

CONSTITUTION AND BY-LAWS
-OF-
AMERICAN ZIONIST MOVEMENT, INC.

As approved at the Assembly of the AMERICAN ZIONIST MOVEMENT ("AZM") in Miami on January 31, 1993; in Boca Raton on December 20, 1995, in Washington D.C. on June 14, 1998, in New York City on February 5, 2003, in Washington, DC on September 14, 2003; in Newark, NJ on October 22, 2007; in New York City on December 7, 2014; in New York City on December 5, 2016; in New York City on March 11, 2019; and by the AZM National Board at virtual meetings duly convened on February 24, 2021 and October 24, 2022; and March 20, 2023 in New York City and virtually.

ARTICLE I
NAME

Section 1: The name of this corporation is AMERICAN ZIONIST MOVEMENT, and throughout this Constitution shall be referred to as the "AMERICAN ZIONIST MOVEMENT" (AZM).

ARTICLE II
OFFICES AND AZM LOCAL AND/OR REGIONAL GROUPINGS

Section 1: The principal office of the AMERICAN ZIONIST MOVEMENT shall be located in the City of New York. The AMERICAN ZIONIST MOVEMENT may have other offices, either within or without the State of New York, as the National Board may from time to time determine.

Section 2: The AMERICAN ZIONIST MOVEMENT may establish AZM Local and/or Regional Groupings in cities or regions in the United States, as the National Board may from time to time determine.

ARTICLE III
OBJECTIVES, PRINCIPLES AND PURPOSES OF THE
AMERICAN ZIONIST MOVEMENT

Section 1: The purposes of the AMERICAN ZIONIST MOVEMENT are:

- A. To motivate American Jews to accept the Zionist principles that the Jews the world over are one people, united by a common history, heritage, and destiny, with Israel as the center of Jewish life everywhere;
- B. To foster Zionist and Jewish ideals among Jews in the United States and engage in activities on behalf of the Zionist Movement in the United States;
- C. To interpret the history, social and cultural life, achievements and problems of American Jewry and Zionism to Jewish communities throughout the world;
- D. To collect and disseminate such information as may help safeguard the State of Israel and protect Jewish rights everywhere;
- E. To consider Aliyah as the highest expression of Zionist commitment and to work

- with agencies which assist Jews to settle in Israel;
- F. To encourage the development of institutions and data for education in Zionism, Judaism, Hebrew and the culture of the Jewish people;
- G. To promote research, study, and discussions of Zionist ideas and aims;
- H. To foster and support programs which will involve American Jewish youth in Zionist activities, and to encourage their participation in the work of the AMERICAN ZIONIST MOVEMENT, nationally and locally;
- I. To further the efforts of the Jewish Federations of North America, the United Israel Appeal, the Jewish National Fund, Jewish Agency for Israel and other fundraising agencies supporting Jewish Zionist education and youth programs and advancing Jewish welfare.

Section 2: Subject to the limitations of Article VI, Section 6, the AMERICAN ZIONIST MOVEMENT speaks and acts for the unified Zionist movement in the United States.

Section 3: The AMERICAN ZIONIST MOVEMENT is the Zionist Federation affiliated with the World Zionist Organization that acts in the United States. In the event there is a question of conflict between the terms of the AZM Constitution and its regulations, and the Constitution and the regulations of the World Zionist Organization, that cannot be resolved with WZO, AZM shall apply and interpret its Constitution and regulations to conform to all mandatory obligations established by the WZO.

ARTICLE IV

MEMBERS AND MEMBERSHIP PROCESS

Section 1: The membership of, eligibility for, and process for gaining membership in, the AMERICAN ZIONIST MOVEMENT shall be in accordance with this Article. The American Zionist Movement consists of (1) Organizational Members and (2) Individual Members.

(a) Any organizations seeking membership shall (and be required, as applicable, to):

(i) apply for membership and provide all required information in accordance with the procedures of the AZM Permanent Membership Committee, as referenced in Section 3 of this Article, adopted by the AZM Cabinet;

(ii) accept the Jerusalem Program of the World Zionist Organization;

(iii) accept the AZM Constitution and its regulations;

(iv) agree to fulfill the financial obligations established by the AZM committee on Dues and Tier Structure, as referenced in Section 4 of this Article, and approved by the AZM National Board applicable to their membership category;

(v) be authorized by their officers, executive committee or similar governing body to apply for membership and make the representations and agreements required by this Article;

(vi) be established and operate as a legally recognized, United States not-for-profit entity

(vii) agree to have, and maintain, (a) a method of electing its governing body that is consistent with accepted democratic principles; (b) a policy that it will adhere to peaceable, democratic means for the achievement of its goals and acknowledges that Zionism encompasses a broad range of approaches and philosophies within the Jerusalem Program; (c) a policy prohibiting unlawful discrimination based on origin, nationality, race, age, sexual orientation and gender, recognizing the right of private organizations in the Zionist Movement to organize and focus their activities on men, women, Jewish identity, age and/or streams of Jewish religious practice consistent with the organization's historic practice; and (d) acknowledging that the organization does not engage in or support activities that are plainly inconsistent with its membership commitments described in this Article,

and have been duly admitted by decision of the National Board, following review by the AZM Membership Committee and recommendation of the Cabinet.

(b) All individuals applying to be a member of the American Zionist Movement are required to:

(i) apply for membership and provide all required information, in accordance with the procedures of the AZM Membership Committee adopted by the AZM Cabinet approved by the National Board;

(ii) self-identify as Jewish and accept the Jerusalem Program of the World Zionist Organization;

(iii) accept the AZM Constitution and its regulations;

(iv) agree to fulfill the financial obligations established by the AZM committee on Dues and Tier Structure and approved by the AZM National Board applicable to their membership category;

Section 2:

(a) Subject to the provisions of Section 1(a) above, there are four categories of AZM Organizational Members as follows:

A. Constituent Member: Organizations Holding World Zionist Congress Mandates through United States Zionist Elections.

B. International Organization Member: Organizations that are designated as the United States "territorial branch" or chapter of Zionist International Organization recognized by the World Zionist Organization or of a Zionist World Union.

C. Associate Member: Other United States Jewish Organizations which promote the development, growth and support of Zionist principles and whose activities reach a meaningful portion of the American Jewish community.

D. Youth Organization Member:

1. US affiliates of world youth movements recognized by the WZO or the World Council of Zionist Youth Movements;
2. Other U.S. Jewish Zionist youth and student organizations which through impactful Zionist educational programming:
 - (a) promote the development, growth and support of Zionist activities and/or Zionist leadership among U.S. Jewish youth, and
 - (b) reach a meaningful number of and regionally diverse segment of U.S. Jewish youth, through their Zionist activities, and
 - (c) has leadership which includes meaningful youth representation, and
 - (d) has demonstrated organizational sustainability and/or the potential for significant growth, and
 - (e) has committed through its leadership to participate in and engage with the activities of the AZM
3. U.S. Jewish Zionist youth and student organizations not recommended for admission as members of AZM which have Zionist programming that is consistent with the goals of AZM may be recommended to be included in the American Zionist Youth Council.

that have been duly admitted by decision of the National Board, following review by the AZM Membership Committee and recommendation of the Cabinet

b) The additional rights and responsibilities of all categories of organizational membership are as provided for in this Constitution and as to be determined from time to time by the Membership Committee and the Committee on Dues and Tiers Structure, subject to recommendation by the Cabinet and approval by the National Board.

Section 3: The Membership Committee of the AZM shall consist of a Chair and no less than eight (8) nor more than fourteen (14) members all designated by the President and approved by the Cabinet, with the objective of including a wide spectrum of AZM Organizational Members and philosophies in its composition. The Membership Committee shall be a permanent committee and shall review applications and present its recommendations to the Cabinet. Whenever there are questions concerning an application not answered by written submissions, or on request of the applicant, the applicant shall be invited to discuss the application directly with the Membership Committee before a recommendation is voted upon.

Section 4: The AZM Committee on Dues and Tier Structure shall be a permanent committee chaired by the AZM Treasurer, with members designated by the President and approved by the Cabinet. It shall propose rules and regulations governing the financial obligations of members and related matters (including those described in Article V, Section 1, below), which shall be presented for consent to the Cabinet and be subject to approval by the National Board.

Section 5: Zionist Membership Organizations shall require their local bodies to join and support any Local AMERICAN ZIONIST MOVEMENT Local and/or Regional Grouping in their respective communities or regions.

Section 6: The aggregate of voting representatives from an Organizational Member on governing bodies of the AMERICAN ZIONIST MOVEMENT and on the governing bodies of AZM Local and/or Regional Groupings., wherever such representation may be provided for hereunder or pursuant hereto, shall not exceed one third (1/3) of all voting members of such respective bodies.

ARTICLE V **RIGHTS AND DUTIES OF MEMBERS**

Section 1: All Organizational Members of the AMERICAN ZIONIST MOVEMENT shall have the same rights, privileges and duties, regardless of category of membership, except as is otherwise specifically provided in this Article or elsewhere in this Constitution.

Section 2: The AZM National Board, on recommendation of the Committee on Dues and Tier Structure and the Cabinet shall have the right, from time to time, to establish the amount of annual dues to be paid by each member. The amount of dues to be paid by a member of the AMERICAN ZIONIST MOVEMENT may vary as to members within the same category of membership as well as to the category of membership. Dues shall be billed and payable quarterly at the beginning of each quarter. A 5% penalty shall be added to dues past due beyond 90 days. This penalty shall be imposed each quarter for each quarter's dues that are late in payment. All penalties once imposed shall be considered part of the dues obligation of an organization and must be paid in full for an organization to be deemed "in good standing." Members failing to pay dues plus penalties for four consecutive quarters shall be deemed suspended.

Suspension of an organization from an AZM Local and/or Regional Groupings shall be by decision of the governing body of that Local or Regional Groupings but shall be in conformity with this Constitution and be subject to approval by the National Board.

Section 3: Upon suspension or withdrawal from membership by an Organizational Member or Individual Member, such member shall thereby cease to be entitled to any and all rights, interests and privileges of membership in the AMERICAN ZIONIST MOVEMENT and the World Zionist Organization.

Section 4: Any member, who withdraws from the AMERICAN ZIONIST MOVEMENT or is suspended, may be restored to full membership or reinstated upon such terms and conditions as may be fixed by the National Board.

Section 5: No member of the AMERICAN ZIONIST MOVEMENT shall have any right or interest in or to the property or assets of the AMERICAN ZIONIST MOVEMENT. All property and assets of the AMERICAN ZIONIST MOVEMENT shall be subject to the control, supervision and expenditure by the National Board. Should the AMERICAN ZIONIST MOVEMENT be liquidated,

dissolved or otherwise cease its activities, the property and assets of the AMERICAN ZIONIST MOVEMENT shall be distributed, in accordance with the direction of a majority of the then qualified and acting members of the National Board present at any meeting duly called for such purposes and without other affirmative action by the members, solely to religious, charitable or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 as they then existed or as they may hereafter be amended, subject to the approval of the Supreme Court of the State of New York.

Section 6: The organizational integrity, independence, and freedom of action and opinion of any organization shall not be altered or diminished by virtue of its being an Organizational Member of the AMERICAN ZIONIST MOVEMENT.

ARTICLE VI **REGULAR AND SPECIAL NATIONAL ASSEMBLY**

Section 1: Subject to the provisions of Article IX, the National Assembly shall be the highest governing body of the AMERICAN ZIONIST MOVEMENT. The number of delegates to the National Assembly and the composition thereof shall be in accordance with Article VII hereof.

Section 2: A Regular National Assembly of delegates shall be held biennially for the purposes set forth in Section 6 below. The Assembly shall be held at such time and place, either within or without the State of New York, as the National Board shall specify.

Section 3: A preliminary notice of any Regular or Special National Assembly shall be given to all Organizational Members not less than sixty (60) days prior to the first day of each Assembly; a final notice shall be given not less than ten (10) nor more than fifty (50) days prior to the first day of each such Assembly. Notices of special National Assemblies shall state the purposes thereof. All notices shall be deemed sufficiently given if in writing* and deposited in the U.S. mail, postage prepaid, addressed to the Organizational Members at their respective addresses appearing on the records of the AMERICAN ZIONIST MOVEMENT.

Section 4: At every National Assembly, whether Regular or Special, each delegate shall be entitled to one vote which shall be cast personally. In the event of death, incapacity, inability to attend the Assembly, or any other reason preventing any delegate from attending, the alternate of such delegate shall be entitled to vote in the name, place and stead of such delegate, but not otherwise.

Section 5: Except as otherwise required by law or by this Constitution, one-third of all delegates, duly accredited and registered in such manner as the National Board shall from time to time determine, shall constitute a quorum for the transaction of any and all business; but in any event shall not be less than the number of delegates entitled to cast 100 votes or one-tenth of the total number of votes entitled to be cast, whichever is lesser. If at any Assembly, whether Regular or Special, there shall be less than a quorum, a majority of the delegates present may adjourn the Assembly from time to time and the Assembly may be held as adjourned without further notice. Except as otherwise provided by law, at any Assembly of delegates at which a quorum is present, the affirmative vote of a majority of the delegates

present and voting shall be necessary and sufficient for the transaction of all business. Blank votes or abstentions shall not be counted in the number of votes cast.

*For the purposes of this document, “in writing” includes electronic mail

Section 6: Regular Assemblies shall be held for the purpose of electing the National Board, Officers, and members of the Tribunal; adopting programs and policies (including budget recommendations) of the AMERICAN ZIONIST MOVEMENT; removal from office of any director with or without cause; hearing and acting upon the reports and recommendations of the National Board, and for the transaction of such other business as shall properly come before the Assembly.

Section 7: All delegates who, when so assembled at any Assembly, whether Regular or Special, shall have and may exercise all the powers, rights and privileges of members at an annual meeting. When so exercising the powers, rights and privileges of members, such delegates shall be subject in all respects to the provisions of law governing members.

ARTICLE VII **DELEGATES TO NATIONAL ASSEMBLY**

Section 1: The National Assembly shall be composed of delegates from Organizational Members, and other Zionist Organizations as described in this article, or as determined by the National Board as set forth below.

Section 2: Each Organizational Member shall be entitled to that number of delegates as equals three times the number of their delegates to the AZM National Board.

Section 3: At least one-fifth of all delegates of each Zionist Membership Organization shall reside outside the Greater New York Metropolitan Area.

Section 4: Each Zionist Youth Organization shall be entitled to 5 delegates to the Assembly. The number of delegates of Associate Organizations shall be as determined by the National Board, but no fewer than 3 delegates.

Section 5: Unless otherwise determined by the National Board the total number of delegates provided for in Section 4, shall not exceed the number fixed in the aggregate for Organizational Members, which participate in the Zionist Congress.

Section 6: The Board shall determine the number of delegates to represent Individual Members affiliated with the AMERICAN ZIONIST MOVEMENT, and the manner of their selection.

Section 7:

(A) The number of delegates of each AZM Local and/or Regional Grouping shall be as determined by the National Board.

(B) In communities which do not have Local AMERICAN ZIONIST MOVEMENT Local and/or

Regional Grouping, the National Board, at its discretion, may determine that local Zionist organizations, shall be entitled to delegates in such numbers as the National Board determines.

(C) The National Board may designate and invite representatives of Jewish communal organizations to be present at any Regular or Special National Assembly, but such representatives shall not have the right to vote upon any matter.

Section 8: Each officer of the AMERICAN ZIONIST MOVEMENT shall be a delegate by virtue of holding office, but there shall be no resulting reduction in the number of delegates allocated to any Organizational Member with which such officer may be affiliated.

Section 9: There may be an alternate delegate for each delegate, except that there shall be no alternates for the delegates provided for in Section 7(A), 7(B) and 8 above.

ARTICLE VIII **ANNUAL MEETING OF MEMBERS**

An annual meeting of the members of the AMERICAN ZIONIST MOVEMENT for the purpose of electing the National Board, wherever required by law, shall be held at such time and place as the National Board may from time to time determine and specify in a written notice given to the Organizational Members and those entitled to delegates to a National Assembly. Such notice shall be given in the same manner as notice for a National Assembly. In years in which a National Assembly shall be held, such National Assembly shall constitute the annual meeting. At annual meetings, other than at National Assemblies, members may attend and vote in person or by proxy, in accordance with the New York laws regulating proxies in meetings of nonprofit corporations.

ARTICLE IX NATIONAL BOARD

Section 1: The business and affairs of the AMERICAN ZIONIST MOVEMENT shall be managed and directed by its National Board, consisting of not less than three (3) nor more than three hundred (300) persons, and until changed at any Regular or Special National Assembly, the National Board shall consist of the following (subject, however, to the Proviso set forth below):

- (A) All of the officers of the AMERICAN ZIONIST MOVEMENT;
- (B) President of each Organizational Member; or the President's designee;
- (C) The number of representatives of Organizational Members shall be in accordance with its applicable membership category and the recommendation of the Committee on Dues and Tier Structure that have been approved by the Cabinet and the National Board. PROVIDED HOWEVER, that upon withdrawal or suspension of an Organizational Member, those individuals chosen as its designees upon the National Board shall thereupon cease to be members of the National Board and the size of the National Board

shall be deemed changed accordingly, subject nevertheless to the powers of restoration or reinstatement as provided for in Article VI, Section 4.

- (D) Chairs of ad hoc committees;
- (E) No fewer than 5 representatives from AZM Local and/or Regional Groupings;
- (F) All members of WZO Inner or Expanded Executive, residing in the U.S.;
- (G) Immediate Past President;
- (H) Each Zionist Youth Organization shall be entitled to one representative on the National Board;
- (I) The President shall be authorized to designate up to three delegates at-large on the National Board upon approval of the National Board.

Section 2: All Past Presidents of the AMERICAN ZIONIST MOVEMENT, and Past Chairpersons of the WZO American-Section, shall be designated Honorary Life Presidents and shall be members of the National Board without a vote.

Section 3: Except as herein provided, each National Board Member (NBM) shall serve for a period of two (2) consecutive years and until a successor shall be duly designated and qualified at the next meeting of the National Board or Regular Annual Assembly. No NBM shall receive compensation for service on the National Board or on any committee.

Section 4: Any NBM may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

Section 5: If the office of any NBM designated by any Organizational Member becomes vacant, it shall designate any qualified person to fill such vacancy who shall hold office as National Board member for the unexpired term and until a successor shall be duly designated and qualified. Any other vacancy on the National Board shall be filled by the Board.

Section 6: No employee of the AMERICAN ZIONIST MOVEMENT shall serve as Chair or President of the AMERICAN ZIONIST MOVEMENT, except if at least two-thirds of the entire Board approves and contemporaneously documents the basis for their decision in writing.

ARTICLE X

MEETINGS OF THE NATIONAL BOARD

Section 1: A regular meeting of the National Board shall be held at least three times in every calendar year at such time and place as shall be specified by the Cabinet. Special meetings of the National Board shall be held at any time when 20 members thereof shall so request in writing, or as may be authorized by the Cabinet. All special meetings of the Board shall be subject to at least fifteen (15) days written notice given to each NBM. Any director may waive any notice required to be given to him by law or under this Constitution and may waive notice of any meeting by written waiver either before, at, or after the event for which notice is required.

Section 2: Except as otherwise provided by law or this Constitution, one-third of the entire National Board shall constitute a quorum for the transaction of any business at any meeting

thereof. Except as otherwise provided by law or by this Constitution, the affirmative vote of a majority of those present and voting at any meeting of the National Board, a quorum being present, shall be necessary and sufficient for the transaction of all business. Blank votes or abstentions shall not be counted in the number of votes cast. Participation via telephone or videoconference shall be counted for the purpose of a quorum.

Section 3: If less than a quorum of the National Board is present at any meeting, the majority of those present may adjourn the meeting from time to time and the meeting may be held as adjourned without further notice.

Section 4: No committee of the National Board may be established without an affirmative vote of a majority of the directors present at a Board meeting at which there is a quorum.

Section 5: The AMERICAN ZIONIST MOVEMENT shall at all times comply with the New York Not For Profit Corporation Law (the "NPCL"). In particular, (a) neither the Board, nor any member of the Cabinet or officer of the AMERICAN ZIONIST MOVEMENT shall enter into any related party transaction as defined in the NPCL unless the Board, or a committee created by the Board, determines that the transaction is fair, reasonable and in the best interest of the AMERICAN ZIONIST MOVEMENT; (b) Oversight of the annual audit of the corporation by the Board or a committee appointed by the Board, may not include any person who has significant authority or influence within the corporation or is otherwise barred from serving in that capacity by the NPCL ("independent directors"); and (c) the Board, by its independent directors shall have and implement policies relating to conflicts of interest.

ARTICLE XI

ANNUAL REPORT OF THE BOARD

Section 1: The Board shall present at every annual meeting of members and at every Regular National Assembly, a report, verified by the President and Treasurer or by a majority of the National Board, showing in appropriate detail the following:

- (A) The assets and liabilities, including the trust funds, of the AMERICAN ZIONIST MOVEMENT and principal changes therein as of the end of the fiscal year immediately preceding the annual meeting, ending at least four months prior to said meeting.
- (B) The revenue or receipts of the AMERICAN ZIONIST MOVEMENT, both unrestricted and restricted to particular purposes; for the year immediately preceding the date of the report.
- (C) The expenses or disbursements of the AMERICAN ZIONIST MOVEMENT for both general and restricted purposes during the year immediately preceding the date of the report.
- (D) The number of members of the AMERICAN ZIONIST MOVEMENT as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and places of residence of the current members may be found.

Section 2: The annual report of the National Board shall be filed with the records of the AMERICAN ZIONIST MOVEMENT and an abstract thereof entered in the minutes of the proceeding of the annual meeting of members or Regular National Assembly of delegates.

ARTICLE XII

CABINET AND COMMITTEES

Section 1: The Cabinet shall consist of all the officers of the AMERICAN ZIONIST MOVEMENT and chairs of its committees and shall meet at least bi-monthly.

Section 2: The Cabinet shall have the authority to implement the decisions of the Board. The Cabinet shall also have the authority to:

- (A) Submit to members any action requiring members' approval;
- (B) Fill vacancies on the National Board between Assemblies;
- (C) Employ the national Executive Director; and
- (D) Approve members of the Membership Committee and the Committee on Dues and Tier Structure as provided herein. The National Board may establish such other committees and define their authority provided in Article XII.

Section 3: The Board may create such Special Committees, as it may deem desirable from time to time and to designate the members thereof. Should the Board fail to designate the members of such Committees, the President may make such designation and such Committee shall there upon have full power to act in accordance with the terms of the resolutions creating the same. Special Committees shall have only the powers specifically delegated to them by the Board and in no event shall they have powers which are not authorized for standing committees, as set forth in Section 2 of this Article.

Section 4: The President may ask the Board to establish permanent committees, in addition to the Membership Committee and the Committee on Dues and Tier Structure, and such other committees as the President may, from time to time, deem appropriate. The President, with the approval of a majority of the officers, shall designate the chairpersons of committees.

Section 5: One-half of the members of the Cabinet shall constitute a quorum for the transaction of business, provided that such one-half include representatives from at least three of the Zionist Membership Organizations. Except as may be otherwise provided by law or this Constitution, the affirmative vote of a majority of those present and voting a quorum being present, shall be necessary and sufficient for action.

Section 6: There shall be a Nominations Committee whose composition and functions shall be as follows:

- (A) Not later than four months prior to the Assembly, the President shall designate the chairperson and no less than seven and no more than eleven members of

the Nominations Committee subject to approval by the Board.

- (B) The function of such Committee shall be to make recommendations for nominations for Officers and Tribunal members. These shall be presented as the "recommended slate" which shall be shared with the Board, organizations and Delegates as stipulated below.
- (C) All AZM member organizations will be invited to submit names of individuals to be considered by the Nominations Committee for specific Officer positions.
- (D) The Nominations Committee shall collect relevant candidate biographical and other information which may be distributed to the Board.
- (E) Voting in the Nominations Committee shall be by individual vote and decisions made by two-thirds (2/3) majority of those present and voting when there is a quorum of at least three-quarters (3/4) of the committee members present.
- (F) The recommended slate will be distributed to the AZM Board, Delegates and all member organizations at least 35 days prior to the Assembly.
- (G) The Nominations Committee shall remain constituted until such time as a new committee is designated as set forth in section 6 (A) of this article.

Section 7: There shall be a process for the nomination of additional candidates, other than those on the recommended slate presented by the Nominations Committee, as follows:

- (A) Within 15 days after distribution of the recommended slate from the Nominations Committee, member organizations may propose a candidate for an officer position following which that person must express consent to the AZM Executive Director to be a candidate for that position
- (B) Any candidate proposed by a Member organization must comply with all requirements set out by the Nominations committee for the individuals originally submitted to it as in section 6 (D).
- (C) The names of any additional candidate(s) shall be distributed to Board members, Delegates and organizations no later than 10 days prior to the Assembly and their names will appear on the ballots. In the case of an additional candidate having been nominated, biographical data of the candidate, as well as that of nominee on the recommended slate, shall also be distributed.
- (D) Nominations from the floor at the Assembly will not be permitted.

ARTICLE XIII **OFFICERS**

Section 1: The officers of the AMERICAN ZIONIST MOVEMENT shall be elected by the delegates at any Regular National Assembly. The term of office shall be from one Biennial Assembly to the next Biennial Assembly. No officer may serve in the same elected office for

more than two (2) consecutive terms. The officers shall consist of the following:

President

Chair of the National Board

Not more than five (5) Vice Presidents

Secretary of the Corporation (who may, but need not be, one of the vice presidents)

Treasurer

Each Vice President will have a specific functional role, as further defined from time to time on recommendation of the President and approval by the AZM Leadership Cabinet. The functional areas assigned to Vice Presidents shall be: Inter-organizational Relations and Communications; World Zionist Organization Relations; Financial Resource Development; Programming; and Governance and Operations.

Section 2: The National Board has the right to change any of these overall functional roles in advance of a Regular National Assembly, provided it does so at least six months prior to the National Assembly.

Section 3: The President, Chair of the Board, Corporate Secretary, and the Treasurer shall not serve in the same elected office for more than two consecutive terms. Vice Presidents shall be limited to 4 consecutive terms, but no more than two terms can be in any one functional role.

Section 4:

In the event of a vacancy in the office of the President or Chair of the Board, the vacancy shall be filled on an interim basis according to the line of succession indicated in subsections I to IV below, until election of a new President or Chair of the Board as set out in sections B and C of this article.

- I. National Board Chair (if Presidency is vacant); President (if Board Chair is vacant)
- II. VP for Governance and Operations
- III. VP of WZO Relations
- IV. VP of Inter-organizational Relations and Communications

A. Immediately upon receiving knowledge of or submission of notice of a vacancy due to death, resignation or incapacity the Executive Director will notify:

- i. the Member Organizations of the vacancy and request the receipt of the names of potential candidates for the vacant position, to be submitted within 15 days of said notification;
- ii. the Chair of the Nominations Committee to convene the Nominations Committee as soon as possible after the 15-day period set out in section i;
- iii. the Board Chair or Interim Board Chair to convene the Board expeditiously between 45 days and 60 days after the notice of vacancy.

B. The Nominations Committee will review the names submitted by the Member Organizations, and within 30 days of the Executive Director's notice to convene,

submit a recommendation directly to the Board of a nominee to fill the vacancy.

C. In the event that the vacating officer gives notice of the departure prior to relinquishing the position, the date of the notice, not the date of the departure will begin the notice requirements and processes described in sections A-C, but will delay the commencement of the interim officer until such time as the actual vacancy occurs.

ARTICLE XIV **TRIBUNAL**

Section 1:

- (A) A permanent tribunal, consisting of up to, but not more than, fourteen (14) members to be elected at each Regular National Assembly shall be established to adjudicate all issues brought before it.
- (B) In no event shall more than one member of the Tribunal be from any one Organizational Member; nor shall any Tribunal member simultaneously be an AZM employee, AZM National Board Member, or an employee or on the Board of Directors (or similar leadership body) of any Organizational Member.
- (C) Any vacancies occurring between Assemblies shall be filled by the National Board after recommendation of the Cabinet. If the vacancy is of a Tribunal member who was nominated by an AZM Organizational Member, that Organizational Member may designate any qualified person to fill such vacancy for the unexpired term, subject to the approval of the National Board after recommendation of the Cabinet. Candidates designated by such Organizational Member shall be submitted to the Cabinet for review of their qualifications. Unless found to be unqualified, the Cabinet shall recommend any designated candidate to the Board for approval within 60 days of the date of designation to the Cabinet.

Section 2: The President of the AMERICAN ZIONIST MOVEMENT, subject to approval by the National Board shall have the right to designate a chair of the Tribunal from among its members.

Section 3: The Tribunal shall have the right from time to time, to determine the number of members, but not less than five (5), who shall be authorized to hear any such matters as may be presented to it.

Section 4: The Tribunal shall have the jurisdiction to hear and determine controversies and disputes between and among Organizational Members, and/or Individual Members, and/or the AMERICAN ZIONIST MOVEMENT.

Section 5: As an alternative to the procedures in Section 4, whenever a controversy or dispute shall arise which is subject to the jurisdiction of the Tribunal, the parties to such controversy or dispute may submit the matter to final and binding arbitration upon written agreement of

all parties. The parties shall each choose one arbitrator and the arbitrators so chosen shall choose an additional person to act as Chair, and if they cannot agree within five (5) days after being chosen, then the Chair shall be designated by the President of the AMERICAN ZIONIST MOVEMENT. All arbitrators shall be Individual Members of the AMERICAN ZIONIST MOVEMENT, residing in the United States. Decisions shall be by majority, with the Chair empowered to vote only to break a tie.

Section 6:

- (A) Proceedings under this Article shall be commenced by filing with the Secretary of the AMERICAN ZIONIST MOVEMENT a short written statement of complaint along with complainants' and respondents' names and addresses. The Secretary shall forthwith serve a copy of such complaint by certified mail on the respondent along with a notice of hearing, which hearing date shall be fixed by the Chairman of the Tribunal for a day at least ten (10) and no more than thirty (30) days after the date of the receipt of the complaint by the Secretary, or such other date as may be fixed upon consent of the parties involved. The respondent shall have a right to file an answer, but in the absence of an answer the complainant shall nevertheless be required to prove his or its case.
- (B) Hearings shall be informal and expeditious. Hearings shall be conducted without recourse to rules of evidence and with a diligent adherence to fairness and due process.
- (C) In all proceedings before the Tribunal, both the President of the AMERICAN ZIONIST MOVEMENT and its General Counsel shall be heard.
- (D) Decisions of the Tribunal shall be by majority of the Tribunal panel hearing the case. Decisions shall be in writing and shall be rendered within three weeks after the close of the hearing and shall be distributed by the Secretary of the AMERICAN ZIONIST MOVEMENT to all parties to the proceedings.
- (E) The Tribunal shall be empowered to adopt all necessary rules of procedure, which rules shall not be inconsistent with the foregoing.

Section 7:

- (A) No member of the AMERICAN ZIONIST MOVEMENT (Organizational Members) shall institute or prosecute, whether heretofore or hereafter commenced, any civil action, suit, or proceeding in any court in any jurisdiction against the AMERICAN ZIONIST MOVEMENT or any of its local bodies, or any officer, member or representative thereof, on account of any controversy for which a remedy is provided in this Constitution and By-Laws unless and until such member has first exhausted all such remedies.
- (B) If there be a violation of the foregoing provisions of Section 7A, either by an Organizational Member or an Individual Member, then the violating Member, or the individual violator, as the case may be, shall be subject to suspension from all rights, interests and privileges of membership in the AMERICAN ZIONIST MOVEMENT by the Tribunal in a proceeding commenced by an officer of the AMERICAN ZIONIST MOVEMENT and processed in accordance with Section 6 of this Article.

ARTICLE XV
GOVERNANCE OF LOCAL OR REGIONAL
AMERICAN ZIONIST MOVEMENT GROUPINGS

Section 1: AZM Local and/or Regional Groupings shall adopt by-laws consistent with the provisions and principles of the by-laws of the national AMERICAN ZIONIST MOVEMENT and shall meet the needs of the local community.

Section 2: Each AZM Local and/or Regional Groupings shall submit the text of its by-laws and each amendment thereof to the President for submission to the National Board for approval.

Section 3: Each AZM Local and/or Regional Grouping shall be known as "AZM [geographical area] Region" (hereafter "Region").

Section 4: Authorization for use of the name "AZM" by a Region and recognition by the AZM of such Region shall be by recommendation of the Leadership Cabinet and approval by the National Board or by submission of an application to the National President of the AZM, recommendation of the Leadership Cabinet and approval by the National Board. Such authorization requires compliance with the terms and conditions set forth in this Constitution and By-Laws.

Section 5: Each Region, in its Constitution and By-Laws, shall agree to promote the Objectives, Principles and Purposes of the AZM, as set forth in Article IV hereof, and may adopt such additional Objectives, Principles, and Purposes as are not inconsistent with those of the AZM, subject to the approval of the AZM.

Section 6: Each Region shall submit its proposed Constitution and By-Laws to the AZM for approval prior to its adoption and shall similarly submit to the AZM any proposed amendments thereto, prior to their adoption.

Section 7: Each Region shall determine for itself, subject to approval by the AZM, the conditions of organizational membership in the Region. A subdivision affiliated with a national body, which is a part of the AZM, shall automatically be entitled to membership, but such affiliation shall not be a pre-requisite for membership within such Region. Local bodies seeking membership within a Region shall meet the criteria of Article IV, section 2 hereof. Individuals directly enrolled as members of the AZM are members in their Regions by virtue thereof.

Section 8: Each Region shall encourage representation of Jewish organizations and institutions and shall encourage student, youth and young leadership membership.

Section 9: Each Region shall have a Board of Directors and a President, both elected by its membership in a democratic fashion, and such additional officers as it deems necessary. The President of the Region, or the President's designee, shall be its representative to the National Board of the AZM, should such region be awarded a membership seat on the AZM National Board.

Section 10: The Board of each Region shall meet periodically on dates it shall fix, and shall adopt a program of dues, assessments and charges to be paid to it by its organizational members. The Board of the Region shall have the power to determine if one of its members shall be suspended or otherwise disciplined for non-payment of dues, assessments and charges, in accordance with fair procedures adopted in its By-laws. Suspension of an Organizational Member by the AZM for delinquency in dues shall not result in automatic suspension in the Region, but each Region shall have the right to make its own determination.

Section 11: Each Region shall encourage the election of student, youth and young leadership to its officer and board positions.

Section 12: Each Region shall include in its Constitution and By-Laws provisions for biennial election of its officers and that no person shall serve as an officer of such Region for more than two consecutive terms in the same position.

Section 13: Each Cabinet member of the AZM shall be an "ex officio" member of the Board of the Region in their "home community".

Section 14: The decision to employ an executive staff and an executive director, as necessary, shall be made by the region, in consultation with and subject to the approval of the AZM. Such executive staff and executive director shall be part of the AZM national staff structure and shall be on the payroll of the AZM. The executive director shall be hired by the national executive director of the AZM, in consultation with the leadership of the region, and shall be supervised by the national executive director of the AZM.

Section 15: The proposed budget of each region shall be submitted to the AZM Budget and Finance Committee for approval and shall include, among other items, all income from all sources and all expenditures. Each Region shall also prepare an annual financial statement showing all income from all sources and all expenditures and shall submit same to the AZM Budget and Finance Committee, within three months of the close of its fiscal year.

Section 16: Any statement issued by or policy made on behalf of the Region concerning national or international issues shall be consistent with previously adopted policy statements of the AZM, determined upon consultation with the President of the AZM. If it is determined that there is no previously adopted policy statement of the AZM on the particular issue, no public statement shall be made thereon by or on behalf of the Region.

Section 17: The AZM Tribunal shall hear and determine controversies and disputes within each Region or between any Region and the AZM, in accordance with the procedures set forth in Article XV hereof.

ARTICLE XVI

AMENDMENTS

Section 1: Amendments to this Constitution and By-Laws shall be proposed either by the National Board or the Cabinet and shall be submitted for consideration and action by the delegates at any at the Annual Meeting of Members or at a Regular or Special National Assembly or else by the National Board as described in Section 3 below. All proposed amendments must be transmitted with the notice of meeting and in the same manner thereof.

Section 2:

- (A) This Constitution and By-Laws may be amended, altered, repealed, or superseded, either in whole or in part, by the affirmative vote of two-thirds (2/3) of the delegates present and voting at any National Assembly. Blank votes or abstentions shall not be counted in the number of votes cast.
- (B) In the event that 60 days prior notice has not been given, this Constitution and By-Laws may be amended by the affirmative vote of three-quarters (3/4) of those present and voting at any National Assembly. Blank votes or abstentions shall not be counted in the number of votes cast.

Section 3: Between National Assemblies, this Constitution and By-Laws may be amended by the affirmative vote of two-thirds (2/3) of the members of the National Board present and voting at a meeting of the Board, a quorum being present, provided however, that such amendments were proposed by the Cabinet or submitted by a Board Member or Committee to the Cabinet and then submitted to all Organizational Members and to the National Board at least 30 days prior to the meeting of the National Board.

ARTICLE XVII

RULES OF PROCEDURE

Unless otherwise noted in this Constitution and By-Laws, all proceedings shall be conducted in accordance with Robert's Rules of Order.

APPENDIX A

The New Jerusalem Program – Adopted June 2004

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:

- 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;
- Aliyah to Israel from all countries and the effective integration of all immigrants into Israeli Society.
- 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.
- 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;
- 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;
- Settling the country as an expression of practical Zionism.