The following commentary presents all the major changes being proposed to the Beit Am bylaws. The changes are arranged by topic. The current Beit Am bylaws are posted at: beitam.org/by-laws

The text for the proposed bylaws is at: Beitam.org/bylaws (no dash!)

Topical list of proposed changes:
• Reorganization
• Policies
• Electronic Communication, Recordkeeping, and Meeting Participation
• Membership and Dues
• Role of the Past President
• Delegation of Beit Midrash Hiring
• Deletion of Hadassah and Hillel Representatives
• Role of Executive Committee
• Eligibility to become a Board Officer
• Change Term Limits for Directors from two terms to three terms
• Establish Term Limits for Board Officers
• Removal of a Board Director
• Filling a Vacant Position on the Board of Directors
• Remove Beit Am Seal

Update: changes made as a result of the Sept. 2016 membership review:
• Executive Committee
• Special Meetings

Reorganization

Proposal: Reorganize various sections.

Rationale: The current organization of the bylaws is a bit haphazard and makes it difficult to find certain rules. The proposed reorganization is more logical, and sections that closely relate are now sequential or combined. For example, “Membership Meetings” now follows “Membership, Dues and Privileges”. The revised “Board of Directors” Article now includes sections that are currently elsewhere, such as paragraphs dealing with nominations of board members, and this Article is now followed by “Board of Directors Meetings”.

Current bylaws: Article IV through end
Proposed bylaws: Article IV through end

Policies

Proposal: Add a new provision governing the procedure for changing Beit Am policies. The process would require an initial vote by the Board, followed by solicitation of comments from the membership, and then a final Board vote requiring 2/3 majority after consideration of the comments.
Rationale: Beit Am has several policies in place, including use of the building, email voting, privacy, Torah transportation, and working on holidays. Currently, there are no guidelines for revising these policies or adopting new ones. Since policies can have a great impact on operations and practices at Beit Am, a procedure should be established that (1) clarifies that the board must vote to add or change policies, (2) sets the bar high for adding or changing policies, and (3) involves the membership in the process.

Current bylaws: N/A
Proposed bylaws: Article X

**Electronic Communication, Recordkeeping, and Meeting Participation**

Proposal: Whenever notification of members is required by the bylaws, allow for electronic notification (e.g., email) as an alternative to written communication. Allow the Treasurer to keep financial records in suitable electronic form. Authorize the Board to adopt policies which permit Directors to participate in meetings by telecommunication or electronic means.

Rationale: Current Beit Am bylaws are either silent on the use of electronic record keeping and communications or exclude it. Electronic record keeping and communications are in common use and can make Beit Am operations more efficient and more timely. Thus, we have proposed a number or revisions to allow for the appropriate use of these vital tools.

Current bylaws: Article IV, section 3; Art XIII, sec. 4; Art. XIII
Proposed bylaws: Article IV, section 3

**Membership and Dues**

Proposal: Refines the definition of membership for the purposes of voting.

Rationale: The existing Beit Am bylaws left it to the Board of Directors to determine criteria for membership and did not distinguish between individual or household membership for purposes of voting. The proposed revision introduces into the bylaws a broad criterion for membership that in particular anticipates (and in fact, welcomes) the participation of non-Jewish spouses and interested individuals in Beit Am activities. It also defines what constitutes an individual membership and a household membership for purposes of voting.

Current bylaws: ARTICLE III
Proposed bylaws: ARTICLE III

**Role of the Past President**

Proposal: The addition of two specific roles for the Past President: 1) parliamentarian and 2) chair of the New Board Nominating Committee.

Rationale: The Past President is an ex officio member of the Board, yet has no identified role in the current bylaws. The review committee found that it is common in similarly structured boards to assign these two specific roles to the past president. The past president is uniquely qualified to draw on the experience and knowledge gained from previous board leadership.

1) Parliamentarian: There should be at least one person on the board who is familiar with Roberts Rules of Order, the Beit Am Bylaws, electronic voting rules, and other rules and
procedures the Board uses. A newly designated position of Parliamentarian will fill this role and answer questions of procedure as they arise. The past president is an ideal candidate because of the accumulated experience of having been a board member and implementing the rules while president.

2) Chair of the New Board Nominating Committee: By virtue of having served as president, the past president is a logical choice to serve on the nominating committee. The past president brings familiarity with each board’s dynamics, demographic balance, strengths and weaknesses, and knowledge of previous new board nominating committees’ work. Moreover, the past president can provide useful insight, leadership, and continuity to the committee’s work.

Current bylaws: Article IV, Section 1. d. and Article X, Section 2.
Proposed bylaws: Article V, Section 3. a. and Article IX, Section 2.

Delegation of Beit Midrash Hiring

Proposal: Add a clause to allow the board to delegate its authority to employ Beit Midrash teachers and aides.

Rationale: Under current bylaws, only the Board is authorized to hire Beit Am personnel. In practice, however, teachers and aides for Beit Midrash have been hired by staff associated with Beit Midrash, most recently, the Director of Education. Technically, this practice violates the current bylaws. The proposed change in the bylaws will allow Beit Midrash to continue being responsible for hiring its teachers and aides, but it does require the Board to specifically delegate this hiring authority to a particular person.

Current bylaws: Article XI
Proposed bylaws: Article V, section 7

Deletion of Hadassah and Hillel Representatives

Proposal: Remove paragraphs Article IV, Section 1, paragraphs b. & c. that specify board member representatives, with full voting rights, from Hadassah and from Hillel.

Rationale: While the other 10 members of the board are elected by Beit Am members, these two members are selected by the partner organizations they represent. They have full voting privileges and are not bound by term limits. When Beit Am was founded, Hadassah and Hillel were the dominant Jewish organizations but over time, the balance has shifted and neither organization has the organizational weight they once had. Hillel has not filled its seat on the board for a number of years. Until this year Hadassah has filled its position, but since the Corvallis chapter is officially inactive and without a governing board, it no longer has a mechanism to select a board representative.

A large group of members previously involved in Hadassah and Hillel were contacted by email to solicit opinions regarding the liaison positions. Those who responded concurred with the decision to remove these positions.

Current bylaws: Article IV, Section 1. Paragraphs b. & c.
Proposed bylaws: N/A

Role of Executive Committee
Proposal: Specifies the role of the Executive Committee and increases its authority to act in emergencies.

Rationale: The role of the Executive Committee is considerable but ambiguous in the current bylaws. The current situation allows for decisions by the Executive Committee to be overturned, even if already implemented. The proposed language rectifies the situation by making certain executive committee decisions binding. Consequent with this responsibility, the threshold for serving as an officer has been increased.

Current bylaws: Article X, Section 1
Proposed bylaws: Article IX, Section 1

Eligibility to become a Board Officer

Proposal: Introduces the requirement that a Board Officer must have served a minimum of one year as a board member within the last 12 years to become a Board Officer. This requirement has been removed because of member feedback.

Rationale: The role of Board Officer is one with added responsibility while being a Board Member. Being on the Beit Am Board for one year prior to becoming an officer will ensure that the new officer is familiar with Beit Am operations and culture, has demonstrated an ability to work effectively as a board member, has developed positive working relationships with other Board members, and is willing to advocate for the Beit Am mission.

Change Term Limits for Directors from two terms to three terms

Proposal: Change the term limits for Directors from 2 to 3, and simplify some language.

Rationale: A term on the board is two years. Having term limits protects the vitality of the organization by involving many members in the governance and responsibility of Beit Am operations. A 2 term limit allows a person to serve essentially 4 consecutive years as a director. As Beit Am has grown, the task of being on the board has become more complex, and directors gain valuable insight and experience in managing Beit Am over time. We have experienced cases where a dedicated board member has risen in a few years to become President and then forced to leave the board by the current term limits. By increasing the term limits for a director to 3 terms, we will be better able to take advantage of experienced directors staying on for years 5 and 6, while retaining the value of refreshing the board with term limits.

Current bylaws: Article IV, section 3, paragraph b
Proposed bylaws: Article V, section 4, paragraph b

Establish Term Limits for Board Officers

Proposal: Establish term limits for Board officers. Officers of the Board are the President, Vice President, Treasurer, and Secretary. Currently officers serve one year terms, with any director being eligible to be an officer. This proposal would establish a term limit of 2 terms (effectively 2 years) for President, Vice President and Secretary, while the Treasurer would have a four term limit (effectively 4 years). Note that the proposed change would allow an officer to take a different officer position after reaching the term limits in one position.

Rationale: As described in the section above, these proposed bylaws will increase terms limits for all board members (Directors) from 2 terms (4 years) to 3 terms (6 years). This expanded time as a
board member could result in one person being an elected Officer for an equally long period of time. This proposed increase in board member terms drives the need for new term limits for Officers to ensure that the officer positions will be refreshed sufficient to maintain the vitality of the organization. A longer term is permitted for the Treasurer because of the higher learning curve involved with the position, and in fact, the proposal of a 4 year limit for Treasurer is the same as the current situation which limits all board members to 4 years as a Director. Note that rarely have Beit Am Presidents held that office for more than 2 consecutive years.

Current bylaws: Article VII, section 4
Proposed bylaws: Article VII, section 3

**Removal of a Board Director**

Proposal: Change the procedure for removal of a Board Director.

Rationale: Current bylaws authorize removal of a director only for absences at board meeting. This is a silly requirement. This would not allow a director to be removed for cause. The proposal allows for greater discretion in the unfortunate event that a Director needs to be removed from the Board; and requires a vote of two thirds of the entire board.

Current bylaws: Article IV, Section 3, paragraph c
Proposed bylaws: Article V, Section 8

**Filling a Vacant Position on the Board of Directors**

Proposal: Introduces requirement that a vacant Board of Directors position be filled swiftly.

Rationale: Currently there is no requirement to fill a vacancy on the board within a specified time frame. Vacancies on the board have presented an obstacle to management.

Current bylaws: Article VII, Section 4
Proposed bylaws: Article V, Section 9

**Remove Beit Am seal**

Proposal: Remove section describing the Beit Am corporate seal

Rationale: Corporate seals can be used to authenticate documents and contracts. This language was written into the Beit Am bylaws in the 1970’s before personal computers had been invented. Beit Am has not used a corporate seal in buying a house or property, or in any of our dealings. The seal is not a required corporate tool. Since we do not use a seal, and likely none of us could find a Beit Am seal in an easy fashion, it is best to simply remove this section from the bylaws.

Current bylaws: Article XIII
Proposed bylaws: NA
Updates after September Membership review:

**Executive Committee:**

**Proposal:** Revise the composition of the Executive Committee. Instead of consisting of the four officers of Beit Am, membership of the Executive Committee would now include the President, Vice President, and two other members of the Board of Directors, to be nominated by the President and elected by the Board.

**Rationale:** In the first draft proposal, the Bylaws Committee introduced a requirement that a Board Officer must have served a minimum of one year as a Board member within the last 12 years to become a Board Officer. The rationale for this change was in large part due to the added responsibilities of the Executive Committee proposed by these bylaws, of which all Officers were automatic members. The Bylaws Committee felt that being on the Beit Am Board for one year prior to becoming an officer would ensure that the new officer was familiar with Beit Am operations and culture, had demonstrated an ability to work effectively as a Board member, had developed positive working relationships with other Board members, and was willing to advocate for the Beit Am mission. When the Bylaws Committee presented the proposed changes at the September 25 Beit Am meeting, several people expressed concern about this new prerequisite, particularly in the case of Treasurer. The Treasurer position may be difficult to fill because it requires a more specific skill set than other Officer positions, and some members were concerned about putting an obstacle in the path of someone who was a good fit for the position and may not have had prior board experience. Similarly, a person willing to take on the minutes-taking role of Secretary, may be new to the Board.

The new proposed revision to the Executive Committee satisfies both concerns. The one year prerequisite to be a Board Officer has been eliminated, but the Treasurer and Secretary will no longer be automatic members of the Executive Committee. They may, however, still become members of the Executive Committee if they are voted to the position.

Current bylaws: Article X, section 1
Proposed bylaws: Article IX, section 1

**Special Meetings**

**Proposal:** Change the way that members can call a Special Meeting of the membership. Current bylaws allow a Special meeting to be called by 25% of the membership of Beit Am. The proposed revision replaces the percentage requirement with a fixed number, allowing 36 members to call a meeting. It also requires that these members sign, date, and deliver to the Secretary a written petition stating the purpose of the meeting.

**Rationale:** If a group of members wants to call a Special Meeting, someone would first need to determine the total number of Beit Am members in order to calculate the 25% requirement. That would be a time-consuming task which would require a determination of how many members are in each household and an inquiry into which members are current with dues. Replacing the percentage with a fixed number eliminates this complication. The additional language describing a petition process is proposed because no current process exists.

Current bylaws: Article V, section 2
Proposed bylaws: Article IV, section 2