

# **CONSTITUTION OF HABONIM DROR NORTH AMERICA**

The Labor Zionist Youth Movement

## **Preamble**

Habonim Dror North America, The Labor Zionist Youth Movement, strives to upbuild a new social order throughout the world, based on the principles of social justice, environmental sustainability, cooperative economics and political democracy embodied in the vision of the Prophets and exemplified in the achievements of the Chalutzim. The renaissance of the Jewish People is directly connected with the evolution of a just world, as is the self-determination of all peoples.

Aliyah to communal frameworks actively working in pursuit of our ideological aims is an effective path to the actualization of our movement goals. We constantly seek alternative social forms based on the concepts of collectivism, which are deeply rooted in our Jewish heritage. Developing a positive Jewish identity is fundamental to the fulfillment of our ideology. We reject those institutions of modern society that repress and exploit the individual and that mechanize and degrade human relationships. Furthermore, only active concern and personal involvement can alleviate the ills of society and bring about this just world.

To these ends, we celebrate the creation of one united Labor Zionist Youth Movement based on the merger of Ichud Habonim Labor Zionist Youth and Dror Zionist Youth and adopt this Constitution as a foundation for our continued activism. Moreover, we call upon all who hold a progressive vision of Israel, the Jewish community, and society at large to join in the implementation of these **CONSTITUTION**.

## **Article I: Name**

Habonim Dror North America is an independent, autonomous entity organized as a New York not-for-profit corporation and incorporated under the name "Habonim Labor Zionist Youth, Inc." and the organization shall also be known as Habonim Dror North America. In Hebrew, the name is "Habonim Dror b'Tsafon America." Henceforth the organization will be referred to as Habonim Dror or the Movement.

## **Article II: Aims**

As an autonomous Labor Zionist youth movement whose members strive for the concrete expression of its ideals in their own lives and society, Habonim Dror has the following aims:

To upbuild the State of Israel as a progressive, egalitarian, cooperative society, at peace with its neighbors; actively involved in a Peace Process with the Palestinian people with the common goal of a just and lasting peace; and as the physical and spiritual center of the Jewish people. To this end, Habonim Dror calls first and foremost for Aliya to communal and collective frameworks that actively work to achieve the aforementioned goal. In addition, Habonim Dror also calls for active involvement in progressive Zionist and Jewish issues in Diaspora communities, using collective-living frameworks as a foundation.

To strengthen the relationship between North American Jewish youth and Judaism through their involvement in progressive Jewish communities with the purposes of enlisting their participation in the up-building of a renewed Jewish culture in both Israel and North America. This will be accomplished by the development of individual Jewish identities by means of promoting the exploration of Jewish spirituality, the full expression of the Hebrew language, an understanding of Jewish history and a personal relationship with Israel.

To participate in the creation of a new social order throughout the world, based on the principles of self-determination, individual freedom, environmental sustainability, political democracy, and cooperative economics, *the equality of all people* and the equality of human value.

To participate in constructive activities in the North American Jewish community while advocating change where necessary to foster Jewish continuity and creativity and the democratization of the community.

To develop within its members the will to realize their own capabilities and to develop a collectivist attitude to actualize the movements goals through cooperative frameworks (kvutzah).

### **Article III: Membership**

Section 1. Membership in Habonim Dror is open to all youth in the United States and Canada who recognize, accept and adhere to the principles of the Movement.

Section 2. Membership in Habonim Dror shall be divided into three groups with the following designations:

CHANICHIMOT—Grades 2-10

NACHSHONIMOT—Graduates of the Hadracha programs (MBI and Madatz) and/or chaverimot of the equivalent ages.

MA'APILIMOT—Members and graduates of the Workshop program and/or chaverimot of the equivalent ages and all chaverimot of the pre-Workshop kvutza who work at a Habonim Dror machaneh.

Section 3. Nachshonimot and Ma'apilimot members shall have the right to be represented and to vote at meetings of members, provided they have paid the prevailing Mas. Each such member shall be entitled to one vote. Chanichimot shall not have the right to vote.

### **Article IV: Meetings**

Section 4. Winter Seminar: Habonim Dror shall hold an annual meeting of the voting members, at a time and place determined by the Mazkirut Artzit, which shall be known as Winter Seminar.

Section 5. Veida: Habonim Dror shall hold a biennial meeting of the membership, which shall be known as Veida. The Veida shall be held at a time and place determined by the Mazkirut Artzit, to set policy and direction for Habonim Dror. Veida decisions can be amended or set aside only by the Veida. Decisions are made in this forum that relate to ideology, programming, movement projects and movement programs. Any member eligible to vote may bring a proposal to the Veida. The Veida also elects the Mazkirol. If the election or re-election of the Mazkirol occurs during a year when there is no Veida, the Mazkirol shall be elected at Winter Seminar.

Section 6. Quorum for any meeting of members shall be set at the lesser of one hundred votes or one-tenth of the members eligible to vote.

Section 6a. Notice of the place, date, and time of any meeting of the members shall be given personally, by first-class mail, by fax, or by electronic mail not less than ten (10) and not more than fifty (50) days before the date of such meeting and, unless the meeting is an annual meeting, shall state the purpose or purposes of the meeting and indicate at whose request the meeting is being called. Attendance of a member at a meeting, without protesting a lack of notice prior to the conclusion of the meeting, shall constitute a waiver of notice.

### **Article V: Membership in Good-Standing**

Section 7. Chanichimot: A member in good-standing of the Chanichimot shall pay the prevailing Mas, attend peulot regularly, participate in movement programs, and indicate interest and good faith in being in the movement. Such a member may then vote in local decision-making forums and receive movement publications. Chanichimot recognize the principles of Habonim Dror.

Section 8. Nachshonimot: A member in good-standing of the Nachshonimot shall pay the prevailing Mas, attend peulot regularly, participate in movement programs, and be willing to assume positions and tasks of responsibility within his/her kvutzah, ken, and/or eizor. Such a member may then vote in local decision-making forums, participate in a Veida, and receive movement publications. Nachshonimot recognize and accept the principles of Habonim Dror.

Section 9. Ma'apilimot: A member in good-standing of the Ma'apilimot shall pay the prevailing Mas and assume positions and tasks of responsibility and leadership in an eizor, Sichat Nefesh, their kvutzah, movement va'adot, or machaneh of Habonim Dror as messima, or be an active participant in any work that aligns with Habonim Dror North America's pillars. Ma'apilimot should take an active role in movement messima as stated before with understanding that people's individual situations yield different abilities. Ma'apilimot recognize, accept, and adhere to the principles of Habonim Dror.

To be a Ma'apilol in good-standing requires striving for the following goals:

- 1) Becoming knowledgeable in the Hebrew language, Jewish History, a pluralist Jewish Culture, Jewish Traditions and Jewish Sources.
- 2) Being an activist and a leader in the Jewish Community.
- 3) Being an activist and leader in the struggle for Social Justice in the world.
- 4) Creating a personal relationship with the Jewish Homeland by returning to Israel on a long term basis.
- 5) Creating collective structures and cooperative spaces where Ma'apilimot come together to develop their understanding of socialist principles through active participation.

#### **Article VI: Mazkirut Artzit and Board of Directors**

Section 10. Habonim Dror shall be overseen by its Board of Directors. In conformance with all statutory responsibilities, the Board of Directors is tasked with taking actions that continue to uphold and maintain the autonomy of the youth movement. Subject to the requirements of Section 11a, The Board shall consist no more than nine voting directors. In addition, there may be up to five (5) non-voting members of the Board.

Section 11. Meetings of the Mazkirut Artzit may be held at any place within or without the State of New York as may be fixed by the Mazkirut Artzit from time to time. The Mazkirut Artzit may fix times and places for regular meetings of the Mazkirut Artzit and no notice of such meetings need be given. Special meetings of the Mazkirut Artzit may be called at any time by the Mazkir/a, or by any two or more members of the Mazkirut Artzit.

Section 11a. The voting members of the Board of Directors shall be comprised of the chair, the members of the Mazkirut Artzit, and a minimum of two (2) at-large Members.

Section 11b. The Mazkirut Artzit shall consist of not less than three individuals and shall include, but not be limited to, the Mazkirol, Gizbarol, the Rekazol Tochniot, the Rekazol Chinuch, and Shlichol Merkazol. The Mazkirol shall be elected to the Mazkirut Artzit for a two-year term by the eligible voting membership at the Veida or at Winter Seminar if the election occurs during a year when there is no Veida. The remaining members shall be appointed by the current Mazkirut Artzit in consultation with the incoming Mazkirol. The members of the Mazkirut Artzit appointed shall serve for a term of two years, unless determined otherwise by the Mazkirut Artzit, and until their successors are appointed and qualified, or until their earlier resignation, removal or death. All candidates for the positions within the Mazkirut Artzit, except for the Shlichol Merkazol, shall be Ma'apilimot who are members in good standing of Habonim Dror.

Section 11c. The Shlichol Merkazol will serve as a non-voting member of the board.

Section 11d. Eligibility for at-large Members: One (1) at-large member shall be a representative from Tzevet Higui. One (1) at-large member shall be a Ma'apilol who is a member in good standing of a Habonim Dror North America constituent Camp Committee. The representative from Tzevet Higui will be determined a simple majority votes at the first annual meeting of Tzevet Higui. The Ma'apilol representative will be determined by simple majority vote of the Mazkirut Artzit prior to the first annual meeting of the Board of Directors. Any additional at-large members must be either members of the two above groups, or actively involved in/attending Habonim Dror North America activities throughout the year. Such representatives shall become members of the Board upon approval by a simple majority of the current Board.

Section 11e. Eligibility for Chair: The Chair of the Board of Directors must be an alum of the movement. The Chair must have served on the Mazkirut Artzit while in the youth movement, or have served on the Executive Committee of the Habonim Dror Foundation or of the Habonim Dror Camp Association or have served on a sub-committee of Habonim Dror North America within the last seven (7) years. Serving on Moetzet Mazkirut, Moetzet Madatz, or the Ken Leadership Committee are not subcommittee's that fulfill qualification for the Chair position. The Chair will be nominated by the Mazkirut Artzit.

Section 12. Non-voting: Non-voting members of the Board of Directors may include: Shlichol Merkazol, current or past Chair of the Habonim Dror Foundation, current or past Chair of the Habonim Dror Camp Association, a

Representative of the Tnuat Bogrim in Israel, current or past active member of any Habonim Dror North America affiliated organization.

Section 12a. The Tnuat Bogrim are defined as past members of Habonim Dror North America who have moved to Israel to live and work in collective frameworks with Habonim Dror North America's sister movement, HaNoar HaOved VeHalomed.

Section 13. Nominating committee: An ad hoc nominating committee consisting of at least two (2) Mazkirut Artzit members, and one (1) representative member.

Section 14. Term of Office: The Chair of the Board of Directors shall serve a term of four (4) years, serving a maximum of two (2) terms. At-large Directors shall serve a term of one (1) year, serving a maximum of two (2) terms. Non-voting Directors shall serve a term of three (3) years, serving a maximum of two (2) terms.

Section 15. Resignation: Any Director, including the Chair, may resign at any time by providing written notice to the Board. Notice of resignation will be effective upon receipt or at a subsequent time designated in the notice. A successor may be elected as per Section 13. If a Director does not meet the applicable eligibility criteria, he or she shall no longer be eligible to continue to serve and shall immediately cease to be a Director.

Section 16. Removal: Any Director, including the Chair, may be removed from the Board of Directors, with or without cause, by a majority vote at two (2) consecutive meetings of the voting members, held at least [30 days] apart. In the event of death or removal of a Director, a successor may be elected as per Section 13.

Section 16a. Any Director who is elected as a representative of movement body (ma'apilol who represents Camp Committee's or Tzevet Higuil) may be removed from the Board of Directors, with or without cause, through a majority vote at two consecutive meetings of the body that elected such Director.

Section 17. Compensation: The Chair of the Board of Directors shall not receive compensation for any services rendered to the Corporation. However, any Director may be reimbursed for reasonable expenses actually incurred in the performance of his or her duties.

Section 18. Meetings of the Board of Directors may be held at any place within or without the State of New York as may be fixed by the Board from time to time. The Board of Directors shall meet quarterly, with a minimum of one (1) meeting occurring in person. The time and place of the holding of regular meetings of the Board shall be mailed or sent by electronic means to each Director at least thirty (30) days before the meeting held pursuant thereto. Any corporate business may be transacted at any regular meeting of the Board of Directors.

Section 19. Special meetings of the Board of Directors shall be held whenever the Mazkirut Artzit calls for such a meeting. The time and place of the holding of any special meeting of the Board shall be mailed or sent by electronic means to each Director at least three (3) days before the meeting held pursuant thereto. Unless otherwise indicated in the notice, any and all business may be transacted at any special meeting.

Section 20. The following shall constitute a quorum for all meetings of the Board of Directors: either (1) one-half (1/2) of the Mazkirut Artzit, the Chair, and one-third (1/3) of additional voting Directors, or (2) all of the members of the Mazkirut Artzit and the Chair. Except as otherwise provided by law or by this Constitution, the vote of a majority of the members of the Board present at a meeting at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors. In the event there is a tie on any vote of the Board, the Mazkirut Artzit, acting by [unanimous] vote shall decide the matter.

Section 21. Any action required or permitted to be taken by the Board or or any committee thereof may be taken without a meeting if all members of the Board or such committee consent in writing to the adoption of a resolution authorizing such action. Each resolution so adopted and the written consents thereto by members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee. Any action taken by the board or a committee outside of a board meeting is fair game if we say so in the rules

Section 22. The Mazkirut Artzit shall constitute the executive committee of the Board and shall have the full authority to act on behalf of the Board between Board meetings. The Board may create, by a resolution adopted by a majority of the entire Board, such other committees of the Board as the Board may from time to time find appropriate. Each such

committee shall consist of at least three (3) directors appointed by the Board. Between meetings of the Board, such committees shall have and may exercise all the authority of the Board, to the extent provided in the resolution. However, no committee shall have the authority to:

- (a) submit to the members any action requiring the members' approval;
- (b) fill vacancies in the Board or in any committee;
- (c) fix the compensation of the directors for serving on the Board or on any committee;
- (d) amend or repeal the Bylaws or adopt new Bylaws;
- (e) amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable;
- (f) elect or remove officers or directors;
- (g) approve a merger or plan of dissolution;
- (h) adopt a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all the assets of Habonim Dror; or
- (i) approve amendments to Habonim Dror's certificate of incorporation.

Any action taken by any committees between meetings of the Board shall be reported to the Board at its next meeting.

Section 23. The Board, by a resolution adopted by a majority of the entire Board, shall designate an Audit Committee to consist of at least three (3) independent directors, as defined in the New York Not-for-Profit Corporation Law. The Audit Committee shall oversee the accounting and financial reporting processes of Habonim Dror and the audit of its financial statements, annually retain or renew the retention of an independent auditor, and review with the independent auditor the results of the audit, including the management letter. The Audit Committee will also perform any other functions required by its charter, if any, or by New York law. The Audit Committee may examine and consider such other matters relating to the financial affairs of the Corporation and financial controls as the Audit Committee may, in its own discretion, determine to be desirable, and may hire its own advisers as it deems necessary.

Section 24. At the annual meeting of the members, the Board, pursuant to the provisions of the New York Not-for-Profit Corporation Law, shall present a report, verified by the Mazkir/a and Gizbar/it or by a majority of the directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing:

- (a) The assets and liabilities, including the trust funds, of Habonim Dror as of the end of the fiscal year terminating not more than six months prior to the date of such meeting;
- (b) The principal changes in assets and liabilities, including trust funds, of Habonim Dror during such fiscal year;
- (c) The revenue or receipts of Habonim Dror, both unrestricted and restricted to particular purposes, during such fiscal year;
- (d) The expenses or disbursements of Habonim Dror, for both general and restricted purposes, during such fiscal year; and
- (e) The number of members of Habonim Dror as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found.

Such report shall be filed with the records of Habonim Dror and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of the members.

#### **Article VII: Officers**

Section 25. The day-to-day affairs of Habonim Dror shall be managed by the officers of Habonim Dror. The current officers are: the Mazkir/a, Merakez/et Tochinot and Gizbar/it.

Section 26. The Mazkir/a shall serve as the president and chief officer of Habonim Dror and preside at all meetings of the Board and the Mazkirut Artzit. The Mazkir/a shall perform all duties customary to that office and shall oversee all of the affairs of Habonim Dror in accordance with policies and directives approved by the Board. The Mazkir/a shall be the official spokesperson of the movement.

Section 27. The Merakzol Tochinot shall serve as the secretary of Habonim Dror and shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board and the Mazkirut Artzit, shall give or cause to be given all notices in accordance with this Constitution or as required by law, and, in general, shall perform all duties customary to that office. The Merakzol Tochniot shall have custody of the corporate seal of Habonim Dror, if any; and shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his/her signature.

Section 28. The Gizbarol shall serve as the treasurer of Habonim Dror and shall have the custody of, and be responsible for, all funds and securities of Habonim Dror; shall keep or cause to be kept complete and accurate accounts of receipts and disbursements; and shall deposit all monies and other valuable property in the name and to the credit of Habonim Dror in such banks or depositories as the Board may designate. Whenever required by the Board, the Gizbarol shall render a statement of accounts. The Gizbarol shall at all reasonable times exhibit the books and accounts to any officer of Habonim Dror or member of the Board and shall perform all duties incident to the office of Gizbarol, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the Board. The Gizbarol shall present a financial and budget report each year. In a Veida year, this will take place at the Veida so that a vote of confidence may be taken. In odd years, the budget will be presented at the Winter Seminar.

#### **Article VIII: Committees of the Corporation: Advisory Committees**

Section 29. The Board, by a resolution adopted by a majority of the entire Board, may designate committees of the corporation or other advisory bodies. The members of such committees shall be designated by the Board. Each committee created pursuant to this section shall have such responsibilities as may be specified in the resolution creating the committee, provided that any committee that is not composed solely of directors shall not have authority to bind the Board.

#### **Article IX: Mas (Dues)**

Section 30. A central mas shall be fixed by the Mazkirut Artzit and shall be collected annually by the machanot, including MBI, along with tuition. This mas will apply to all members of the Movement, except Ma'apilimot.

Section 31. A membership mas for Ma'apilimot shall be fixed by the Mazkirut Artzit and collected annually. Mas shall be automatically deducted each year from the salaries of Ma'apilimot who work at machaneh. For Ma'apilimot who do not work at machaneh, mas shall be included in the payment of the first national program attended that year.

Section 32. Mas collected at the Machanot shall be sent to Habonim Dror by the respective Camp Committees and is non-negotiable. A portion of Mas is required for support of movement services provided to the machanot, mazkiruyot and madrichimot. This is the Basic Mas. In addition, there will be an opt-in membership fee to affirm financial commitment where possible to the movement's stability and growth. The Basic Mas plus membership fee is required for all members in good standing. Per Section 23, the specific amounts are to be fixed by the Mazkirut Artzit.

Section 34. If a Ma'apilol is unable to pay mas he or she is encouraged to utilize the kupa system. If after exploring this option they still find themselves unable to pay, they should notify the Mazkirut Artzit.

#### **Article X: Implementation of the Constitution**

Section 35. Regulations for the implementation of the Constitution shall be adopted by the Veida.

Section 36. The regulations for the implementation of the Constitution shall be amendable by the normal decision-making procedure at a Veida.

#### **Article XI: Referendum**

Section 37. Upon the initiative of a three-quarters majority of the Board, the Board shall conduct a referendum among all the members in good-standing of the Nachshonimot and Ma'apilimot of the Movement to determine the sentiment

of Habonim Dror on any question. Decisions supported by a majority of those voting shall have the effect of a Veida decision, provided that 75% of the eligible ballots are returned.

Section 38. At Veidot, a motion to refer any question to a referendum, if supported by a majority (50% +1) “yes” votes, shall require the Board to conduct a referendum according to the procedure described above.

### **Article XII: Amendments**

Section 39. This Constitution, or any part of it, may be amended by a Veida decision according to the Regulations and Procedures for the Implementation of the Constitution. The day before the start of Veida will be devoted to discussion of constitutional amendments. Amendments must be submitted prior to the beginning of the day of discussion.

Section 40. In the case that any law that governs HDNA requires a change to Habonim Labor Zionist Youth, the Mazkirut Artzit will have the power to provisionally amend the Constitution and institute those changes to abide by the Law change(s). Any such amendment will stay in place until ratified by the next Veida, or replaced by another proposal that maintains compliance with the law. In the event of such changes, the Mazkirut Artzit will inform and solicit input from the movement through the appropriate channels (such as the HDNA listserv and the Mercaz).

### **Article XIII: Indemnification**

Section 41. Habonim Dror shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person, or such person’s testator or intestate, is or was a director or officer of Habonim Dror, a committee member who is not a director or officer of Habonim Dror, or an employee or agent of Habonim Dror designated for indemnification by the Board, or is or was serving at the request of Habonim Dror as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (hereinafter all referred to more generally as “indemnified parties”), against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person as a result of such action, suit or proceeding to the full extent permitted by applicable law, upon such determination having been made as to such person’s good faith and conduct as is required by applicable law. Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding may be paid by Habonim Dror in advance of the final disposition of such action, suit or proceeding to the extent, if any, authorized by the Board in accordance with the provisions of applicable law, upon receipt of an undertaking by or on behalf of the indemnified party to repay all or a portion of such amount if it shall ultimately be determined that such indemnified party is not entitled to be indemnified by Habonim Dror or that the expenses so advanced exceed the indemnification to which the indemnified party is entitled. Habonim Dror may purchase and maintain insurance to indemnify Habonim Dror and the indemnified parties in a manner and to the fullest extent now or hereafter permitted by law.

### **Article XIV By-Laws**

Section 42. This constitution and any amendments thereto are the by-laws of Habonim Dror