

Revised: January 28, 2003

BYLAWS OF THE AMERICAN ISRAEL

PUBLIC AFFAIRS COMMITTEE

STATEMENT OF PURPOSE: This organization shall be known as the American Israel Public Affairs Committee (AIPAC) and shall undertake appropriate activities to nurture and to advance the relationship between the United States and Israel, and to strengthen and to promote the mutual ideals and interests of both nations in accordance with the views of its members. In carrying out these tasks, AIPAC shall represent only the views of American citizens and shall receive neither funding nor direction from the State of Israel nor from any other foreign government. AIPAC is not a political action committee ("PAC"). It does not solicit funds for or contribute funds to political candidates or to political parties.

1. **MEMBERS.**

A. **MEMBERSHIP REQUIREMENTS.** The following are AIPAC members:

- 1) Individuals for whom membership applications have been completed and approved, who pay annual dues as set from time to time by the Board of Directors. In setting dues, the Board of Directors may create different categories of membership depending upon the amount of dues paid; and,
- 2) The chief lay officer of each organization that is a member of the Conference of Presidents of Major American Jewish Organizations may become a member without payment of dues during his or her term of office.

3) Any member who is not in financial arrears to AIPAC (as judged by the Board of Directors) is an AIPAC member in good standing.

4) All members of the Board of Directors (as described in Section 2.b.), the Executive Committee (as described in Section 4), and all other committees (as described in Section 5), as well as all officers (as described in Section 3), all State Chairpersons (as described in Section 7), and all Regional Chairpersons (as described in Section 8), and all Regional Council members (as described in Section 8.a-8.c), shall be AIPAC members in good standing.

b. **RENEWAL.** Membership must be renewed on a yearly basis through payment of dues except for members described at Section 1.a.2.

c. **RIGHTS OF MEMBERS.**

1) Notice of the annual Policy Conference shall be sent to all members not less than 20 nor more than 50 days before the date of the meeting. Each member may attend the annual Policy Conference for a fee determined by the Board of Directors.

2) All members shall be entitled to receive information regarding the voting records of Members of Congress as pertain to AIPAC issues.

3) Members in good standing as of 120 days prior to the annual Policy Conference who attend the annual Policy Conference will constitute the National Assembly which body shall elect certain members to the Board of Directors (as described in Section 2.c.2) and to the Executive Committee (as described in Section 4.b.5).

2. **THE BOARD OF DIRECTORS.** Powers, number, election, term of office and meetings.

a. **POWERS.** The Board of Directors shall have the responsibility and authority for the setting of policy and the overall management of the business affairs, activities and property of AIPAC, including the selection of the Executive Director.

b. **NUMBER.** The Board of Directors shall consist of such number not fewer than 25 nor more than 40 Directors, as determined by the Board from time to time, including those officers of AIPAC described in Section 3.a., who shall be members of the Board of Directors by virtue of their positions as officers of AIPAC. In addition, Past Presidents of AIPAC described in Section 3.e. shall be members of the Board of Directors by virtue of their position as Past President. In addition to these Directors, the President of the Near East Report, the President of the American Israel Education Foundation, the Chairperson of the Conference of Presidents of Major American Jewish Organizations, and the Executive Director of AIPAC will be ex officio members of the Board.

c. **SELECTION AND TERM OF OFFICE.** Those Members of the Board of Directors nominated by the Nominating Committee (described in Section 5.c.) shall serve for a term of approximately two years (21-27 months) after approval by vote of a majority of those members of the Board of Directors present and voting, who shall take into account political activity, support of AIPAC, community leadership, state geographical distribution, gender equity, and such other factors as the Board of Directors deems appropriate. Each such election shall take place at a Board of Directors meeting held at the Policy Conference with the term of each Director to

commence on the first day of the first month following the Policy Conference and finish on the first day of the first month following the Policy Conference held approximately two years (21-27 months) later. No elected member of the Board of Directors may serve for longer than three consecutive terms. Any member who has served three consecutive terms may be re-elected after a one-year absence from the Board of Directors. In computing the consecutive terms discussed in this provision, there shall not be included any term served on the Board of Directors by reason of the individual being the Chairperson of the Conference of Presidents of Major American Jewish Organizations. Notwithstanding the foregoing:

- 1) Each regional Council shall nominate and elect a member of the Board of Directors whose nomination shall be reviewed by the Nominating Committee (as described in Section 8.d.) and ratified by the Board of Directors.
- 2) The National Assembly shall elect one member of the Board of Directors nominated by the Nominating Committee.
- 3) The Executive Committee shall elect two members of the Board of Directors nominated by the Executive Committee Nominating Committee, which committee shall be appointed by the Chairperson of the Executive Committee who shall also chair the Executive Committee Nominating Committee. The said election shall be held at the Executive Committee meeting during the Policy Conference. The term of office of the Executive Committee members of the Board of Directors shall commence coincident with the term of office of the National Assembly member of the Board of Directors

on the first day of the first month following the Policy Conference and finish on the first day of the first month following the Policy Conference held approximately two years (21-27 months) later.

4) Each Regional, Executive Committee member, and National Assembly member of the Board of Directors shall serve for a term of approximately two years (21-27 months) and shall have the full privileges and responsibilities accorded to other members of the Board of Directors.

5) Each Executive Committee and National Assembly member of the Board of Directors shall serve no more than one term as a director in this capacity. However, Executive Committee and National Assembly directors may be elected to two additional consecutive terms as either at-large or Regional members of the Board of Directors.

6) Directors may be re-elected as directors only after a one year absence as a director except that:

a) Any director who is serving as an officer of AIPAC (as defined in Sections 3.a. and 3.h.) at the end of his or her third consecutive two-year term may continue to serve as a director for up to a maximum of three additional consecutive two-year terms so long as he or she remains an officer and,

b) Nothing herein contained shall preclude a person from serving more than two terms as President so long as his or her consecutive service as President is limited to no more than two two-year

terms, or as Chairperson of the Board from serving more than two terms as Chairperson of the Board so long as his or her consecutive service in that capacity is limited to no more than two two-year terms.

d. **MEETINGS.**

1) **Regular Meetings.** The Board of Directors shall meet at least six times a year. The presence of at least forty percent (40%) of the Directors in office shall constitute a quorum for the conduct of the business of the organization. At any meeting at which a quorum is present, the vote of a majority of those present and entitled to vote shall decide any matter unless the Articles of Incorporation, these Bylaws, or any applicable law requires a different vote.

2) **Special Meetings.** Special meetings of the Board of Directors may be called at any time only by the Chairperson of the Board or the President.

3. **OFFICERS.** Definition, selection, terms of office and powers.

a. **DEFINITION.** The officers of AIPAC shall consist of a President, President-elect, past Presidents, Chairperson of the Board, Vice Presidents, Secretary/Treasurer, and such additional officers as determined by the Board of Directors from time to time.

b. **SELECTION.** The Board of Directors, at its annual meeting at the Policy Conference or at any such date as set by the Board of Directors and acting upon recommendations of the Nominating Committee, shall elect the President, the President-elect, the Chairperson of the Board, and the Secretary/Treasurer of AIPAC,

whose terms shall commence on the first day of the first month following the Policy Conference and finish on the first day of the first month following the Policy Conference held approximately two years (21-27 months) later.

c. **TERMS OF OFFICE.** Officers shall serve for a term of approximately two years (21-27 months), renewable for no more than two succeeding two-year terms.

Notwithstanding the foregoing:

1) The President and Chairperson of the Board shall serve in their respective office for no more than two consecutive full two year terms; however, the President may also serve a partial term of less than one year to complete the balance of a predecessor's term.

2) No officer shall be precluded from serving as President by virtue of the fact that he or she will have served as an officer for three consecutive terms at the time of his or her election as President.

d. **PRESIDENT.** The President shall be nominated by the Nominating Committee and elected by the Board of Directors. The President shall be the Chief Executive Officer of AIPAC and shall preside at meetings of the Board of Directors and shall perform all functions incident to the office of President, and such other powers and duties prescribed from time to time by the Board of Directors. The President shall designate the Chairperson of the Executive Committee from among the members of the Board of Directors, and the Vice Chairperson of the Executive Committee from the membership of the Executive Committee. The President shall

also appoint the chairpersons of the standing committees subject to the approval of the Board of Directors (as described in Section 5.d.).

e. **PAST PRESIDENT.** Each President of AIPAC, upon completion of his or her service, shall become a Past President of AIPAC. Past Presidents shall be officers of AIPAC for life with full voting privileges and shall not be subject to any limitation on their term of office so long as they affirm in writing their interest in being a Past President.

f. **CHAIRPERSON OF THE BOARD.** The Chairperson of the Board shall be nominated by the Nominating Committee and elected by the Board of Directors from among the Past Presidents. The Chairperson of the Board shall perform any functions as may be assigned by the President. In addition, if the office of President-Elect is vacant (as described in Section 3.g.), then the Chairperson of the Board shall act as President in the absence of the President.

g. **PRESIDENT-ELECT.** The President-Elect shall be nominated by the Nominating Committee and elected by the Board of Directors during the last year of the last term of the then current President. The current President shall make known to the Nominating Committee if he/she does not wish to run for a second term at least one year prior to the conclusion of his/her first term as President. The President-Elect shall perform all those functions as are incident to the office of President-Elect including acting as President in the absence of the President, and such other functions as may be assigned by the President. The President-Elect shall become President upon being elected President in accordance with Section 3.d.

h. **VICE PRESIDENTS.** Each Chairperson of a standing committee of the Board of Directors as defined in Section 5.d. shall be a Vice President.

i. **SECRETARY/TREASURER.** The Secretary/Treasurer shall have general supervision of the financial affairs of AIPAC, shall review periodic audits and financial reports, and shall perform all such functions as are incident to the office of the Secretary/Treasurer, and such other functions as may be assigned by the President.

4. **EXECUTIVE COMMITTEE.** Duties, number, selection and term of office.

a. **DUTIES.**

1) The Executive Committee shall act as an advisory body to AIPAC, shall participate in the work of the regions, and shall perform such functions as the President may, from time to time, direct.

2) The Executive Committee shall elect certain members of the Board of Directors as described in Section 2.c.3.

3) The Executive Committee shall approve the AIPAC Annual Policy Statement.

4) The President and the Executive Director of AIPAC shall report to the Executive Committee at every Executive Committee meeting as to the state of AIPAC and to any new AIPAC policy initiatives that have been taken or that are contemplated. The chairpersons of the Standing Committees of the Board of Directors shall report to the Executive Committee at least annually.

5) The Executive Committee may properly address those strategic issues relevant to the enhancement of the American Israel relationship. The Board of Directors shall give special consideration to those opinions enunciated.

6) After approval of amendments to these Bylaws by the Board of Directors in accordance with Section 10, said amendments must be submitted to the Executive Committee for approval by a majority of those present and voting, a quorum being present (Section 4.d.1), provided written notice of such meeting and the purpose of each such proposed amendment shall be mailed to each member of the Executive Committee in accordance with Section 11.

b. NUMBER. The Executive Committee shall consist of the following.

1) The chief lay officer of each organization that is a member of the Conference of Presidents of Major American Jewish Organizations shall be invited to serve as a member of the Executive Committee. The chief lay officer of each such organization shall be permitted to designate (by giving written notice to AIPAC) a specifically named leader of the organization to attend an Executive Committee meeting in his or her absence with full participatory rights.

2) All members of the Board of Directors shall be members of the Executive Committee.

3) All State Chairpersons (as defined in Section 7) shall be members of the Executive Committee.

4) Up to four student members with full participatory rights may be appointed to the Executive Committee by the President.

5) Up to 300 additional Executive Committee members may be selected, half of whom shall be apportioned proportionately by regional memberships (regional nominees), and the other half of whom shall be elected by the Board of Directors (national nominees).

a) At least two Executive Committee members per region from the Young Leadership Group (as defined by each region) shall be included from each region's apportioned nominees.

b) All 300 additional members shall be first approved by the Nominating Committee.

c. **SELECTION AND TERM OF OFFICE.** All members of the Executive Committee referenced in Section 4.b.5) shall be nominated or approved by the Nominating Committee and shall be elected for a term of approximately one year (9-15 months).

1) The National Assembly shall elect by a majority vote the slate of Executive Committee members identified as regional nominees at the annual National Assembly meeting with the terms to commence on the first day of the first month following the Policy Conference and finish on the first day of the

first month following the next Policy Conference held approximately one year (9-15 months) later (Section 4.b.5).

2) The Board of Directors shall elect by a majority of those directors present and voting, those Executive Committee members identified as national nominees (Section 4.b.5). Such election shall take place at a Board of Directors meeting held at the annual National Assembly meeting with the term of the Executive Committee members thus elected to commence coincident with the term of regional nominees on the first day of the first month following the Policy Conference and finish on the first day of the first month following the next Policy Conference held approximately one year (9-15 months) later.

3) No member of the Executive Committee may serve for longer than five consecutive terms. Any member who has served five consecutive terms may be re-elected after one year's absence from the Executive Committee. In computing the five consecutive terms discussed in this provision, there shall not be included any term served on the Executive Committee by reason of the individual being either the chief lay officer of an organization that is a member of the Conference of Presidents of Major American Jewish Organizations or a Director of AIPAC.

4) Executive Committee members who are selected on a regional basis (regional nominees) shall be nominated by that region's nominating committee. Regional nominees are subject to the approval of the national

Nominating Committee at least 30 days in advance of the National Assembly meeting.

d. **MEETINGS.**

1) **Regular Meetings.** The Executive Committee shall meet at least three times a year. At each such meeting, the presence of at least 10% of the members shall constitute a quorum. At any meeting at which a quorum is present, the vote of a majority of those present and entitled to vote shall be adequate to decide any matter.

2) **Special Meetings.** Special meetings of the Executive Committee may be called at any time only by the Chairperson of the Board or the President.

COMMITTEES.

a. The President shall appoint all committee Chairpersons subject to the approval of the Board of Directors, and shall establish such ad hoc committees as may be necessary to carry out specific functions at AIPAC.

b. **STEERING COMMITTEE.** There shall be a standing committee called the Steering Committee, chaired by the President, which shall consist of the officers of AIPAC, the Chairperson of the Executive Committee, and the AIPAC Executive Director. At the call of the Chairperson of the Board or the President, the Steering Committee shall, in the event of exigent circumstances, meet in special session to take appropriate action until the Board of Directors can be convened for a duly authorized meeting.