

USCJ Northern Pacific Region Bylaws

Article I - Name & Affiliation

This organization, established under the auspices of the United Synagogue of Conservative Judaism ("USCJ"), shall be known as The Northern Pacific Region of the United Synagogue of Conservative Judaism ("the Region"). The Region is formed by a merger of the predecessor Northern California Region and Pacific Northwest Region of USCJ.

Article II - Purpose

It shall be the purpose of the Region to promote a valued and meaningful Conservative Jewish life for the members of its affiliated congregations by facilitating communications among these congregations and by serving as a liaison between the congregations and USCJ and vice versa.

Article III - Geographical Area

USCJ designates the geographic area of the Region. The current geographic area includes those parts of the state of California bordered by Fresno on the south and east, the California coast on the west, and the state border on the north; the proximate vicinity of Reno, Nevada; the states of Alaska, Idaho, Montana, Oregon, Washington, and Wyoming; and the provinces of Alberta and British Columbia.

Article IV - Membership & Dues

Section 4.1. MEMBERS. Any congregation that is a member in good standing of USCJ and located in the prescribed geographic area of the Region shall be a member of the Region.

Section 4.2. AFFILIATIONS. The Region may approve affiliation with other organizations similarly dedicated to the furtherance of Conservative Judaism.

Section 4.3. USCJ DUES. Annual USCJ dues to be paid by congregations that are members of the Region are determined, set and allocated by the national board of USCJ, and are due and payable in advance on July 1 each year. They are collected by the Region with assistance from the USCJ central office

Section 4.4. REGIONAL DUES. Dues or assessments by the Region shall be determined only by a two-thirds majority of the Board of Directors present and voting, to be effective the following July 1, and are subject to approval by USCJ. Said dues shall be allocated by the Executive Committee as part of the Regional Budget

Article V - Officers & Directors

Section 5.1. OFFICERS/EXECUTIVE COMMITTEE. The Region shall have the following officers: a President, a President-Elect, six (6) additional Vice Presidents, a Secretary, and a Treasurer. These officers, together with the Youth Chair, the Chair of the Rabbinic Liaison Committee and the immediate past President of the Region, shall constitute the Executive Committee of the Region.

Section 5.2. INITIAL OFFICERS/EXECUTIVE COMMITTEE. A slate of persons proposed to serve as the initial Officers/Executive Committee of the Region shall be prepared by a committee of persons appointed by then Presidents and Presidents-Elect of the Northern California and Pacific Northwest regions and shall be distributed to the then members of the Board of each of the said regions no later than fifteen (15) days prior to the date of a meeting of the Board of each of the said regions, respectively, the said meetings to be called pursuant to the then existing Bylaws of each of the said regions for the express purpose of considering a resolution to adopt these Bylaws and elect the proposed initial slate of Officers/Executive Committee of the Region. The slate shall also designate the then current President, President-Elect and Immediate Past President of both the Northern California and Pacific Northwest regions as the initial representatives from the Region to the USCJ Council of Regional Presidents. The slate of Initial Officers/Executive Committee members elected shall serve until the first Regional Biennial Meeting following the adoption of these Bylaws.

Section 5.3. BOARD OF DIRECTORS. The following persons, each of whom shall be a member in good standing of a member congregation of the Region, shall be members of and constitute the Board of Directors of the Region:

- i) All Regional officers
- ii) The chair of each regional committee
- iii) The immediate past President of the Region
- iv) All present members and officers of the USCJ International Board of Directors residing in the Region
- v) The President of each congregation in the Region or one other person from each congregation in the Region as designated by the congregation itself
- vi) The President (or designated representative) of each organization of the Conservative Movement active in the Region aside from USCJ (e.g., Rabbinical Assembly, Women's League for Conservative Judaism, Camp Ramah) shall be ex-officio members of the Board of Directors

- vii) Any number of members in good standing of a member congregation in the Region may be appointed to serve on the Board of Directors as a Director-at-Large at the discretion of the President

Article VI - Meetings

Section 6.1. BOARD OF DIRECTORS MEETINGS. The Board of Directors shall meet at least once each year, at a time, place and manner designated by the Executive Committee. At each regional biennial meeting the Board of Directors shall elect the officers for the Region for the ensuing term of two years. The President-elect shall succeed to the office of President at the conclusion of the President's term.

Section 6.2. EXECUTIVE COMMITTEE MEETINGS. Regular meetings of the Executive committee shall be held at least four times per year, at a time, place and manner designated by the President. One such meeting shall be in person (with teleconference call-in capability provided); all other meetings may take place solely by teleconference or by other electronic means. Special meetings, for a designated purpose or purposes, may be called by the President or any two members of the Executive Committee.

Section 6.3. MEETING NOTICES. Notices of meetings shall be sent to all participants at least ten days in advance of the meeting, provided, however, that notices of meetings where bylaws changes are proposed must be sent at least 30 days in advance of the meeting. Notices may be served by e-mail sent to the last known e-mail address for each participant.

Section 6.4. EXECUTIVE COMMITTEE QUORUM. A quorum for the conduct of business of the Executive Committee shall be six members of the Executive Committee.

Section 6.5. BOARD OF DIRECTORS QUORUM. A quorum for the conduct of business of the Board of Directors shall require a representative from at least 20 per cent of the congregations represented. Any member of the Regional Executive Committee present will count as a representative from their congregation for the purposes of quorum.

Section 6.6 METHODS OF MEETING AND VOTING. Aside from the election of Officers, the Executive Committee and the Board may meet and vote face-to-face or via electronic communications (including internet-based meeting applications, telephone, teleconferencing, videoconferencing, facsimile transmission, and e-mail). Unless otherwise expressly provided in these Bylaws, all motions, resolutions and other orders of business shall be determined by a majority of the votes cast at all meetings.

Article VII - Election & Terms of Office

Section 7.1. ELECTION OF OFFICERS. Officers shall be elected at the regional biennial meeting, by a vote of the Directors present and voting. Only persons who are members in good standing of member congregations in the Region shall be eligible to be officers of this Region. Newly elected officers shall assume their positions at the close of the biennial meeting, and shall serve until their successors take office.

Section 7.2. TERM OF OFFICE. The term of office for officers is two years, commencing at the close of the biennial and continuing until their elected successors' terms commence.

Section 7.3. NOMINATING COMMITTEE. A Nominating Committee comprised of five members of the Board of Directors shall be appointed by the President and confirmed by the Executive Committee at least 90 days prior to the regional biennial meeting. The Nominating Committee shall nominate a slate of officers, with at least one candidate for each office, and shall cause its slate of candidates to be distributed to the Directors no later than 30 days before the election.

Section 7.4. CANDIDATES BY PETITION. Additional candidates may be nominated by a petition in writing, addressed to the Secretary, and received by the Secretary no later than 10 days before the election.

Section 7.5. TERM RESTRICTION. No officer shall serve more than two consecutive terms in the same office. No person shall simultaneously hold more than one office.

Section 7.6. VACANCIES. Should a vacancy occur for any reason in any office in the middle of a term, the President shall appoint an eligible successor to complete the remainder of the term, subject to the confirmation of the Executive Committee. If the vacancy is in the office of the President, the Executive Committee shall select one of its members to complete the remainder of the term. Should an officer be absent from two consecutive regular meetings of the Executive Committee without good reason, the office may be declared vacant by the Executive Committee and the incumbent shall be so notified by the President.

Article VIII - Powers and Duties

Section 8.1. BOARD OF DIRECTORS. The business and affairs of the Region are vested in the Board of Directors. The business and affairs of the Region include, (but are not limited to) carrying out the policies of USCJ or the USCJ Board of Directors and the policies established by the Board of Directors and the Executive Committee, of the Region; representing USCJ to the member congregations; serving as a liaison between member congregations and USCJ; implementing a program of service to member congregations; providing training for Board members and professional staff of member congregations; soliciting successful experiences from member congregations and sharing them with other member congregations and USCJ; fundraising on behalf of USCJ and the Region; recruiting and instructing leaders in various regional activities; serving as an address for Conservative Judaism in the Region; articulating positions of Conservative Judaism in the Region; and assisting affiliated congregations to maintain the standards of Conservative Judaism.

Section 8.2. EXECUTIVE COMMITTEE. The power to act for the Board of Directors between meetings thereof is vested in the Executive Committee. The Executive Committee shall adopt an annual budget no later than the deadline set by USCJ for the following fiscal year, act on applications for affiliation of congregations, assist in the collection of

delinquent dues, fees, assessments or other charges, and recommend to USCJ the appointment of the Region's executive professional personnel.

Section 8.3. PRESIDENT. The President is the chief executive officer of the region and has all of the power and responsibility appertaining to that title, including, but not limited to, call and preside at meetings of the Board of Directors and the Executive Committee, appoint and designate the chair of committees, assign special duties to individual members of the Board of Directors, serve as liaison on behalf of the Region and its member congregations to and from USCJ, sign all agreements and documents on behalf of the Region, oversight of the President's Council, and work in a cooperative relationship with the Regional Executive Director. The President shall be the principal liaison from the Region to the USCJ Council of Regional Presidents. The President is expected to attend or have attended an intensive orientation session at USCJ scheduled on a biannual basis.

Section 8.4. PRESIDENT-ELECT. The President-Elect shall serve when the President is temporarily absent, exercising all of the powers otherwise reserved to the President. The President-Elect shall work closely with the President and may be delegated any functions by the President that are otherwise reserved to that office. The President-Elect shall be a secondary liaison from the Region to the USCJ Council of Regional Presidents. The President-Elect is expected to attend or have attended an intensive orientation session at USCJ scheduled on a biannual basis.

Section 8.5. VICE PRESIDENT. Each Vice President will be assigned a portfolio by the President, confirmed by the Executive Committee, which will include, but not be limited to, responsibility for at least one-sixth of the member congregations in the Region, oversight of at least one standing committee, and other specific tasks and responsibilities.

Section 8.6. SECRETARY. The Secretary shall keep (or cause to be kept) an accurate account of all Executive Committee and Board of Director meetings and maintain minutes in a minute book. The minute book shall be turned over to the incoming Secretary at the end of the term. The Secretary may be assigned responsibility for one or more congregations, oversight of a committee and other specific tasks and responsibilities.

Section 8.7. TREASURER. The Treasurer is the chief financial officer and has all the power and responsibilities appertaining to that title, and the duties shall include, but not be limited to, keep (or cause to be kept) an accurate account of the financial transactions of the Region, monitor adherence to the budget, cause a financial report to be made at each regular Executive Committee meeting. The Treasurer shall ensure adherence of the Region to the Code of Fiscal Practices of USCJ, as amended from time to time. The Treasurer shall turn over all records to the incoming Treasurer at the end of the term.

Section 8.8. IMMEDIATE PAST PRESIDENT. At the conclusion of the President's term in office, the individual shall serve as the Immediate Past President during their successor's term as President. The Immediate Past President shall give advice and counsel to the President, shall serve ex officio on the Executive Committee, and shall be a liaison from the Region to the USCJ Council of Regional Presidents.

Article IX - Committees and Councils

Section 9.1. COUNCIL OF PRESIDENTS. There shall be a Council of Presidents comprised of the Presidents of the member congregations in the Region that shall meet from time to time on the call of the President to discuss matters of common interest. The location of these meetings shall rotate among the member congregations. The President shall designate one of the Presidents to serve as chair.

Section 9.2. STANDING COMMITTEES. The Region shall maintain the following Standing Committees:

- Adult Education (Program)
- Development
- Finance
- Israel
- Membership/Alim
- Newsletter & Publicity
- Nominations
- Rabbinic Liaison
- Social Action
- Youth Activities (USY/Kadima) and Education,

The President and Executive Committee may designate that the Adult Education (Program) Committee be divided to reflect the aggregation and dispersion of membership within the Region. The purpose of establishing different divisions within the Adult Education (Program) Committee (and revising them from time to time) shall be to maximize participation in programs and activities and account for the needs of members residing in the various geographic areas within the Region.

The President and Executive Committee may designate that the Youth Activities (USY/Kadima) and Education Committee be divided to reflect the fact that, at the time of initial adoption of these Bylaws, there exist and will continue to exist separate geographic USY/Kadima regions, one named “New Frontier” (for the youth of the predecessor Northern California region of USCJ) and the other named “Pinwheel” (for the youth of the predecessor Pacific Northwest region of USCJ). In such event, the Chair of each of such committees will serve as a member of the Executive Committee of the Region pursuant to Section 5.1 herein.

Section 9.3. CHAIR RESPONSIBILITY. The chair of each Standing Committee is expected to solicit and maintain a list of representatives to the committee from each congregation, engage in periodic communications, to solicit problems and successes from member congregations, implement Regional objectives, and, in consultation with the members of the committee, define goals and objectives.

Section 9.4. MISSION STATEMENT, MINUTES. Each Standing Committee shall draft and maintain a Mission Statement, which shall be approved when changed by the Executive Committee. The chair shall cause minutes to be kept of each meeting of the committee, which shall be delivered promptly after each meeting to the Secretary for distribution to the Executive Committee.

Section 9.5. AD HOC COMMITTEES. The President may, from time to time, appoint ad hoc committees for specific purposes. The President will appoint the members of such committees and designate their chairs. Ad hoc committees shall be appointed for a limited duration, not to exceed the term of office of the appointing President.

Article X - Rules of Order

The Board of Directors and the Executive Committee may adopt Rules of Order and Procedure as it deems appropriate that are not inconsistent with these Bylaws or the Bylaws of United Synagogue, for the transaction of business of the Region. In the absence of specific rules of order and procedure, proceedings shall adhere to Robert's Rules of Order, Revised.

Article XI - Adoption & Amendments

Section 11.1. INITIAL ADOPTION. The bylaws of the Northern California Region and the Pacific Northwest Region existing prior to the adoption of these Bylaws are repealed and these Bylaws shall be effective upon being approved by a two-thirds majority vote of the Board of Directors of each of the said regions (which may be conducted by electronic ballot) and, thereafter, upon approval by the USCJ Board of Directors. These Bylaws shall be presented to the President of each of the Northern California and Pacific Northwest regions at least 60 days prior to the meeting of the Board of Directors of each said region to consider them, and to each Officer, Director, and member congregation of each of the said regions as well as to the Central Office of USCJ at least 30 days before the said meeting of the Board of Directors of each of the said regions called for the purpose of considering the adoption of these Bylaws.

Section 11.2. AMENDMENTS. If amendments are proposed to these Bylaws subsequent to their initial adoption, a notice that amendments are proposed must be provided to the Board thirty (30) days in advance of a meeting of the Board, and a copy of the proposed amendments must be provided to the Board 14 (fourteen) days in advance of the meeting. Any amendment or addition to these by-laws must be approved by a two-thirds majority vote of the Board of Directors and thereafter accepted by the Central Office of USCJ.