

Constitution of the Kieltzer Sick & Benevolent Society of New York, Inc.

Organized on January 7th, 1905

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ARTICLE I
Name, Purpose

Sec 1. This organization, originally called Kieltzer Sick & Benevolent Society of New York, Inc., is hereafter referred to as The Kieltzer Society or the Society.

Sec. 2. The purpose of this Society has been modified by the board and approved by the membership and is stated as follows:

The purposes of the The Kieltzer Sick & Benevolent Society of New York, Inc. (the “Society”) are as follows:

- i. To perpetuate and safeguard the memory of the Jews who were killed in the Holocaust because of anti-Semitism.
- ii. To serve as a platform, to educate its members and their families, future generations, and the public at-large of atrocities committed during the Holocaust through educational forums, survivors’ experiences and social activities.
- iii. To support organizations and their activities aimed at memorializing and furthering the remembrance of the murder of Jewish residents in the City of Kielce, Poland and Jewish communities elsewhere during the Second World War and during the post-war period by supporting Holocaust educational, research and memorial institutions which are, in each case, not for profit entities described in Section 501(c)(3) of the Internal Revenue Code.
- iv. To provide financial assistance to Holocaust survivors in need.
- v. To seek dialogue and understanding with the people of Poland, with truth in historical remembrance through the Society’s participation in events and activities aimed at Polish\Jewish Reconciliation.
- vi. To provide cemetery plots for the burial of the Society’s members and their families.

Our mission statement is as follows:

We, descendents of the Jewish community of Kielce are committed to the legacy of safeguarding the memory of the Jews who were killed because of anti-Semitism. We have become the voice of our families who were brutally silenced. We will continue and supplement the mission of the Kieltzer Society through social activities and forums. We intend to share our collective knowledge of our family experiences in Kielce, in order to educate ourselves, as well as, encourage educational outreach. Succeeding generations of the Kieltzer Society will seek to network with Kieltzers and survivor organizations throughout the world. In addition to celebrating the lives of the Jewish community of Kielce, we seek dialogue and understanding with the people of Poland, with truth in historical remembrance.

Sec. 3. The Kieltzer Society will continue its tradition of offering burial benefits to its members.

ARTICLE II *Meetings*

Sec. 1. Regular meetings shall be held three to four times a year, on a Sunday. Date and time shall be determined by the officers of the Kieltzer Society.

Sec. 2. Special meetings may also be called in the following manner:

A – By a majority of the Board

B – By the President

Sec. 3. No other business except that for which the special meeting is called shall be transacted at such meeting.

Sec. 4. A board meeting, when called, may proceed an hour prior to the general membership meeting on the same date and at the same location.

Sec. 5. Ten members in good standing (of which four are board members), shall constitute a quorum for a general membership meeting. This quorum shall have the right to act upon all business that may come before the meeting.

Sec. 6. This Society shall not be dissolved without a majority vote of its entire membership.

ARTICLE III *Election of Officers*

Sec. 1. The following officers shall be elected: President, Vice-President, Financial Secretary, Recording Secretary, Treasurer, 2 Trustees, and Chairman of Cemetery.

Sec. 2. The President, Vice-President, Financial Secretary, Recording Secretary, Treasurer and Chairman of Cemetery shall be elected for a two year term. Trustees shall be elected for a three year term. All terms will begin in January.

Sec. 3. Nominations for elected officers shall be made at a regular meeting prior to the holding of any election. Members who wish to be nominated must be present to accept nomination. If unable to be present, the member must submit in writing to the President the intention to accept the nomination.

Sec. 4. No member shall be elected to an office that has not belonged to the Society for at least 6 months.

Sec. 5. No member shall be elected President unless having served on the board for a full term, nor be elected as Vice-President unless having served on the board for a full term.

Sec. 6. The election of officers shall be by ballot, and the candidate receiving most votes shall be declared elected for the ensuing term.

Sec. 7. The election of officers shall take place at the last general meeting of the term of office.

Sec. 8. Members who are absent during the election meeting shall not have the right to vote, nor shall they be entitled to vote by proxy. Only members in good standing and are present at the meeting shall have the right to vote.

Sec. 9. A candidate who is unopposed, shall also be elected by ballot.

Sec. 10. An officer may run for, and hold the same office in succession an indefinite period of time, providing the officer receives most votes for that office.

Sec. 11. The installation of the newly-elected officers shall take place at the next meeting following the election.

Sec. 12. Officers shall be present at every meeting. In the event that an officer failed to be present at three consecutive meetings without submitting just cause, accepted by the board, the officer shall be replaced.

Sec. 13. An officer is allowed to hold more than one office under the same administration.

Sec. 14. The President may provisionally appoint members to the board indefinitely until an election is held.

ARTICLE IV *Duties of Officers*

Sec 1. Every officer shall, upon leaving office, surrender to the successor, all property of the Society of which he or she was custodian (papers, documents, seals, etc.).

Duties of the President

Sec 2. It shall be the duty of the President to convene all meetings in accordance with the rules of Parliamentary Procedure and to ensure that all regulations and procedures of the Society are carried out in a timely manner. The president shall be the custodian of the entire property of the Society. The President's signature is required for all documents and checks paid by the Society.

Duties of the Vice-President

Sec 3. The Vice-President shall assist the President at all meetings, perform the duties of the President in his absence and appoint the minority members of each committee. The Vice-President shall serve as the Chairman of the Executive Board and the Finance Committee.

Duties of the Financial Secretary

Sec 4. The Financial Secretary shall keep all books in proper order; conduct all correspondence; inform all members by postal card or letter, of the date and place of the meetings; collect all dues, taxes, penalties, etc; and report the financial position, receipts and expenditures to the Society Treasurer prior to every meeting. The Financial Secretary shall send out printed notices to any members owing past dues and will follow-up at quarterly intervals. The Financial Secretary shall deposit all funds received within five business days and send deposit slips of all funds to the Treasurer. All financial records must be given to the Treasurer in a timely fashion. The Financial Secretary shall also be required to attend committee meetings when requested.

Duties of the Recording Secretary

Sec 5. The Recording Secretary shall record the minutes of every meeting and all the decisions made at each meeting. He or she shall record all the names of board members present at each meeting.

Duties of the Treasurer

Sec 6. The Treasurer shall receive deposit slips for all funds from the Financial Secretary within five days of receipt. He shall send a copy of all receipts to the President. He shall submit any financial records, upon request from the President or Vice-President. A report of the financial status of the Society should be made available annually to members upon request. The Treasurer shall have the power to sign checks along with the President and any other officer so designated by the Board of Directors.

Duties of the Trustees

Sec 7. The Trustees shall attend every scheduled Society meeting. A Trustee is responsible for signing checks for Society disbursements. All checks must have dual signatures. Dual signatures consist of those signatures of one board member and one Trustee both of whom are authorized by the board to sign checks. No disbursement shall be made without a Trustees signature.

Duties of the Cemetery Chair

Sec 8. The Cemetery Chair shall ensure that the cemetery plots of the Kieltzer Society are maintained in good condition, and shall assist the families of the deceased to ensure that the funerals are properly conducted. The Cemetery Chair shall immediately notify the Financial Secretary and the President upon the death of a member. The Cemetery Chair will prepare and make available to members, a guide that explains burial plans and options, along with associated costs, to be considered, as well as the limits of obligation by the Kieltzer Society. Cemetery plot records will be accurately maintained by the Cemetery Chair. The Chair will convene a committee to assist with the duties.

Duties of the Rabbi

Sec.1. The Rabbi shall officiate at religious commemorations and functions of the Society, upon request from the President.

Sec. 2. A stipend for such services may be given. Any stipend recommended by the President must be approved by a majority vote of the board.

Sec. 3. The Rabbi is not a member of the board and may not be present during board deliberations regarding himself.

ARTICLE V *Membership*

Sec. 1. Candidates for regular membership in this Society must be of the minimum age of 18; shall be of the Jewish faith; possess good moral character; and have a familial connection to the city of Kielce or the region* of Kielce in Poland.

There shall be two classes of membership:

- a) Member –
 - 1. A membership in the Kieltzer Society includes all residents of a household:
 - a. The person aged 21 or older who pays for the membership.
 - b. His or her spouse or partner.
 - c. All children living in the household under 21 years of age.
 - 2. Membership in good standing entitles a household to 1 (one) vote at Society meetings.
 - 3. A membership in good standing entitles all household members to cemetery benefits and all other benefits of membership listed in this constitution.
- b) Honorary Member – A member who receives the privilege of belonging to the Kieltzer Society, and is not entitled to cemetery benefits or voting privileges. An Honorary member refers to anyone who has a strong interest, whether scholarly or genealogically, or has made a contribution to the commemoration or

advancement of the history of the Jewish community of Kielce. Honorary membership is conferred by the majority of the board.

Sec 2. A member in good standing is one whose dues are current. If one is not a member in good standing (owes one year or more of dues), dues must be brought current to maintain good standing and be entitled to benefits of this Society.

Sec. 3. An individual member or an entire member household may be expelled and lose membership if found guilty of actions that go against, or damage the reputation of the Kieltzer Society, as determined by a hearing convened by members of the board and requiring a consensus.

Sec. 4. In the event that a member has been expelled from the Society, that individual shall lose all membership benefits.

*The region of south-central Poland (much of the area between Warsaw and Kraków).

ARTICLE VI

Dues

Sec. 1. The annual dues of the Kieltzer Society shall be set by the board and must be approved by a majority of the membership present at the meeting in which the voting is taking place. The amount of dues may, at anytime, be changed by the process stated above.

Sec. 2. The Financial Secretary shall send a certified letter to each member who owes one year past dues. A delinquent member is a member that owes at least one year of past membership dues. All delinquent members shall pay all past dues plus late fees equal to 10% of the past due balance plus the cost of certified mailing fees and regular postage. The failure of any member to bring their account current shall subject the member to the cancellation of their membership in the Society and the forfeiture of all of their membership benefits including burial benefits. A member may avoid the termination of their membership and the resulting loss of benefits by contacting the Society and committing to the full payment of their membership dues. A payment plan for delinquent balances will be considered by the board on a case-by-case basis and will take into account a member's hardship.

ARTICLE VII

Cemetery

Sec. 1. Every Kieltzer Society member in good standing (as defined in Article V) who is also a member of the Jewish faith (based on Halacha as determined by our Rabbi) shall be entitled to a burial place in a Kieltzer section of one of the cemeteries arranged for by the Kieltzer Society. The Kieltzer Society is not responsible for any other funeral or

cemetery expenses (headstone, perpetual care, etc.). For an additional fee, as determined by the Cemetery Committee, a specific plot may be reserved.

Sec. 2. For those whose membership tenure is less than 60 months, a sliding scale fee as determined by the Cemetery Committee will be charged for burial benefits.

Sec. 3. Upon notification of the death of a member, the Cemetery Chair or a member of the Cemetery Committee shall immediately inform the Financial Secretary and the President.

Sec. 4. The Cemetery Committee shall use due diligence in notifying members regarding funeral arrangements. Members are urged to attend.

Sec. 5. The Chair of the Cemetery Committee is designated to communicate with the funeral home and with the cemetery administration and shall furnish any and all necessary associated documents.

Sec 6. All Children under the age of 21 in a member household shall be entitled to be buried in a Society burial plot, provided they are of the Jewish Faith.

Sec 7. Changes to any Cemetery business and/or policy may only be made by a majority vote of the Board of Directors, as defined in Article V, with one vote per household as outlined in that Article. The Cemetery Committee shall provide committee reports to officers and the Board of Directors that provide updates on Committee business at every Board meeting.

ARTICLE VIII

Endowment

Sec. 1. The Kieltzer Society is not required to provide any endowment benefits to its membership. However, any request for endowment must be submitted in writing to the President and be approved by a 2/3 majority of the board in closed session. Endowments for hardships will be limited to those members that are considered survivors of the Shoah.

ARTICLE IX

Disbursements

Sec. 1. The President shall have discretionary privilege to utilize society funds to cover the costs for regular membership meetings and special meetings of the board.

Sec. 2. The President and Financial Secretary do not require approval for disbursements of less than \$500 to any charitable organization. Funding of any function of the Society or disbursements up to \$1,500 to any charitable organization must first have the approval of the majority of the board. For disbursements over \$1,500, board approval is required before submission and approval by a majority of the membership present at a regular meeting.

Sec. 3. Priority for charitable disbursements shall be based on those that will further the stated mission of the Kieltzer Society (furthering remembrance and educational outreach of the Jewish community of Kielce and transmitting our legacy to the next generation).

ARTICLE X

Amendments

Sec. 1. Any article or section of this constitution may be amended, by the calling of a special meeting of the board by the President. The President may invite any other members or individuals, who he deems has the necessary expertise for this task.

Sec. 2. The opportunity to discuss the proposed revisions/amendments will be made available at the next regular meeting. Adoption of the revised constitution shall require a 2/3 vote of all members present at the meeting.

Sec. 3. A copy of the approved revised constitution shall be made available to every member of the Kieltzer Society.

ARTICLE XI

Rules and Regulations

Sec. 1. Meetings shall be conducted in conformity with the Robert's Rules of Order as Used in Parliamentary Procedure.

Sec. 2. The minutes of the previous meeting shall be read by the Corresponding Secretary. In the absence of a Corresponding Secretary, the minutes shall be read by the Financial Secretary. If no corrections or objections are raised, than the minutes shall be adopted as read and no further discussions or alterations shall be allowed to the minutes. Annulment of any decisions incorporated in the approved minutes requires a motion followed by approval of 2/3 of the members present.

Sec. 3. Any meetings requiring voting, must have a quorum of members. The quorum shall consist of a minimum of 10 members in good standing (of which 4 are board members).

Sec. 4. When a member has the floor during the meeting, there shall be no cross conversation taking place with other members.

Sec. 5. Whenever a vote is to be taken, the members by a majority vote shall have the right to decide if a secret ballot is desired.

ARTICLE XII

Dissolution

Upon the dissolution of this Society, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The organization(s) named below must be exempt under section 501(c)(3) at the time dissolution takes place. The organization shall distribute its assets based on the percentages shown below, equally or in the manner otherwise noted below.

| | |
|---------------------------------------|----------------------------|
| The American Society for Yad Vashem | 20% |
| Friends of the Israeli Defense Forces | 20% |
| American Red Magen David | 20% |
| The Shoah Foundation | 10% |
| Museum of the Jewish Heritage (NY) | 10% |
| Zacka International Friends | 10% |
| Stand With Us | <u>10%</u> |
| Total | <u>100%</u> ==== |

If a specific organization(s) named above is not an exempt organization within the meaning of section 501(c)(3) at the time of dissolution, then the remaining qualified exempt organization(s) shall receive the designated percentage above of that non-exempt organization(s). Should none of the above organizations qualify as exempt organizations, assets shall be distributed to the federal government, or to a state or local government, for a public purpose.

Appendix A
Conflict of Interest Policy

Article I
Purpose

The purpose of the conflict of interest policy is to protect The Kieltzer Sick & Benevolent Society of New York, Inc.'s ("Society" or "Society's") interest as a tax-exempt organization when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Society or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Society has a transaction or arrangement,
- b. A compensation arrangement with the Society or with any entity or individual with which the Society has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Society is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III
Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Society can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Society's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the

proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Society is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure the Society operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management conform to the Society's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Society may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.