

CONSTITUTION OF THE 30A MENSCH CLUB OF SEA SHUL

Original March 6, 2025, Revision August 12, 2025

PREAMBLE

We, the 30A Mensch Club of Sea Shul, in reverence, devotion, and understanding of Judaism and the Jewish Heritage, and in a spirit of friendship arising out of the common bond of world Jewry, do hereby unite to perpetuate the principles of brotherhood and fellowship in Sea Shul, the Jewish Community, and society at large, and solemnly subscribe to and adopt the following as our Constitution and by-laws.

ARTICLE I Name

The name of this organization shall be the 30A Mensch Club, Mensch Club for short.

ARTICLE II Purpose

The purpose of this Mensch Club shall be to cooperate with and promote the general welfare and activities of Sea Shul; to foster cultural and educational advancement amongst the membership and the Jewish people at large; and to promote through social intercourse the spirit of comradeship within its midst.

ARTICLE III Membership

Any man of the Jewish Faith, or sympathetic to that faith, who is above the age of eighteen years, who is a member of Sea Shul, or who is considering membership in Sea Shul, and who has expressed a willingness to subscribe to the aims and purposes of this Mensch Club, upon payment of dues, shall be granted membership. The Mensch Club membership for non-Shul members shall have the following restrictions:

- (a) Non-Sea Shul members cannot be Mensch Club Board members.
- (b) Non-Sea Shul members cannot be the Mensch Club Representative at any Sea Shul functions.
- (c) Non-Sea Shul membership shall be for a limited time period to be set by the Mensch Club board. This time period may not exceed two years. After two years any Mensch Club member who does not join Sea Shul can appeal for continued Mensch Club membership to the Mensch Club Executive Board for continued membership.

It is the responsibility of the Mensch Club Membership committee to put non-Sea Shul members in touch with the Sea Shul membership committee to introduce this new member to Sea Shul at large and to ensure that they understand what Sea Shul offers.

ARTICLE IV Dues

The amount of the annual dues shall be established by the 30A Mensch Club Board of Directors.

ARTICLE V Property, Affairs, And Business

The property, affairs, and business of the Mensch Club shall be under the care and management of the Mensch Club Board of Directors and Officers, as enumerated in the by-laws of this organization.

ARTICLE VI Adoption and Amendments

SECTION 1.

This Constitution and associated by-laws will be adopted by a two-thirds (2/3) vote of the Mensch Club members present at a meeting of the general membership, provided that a copy of the proposed Constitution and by-laws has been given to each member at least *seven (7)* days prior to the date of the meeting at which action is to be taken.

SECTION 2.

Notwithstanding any or other provision to the contrary in the By-Laws both This Constitution and the By-Law may be amended by a two-thirds (2/3) vote of the members present at a meeting of the general membership, provided that a copy of the proposed amendment(s) has been given to each member at least *seven (7)* days prior to the date of the meeting at which action is to be taken, and further provided that the proposed amendment is read at the regular monthly meeting preceding the meeting at which action is to be taken.

SECTION 3.

For the purpose of this article, ten percent (10%) of the members of the organization, or fifty percent (50%) of the Board, shall constitute a quorum at a meeting of the general membership.

ARTICLE VII Effective Date

This Constitution and by-laws, and all amendments to this Constitution and by-laws, shall be effective immediately upon their adoption.

30A MENSCH CLUB BY-LAWS

ARTICLE I Fiscal Year

The fiscal year of the Mensch Club shall begin on the first day of January and end on the thirty first day of December each year.

ARTICLE II Meetings

SECTION 1.

ANNUAL MEETING. The annual meeting of members shall be held either in November or December, the exact date to be fixed by the Board of Directors. The meeting shall be held at such place as the Board of Directors may designate.

SECTION 2.

GENERAL/SPECIAL MEETINGS. General or special meetings of the membership may be called by the Board of Directors when they deem it advisable or necessary to have such meetings in order to promote the purpose of the Mensch Club. A special meeting of the membership shall be called by the *Board of Directors* upon receipt of a written request for such a meeting signed by at least Twenty Five percent (25%) of the membership. The notice of such a meeting shall be sent within two weeks of receipt of the request, and such meeting shall be convened within thirty (30) days of receipt of the request.

SECTION 3.

NOTICE OF MEETINGS. Notice of the time and place of all meetings of the general membership shall be given by the President or Secretary. The notice of each general/special meeting shall be printed in the Sea Shul weekly e-mail or shall be mailed or e-mailed to each member at his last known e-mail address as the name appears on the records of the Mensch Club at least seven (7) days before the date of the meeting.

SECTION 4.

QUORUM AND VOTING. At any general meeting of members, twenty percent (20%) of the membership, or fifty percent (50%) of the Board, shall constitute a quorum for the transaction of business, and the majority of votes cast shall be determinative of any motion unless a greater quorum or vote thereon is required by the by-laws or by the Constitution. Proxy votes shall be allowed if the vote is presented in writing at a prior Mensch Club meeting.

ARTICLE III Board of Directors

SECTION 1.

The Board of Directors shall be selected by a plurality vote at the annual meeting of the members and shall consist of the officers of the Mensch Club plus an additional number of directors. The number of directors which constitutes the Board shall be one (1), and he shall be elected from the members of the Mensch Club each year for a two (2) year term.

- a. The officers of the Mensch Club shall sit as voting members of the Board of Directors.
- b. The immediate past president of the Mensch Club shall be an honorary member of the Board of Directors with the right to vote at the meetings.
- c. The Rabbi, or Rabbis, and Cantor, or Cantors, of Sea Shul and the President thereof, and all other Mensch Club past presidents shall be ex-officio members of the Board of Directors without the right to vote.

SECTION 2.

No one shall be eligible to hold a directorship unless he is a member of good standing of Sea Shul and of the 30A Mensch Club.

SECTION 3.

DIRECTORS' MEETINGS. With the exception of a summer break, regular meetings of the Board of Directors shall be held at least once every month at such a time and place as may be designated by the directors. Special meetings of the Board of Directors may be held at any time or place upon the call of the President of the Mensch Club, or upon request of any two Officers and/or directors. A majority of the votes cast at any meeting of the Board of Directors shall be determinative of any motion unless a different majority is required by these by-laws.

SECTION 4.

NOTICE OF DIRECTORS' MEETINGS. Notice of all regular and special meetings of the Board of Directors shall be given either by mail or e-mail to the directors more than five (5) days before the time set for the meeting, or by telephoning such notice to the directors personally at least two (2) days before the time set for the meeting.

SECTION 5.

Any vacancy occurring on the Board of Directors may be filled by appointment of the President and a majority vote of the Board members present, for the remainder of the unexpired term.

SECTION 6.

Any director absents from more than three (3) consecutive meetings of the Board of Directors, without sufficient reason (in the opinion of the Board of Directors), may forfeit his position by action of the Board of Directors, and his office shall be considered vacant and may be filled in by the Board of Directors.

ARTICLE IV Officers

SECTION 1.

The officers shall be a President, a Vice President, a Secretary, and a Treasurer.

SECTION 2.

No one shall be eligible to hold any office unless he is a member in good standing of Sea Shul and the 30A Mensch Club.

SECTION 3.

All officers shall be elected at the Annual Meeting of the Mensch Club and shall hold office for two (2) years.

SECTION 4.

Any vacancy occurring among the officers of the Mensch Club shall be filled by a current member of the Board of Directors, by appointment of the President and a majority vote of Board members present, for the remainder of the unexpired term.

SECTION 5.

The principal duties of the officers shall be as follows:

- a) The President shall be the general executive officer of the Mensch Club. He shall attend and preside at all meetings of the Mensch Club and of the Board of Directors. He shall be Mensch Club's representative to the Board of Trustees of Sea Shul. He shall attend meetings of said Board and shall make a report of such proceedings at the subsequent meeting of the Mensch Club Board of Directors. He shall be an ex-officio member of each Mensch Club committee, and he shall also perform such other duties as may be prescribed by the by-laws or by resolution of the Mensch Club Board of Directors. The President shall be a member of the Jewish faith.

If the President *cannot serve* on the Board of Trustees Sea Shul due to any reason he shall designate *a representative* in his place.

- b) The Vice President shall ensure that the board never goes without leadership, and they are also responsible for assisting the President in fulfilling their duties, acting in place of the President if the President cannot attend a meeting, can be a spokesperson for the Mensch Club, and shall help to make or enforce major decisions.
- c) The Secretary shall keep an official written record of all transactions of the meetings of the membership and of the Board of Directors and shall also perform such other duties as prescribed by the by-laws or by resolution of the Board of Directors or by direction of the President.
- d) The Treasurer shall have charge of the financial affairs and books of the Mensch Club, and shall render to the President, Directors, and members, monthly or whenever otherwise required, a report of the financial

condition of the organization. He shall also be chairman of the Budget Committee and shall perform such other duties as may be required of him by the by-laws, or by resolution of the Board of Directors or by direction of the officers.

SECTION 6.

No officer except the Secretary or Treasurer shall hold the same office for more than three (3) consecutive terms. The Secretary and Treasurer shall be permitted to hold their offices for an unlimited number of consecutive terms.

ARTICLE V Nominating Committee and Elections

SECTION 1.

At least two (2) months prior to the annual meeting, the President shall appoint a nominating committee consisting of at least four (4) members, whose duty it shall be to present to the Secretary a list of officers and directors whose terms are expiring, and a list of nominees to fill those positions. The list of nominees shall be sent to the membership by the secretary at least one (1) month preceding the annual meeting. Further nominations may be made by any Mensch Club member by filing nomination papers with the secretary, at least two weeks before the annual meeting. The secretary shall send the list of such further nominations to the membership at least one (1) week before the annual meeting. No other nominations shall be allowed.

SECTION 2.

Whenever there is more than one (1) nominee for any officer's position or more nominees for directors' positions than vacancies to be filled, the election for any said position shall be by written ballot. Voting shall be by specific office except that the nominees for directors shall all be considered as opposing each other. Each member may cast one (1) vote for each director's position to be filled. The nominee receiving the largest number of votes out of those present at the meeting shall be deemed elected to the position for which he was nominated. All candidates shall be listed alphabetically and no indication as to how they were nominated shall appear on the ballot.

SECTION 3.

For the purpose of annual elections, the quorum shall be twenty percent (20%) of the membership in good standing. Officers shall be elected by a majority of those voting at the meeting. Directors shall be elected by a plurality of those voting at the meeting. No proxy votes shall be allowed. ***The quorum may be waived by a unanimous vote of those Mensch Club members present at the meeting. The newly elected Board Members shall be active and empowered the day after the Election results are announced by the President but no later than 3 three days after any election.***

ARTICLE VII Governance

In all cases of governance not specifically covered by the constitution, the latest edition of 'Robert's Rules of Order' shall be accepted as authority.

ARTICLE VIII Dues

SECTION 1.

A modification of annual membership dues may be made only upon motion at a Board of Directors meeting and approved by two-thirds (2/3) of those present.

SECTION 2.

Any member who has failed to pay his dues for the current fiscal year by February 1st of that fiscal year shall be notified of his obligation to pay within 30 days. After 30 days that Member shall automatically be dropped from the membership roster. Such members will then be re-admitted to membership upon payment of the dues for the current fiscal year in which he applies for membership.

SECTION 3.

In order to be a Mensch Club member in good standing, dues must be current or paid within thirty (30) days of being assessed. Dues will be prorated by month for any member joining after June 30.

ARTICLE IX Amendments

No alteration of these by-laws shall be made unless the amendment is proposed in writing at a meeting of the Board of Directors. The proposed amendment shall be read and entered into the minutes, and must be laid over until the next annual, general, or special meeting of the full membership. It can then be acted upon, provided that a copy of the proposed amendment has been e-mailed or mailed to each member or printed in the Sea Shul weekly email at least thirty (30) days prior to the date of the meeting at which action is to be taken. If it receives an affirmative vote of two-thirds ($2/3$) of the members present and voting, it shall be adopted. Electronic transmission shall be recognized as a valid form of voting. Notices shall be sent to the Members last known e-mail address.

ARTICLE X Effective Date

Amendments to the by-laws shall be effective immediately upon their adoption.