Board for approval.

(D) Role of the Action Committee Chairs:

- (1) Participating in the Organization's important events, as defined by the Board.
- (2) Creating and managing a yearly calendar of the Committee's activities, in relative to long-term strategy and budget constraints, as approved by the Board.
- (3) Overseeing the budget and logistics of individual events.
- (4) Overseeing the orientation and performance of Committee members, in cooperation with the Executive Chair.
- (5) Managing communication between Committee members, and providing periodic updates on Action Committee activities to the Executive Board and Executive Chair.
- (6) Marketing Action Committee activities, in coordination with the Head of the Communication Team.

(E) Role of the Head of the Communication Team

- (1) Participating in all Board meetings.
- (2) Managing the development, implementation, and evaluation of an annual communication plan, in collaboration with the Board.
- (3) Managing the development, distribution, and maintenance of all print and electronic resources, including newsletters, booklets, and the website.
- (4) Coordinating website maintenance and social management, and ensuring new and consistent information is published and updated regularly.

(F) With the approval of the General Assembly, a member of the Organization may be elected to serve in up to two different positions. The Executive Chair shall not serve in any analogous role in the Organization, and the Treasurer will not as any of the Action Committee chairs.

14. Role of the Organization's Director

- (A) The Executive Board may choose to hire a Director for the Organization, who will serve as a "member without voting rights", on the Executive Board.
- (B) The functions and duties of the Organization's Director shall be defined by the Executive Board, and may include other duties that are otherwise under the purview of one of the Board members, as outlined in Section 13.

15. Term of Office

- (A) The Board will serve from its appointment by the General Assembly, until another General Assembly elects a new Board; the outgoing Board member can be elected to the new Board. An appointment shall last a maximum of 4 years.
- (B) A Board member may resign from the Board by print notice to the Board; A Board member shall cease to serve if declared legally incompetent or bankrupt.

16. Board Vacancies

- (A) If a position of a board member becomes vacant, the remaining members or member may appoint another member of the Organization to serve as a Board member until an upcoming General Assembly, until this appointment the remaining members will continue to serve as the Board.

(B) If a member of the Board is unable to perform his duties, the remaining members may appoint another member of the Organization to serve until he can return to fulfill his duties.

17. Board Meetings

(A) The board may regulate the dates of its meetings for itself.

(B) If a quorum is not established within 30 minutes of the start of the meeting, the present members will determine a new meeting date to be held within two weeks of the original meeting.

18. Resolutions

Board resolutions shall be accepted by a majority of votes; in a tie, the proposal is not accepted. Unanimous decisions may be adopted outside a Board meeting.

19. Minutes

The Board shall keep minutes of all its meetings and resolutions. The minutes of all open meetings held by the Board shall be delivered to Organization members via the communication methods specified in Article I Section 4.

20. Right of Representation

The Board may authorize two or more of its members to sign on behalf of the Organization for documents that may require a signature, and perform acts that are within its authority in its name.

ARTICLE IV: AUDIT COMMITTEE

21. The General Assembly shall appoint an Audit Committee and/or regulatory body, as defined by the Law of Associations – 1980.

22. The number of members on the Audit Committee shall be at least 2. No person shall serve on the Audit Committee or as the regulatory body as long as he is a member of the Board.

23. Applicability of Provisions

Regulations 15-20 shall apply, mutatis mutandis, to the Audit Committee.

ARTICLE V: ACTION COMMITTEES

24. Action Committees may be created as needed by the Organization, subject to its goals, by a vote of the Executive Board.

25. All Action Committees shall include at least two members, one of them the Committee Chair, as elected by the General Assembly. An interim Committee Chair shall be elected by the Executive Committee until the next General Assembly. The responsibilities of the Committee Chair are outlined above, in Article III, Paragraph 13 (D). Committees which consist not just of members of the Executive Board, may solely make suggestions and not make decisions about the Organization's management.

ARTICLE VI: MEETING PROTOCOL

26. Meeting Agenda

- (A) Establishment of a quorum and start of the meeting by Executive Chair.
- (B) Approval of Consent Agenda.
- (C) Reports
- (D) Unfinished Business
- (E) New Issues
- (F) Comments and Questions
- (G) Concluding Remarks and Adjournment

27. Procedure for Consent Agenda

- (A) The Executive Chair shall place on the Consent Agenda items requiring resolution that are not expected to require discussion, and expected to receive unanimous consent of members.
- (B) All materials related to the topics on the Agenda shall be submitted to members at least 3 days before the meeting.
- (C) At the start of the Agenda, a member may oppose the inclusion of any issue on the agenda. Upon opposition, the issue will be moved from the Consent Agenda to the appropriate category later on the meeting agenda. Removing an item under opposition is not subject to debate.
- (D) After topics have been removed from the agenda, a single vote will approve all remaining matters on the Consent Agenda.

ARTICLE VII: ASSETS AFTER LIQUIDATION

28. Transfer of Surplus Assets

In the event that the Organization is dissolved and assets remain after fully repaying assets, these assets will be transferred to another organization with similar goals.