

CONGREGATION BETH ISRAEL BYLAWS

Amended October 10, 2011

FINAL DRAFT APPROVED BY BOARD 4-13-2016

PREAMBLE MISSION STATEMENT: Congregation Beth Israel is a diverse and inclusive synagogue affiliated with the Union for Reform Judaism and committed to a tradition that honors both Jewish continuity and innovation. We warmly welcome people into our vibrant community, dedicated to the study of Torah and creative Jewish learning, joyous and meaningful worship, and engaging in the sacred obligation of *tikkun olam*, repair of the world. As inheritors of a rich past and creators of a future full of possibility, we continually seek new opportunities to support each other in participating and growing Jewishly.

ARTICLE I GENERAL

1.1 NAME. CONGREGATION BETH ISRAEL (CONGREGATION) is a non-profit corporation organized for the practice of the Jewish religion.

1.2 PURPOSE. The purpose of the congregation is to promote the enduring and fundamental principles of Judaism and to ensure the continuity of the Jewish people; to enable its adherents to develop a relationship to God through communal worship, study and assembly; and to apply the principles of Reform Judaism to the values and conduct of the individual, family and society in which we live.

1.3 AFFILIATION. The congregation shall affiliate with the Union for Reform Judaism and maintain itself in good standing.

ARTICLE II MEMBERSHIP

2.1 QUALIFICATION. Any Jewish person eighteen (18) years of age or older is eligible to become a member upon approval of his or her application by the board of directors.

2.2 UNIT OF MEMBERSHIP. An individual and a family membership are each considered one unit of membership in the congregation. For the purpose of this article, a “family” means one or two adults, at least one of whom is Jewish, who define themselves as a family, and any dependent children of such adults. For the purpose of congregational and affiliate dues and assessments, the unit of membership shall be either an individual or a family.

2.3 MEMBERSHIP DURING CONVERSION. Any person engaged in the process of converting to Judaism is eligible to become a member upon recommendation by the Rabbi and approval of his or her application by the board of directors. Such person shall not vote or hold office in the congregation until completion of the conversion process.

2.4 NON-JEWISH SPOUSE/PARTNER. As part of a family membership, the non-Jewish spouse/partner may be considered a member of the congregation. He or she is welcome to share in the fellowship of the congregation and may serve on certain committees; a non-Jewish spouse/partner may co-chair that committee provided that the other co-chair is Jewish. A non-Jewish spouse/partner may not serve as a board member or officer of the congregation.

2.5 MEMBERSHIP PRIVILEGES. Members of the congregation shall have all the privileges of membership, subject to policies and procedures approved by the board of directors.

2.6 RIGHT TO VOTE. Each unit of membership will be allocated one vote. The vote for that unit may be cast by the individual, in the case of an individual membership, or by either of the adult members of the family membership unit. Members in good standing shall have the right to vote on all matters coming before meetings of the congregation.

2.7 DEATH OF A MEMBER. In the event of the death of a member, the surviving or remaining non-Jewish member may continue to be a member.

2.8 DISSOLUTION OF A FAMILY. In the event of the dissolution of a family, a non-Jewish member may continue to be a member. In the event of such dissolution, each adult may reapply and be considered for separate membership.

2.9 SPECIAL MEMBERSHIPS. The board of directors may establish special membership classifications with such provisions as it shall deem advisable.

2.10 TERMINATION OF MEMBERSHIP. The board of directors has the right to terminate members who engage in activities that run counter to the purposes of the congregation as stated in paragraph 1.2.

2.11 PAYMENT OF DUES. Members shall be responsible for support of the congregation through payment of dues, assessments and other fees as determined by the board of directors. Membership dues are payable upon billing. The board of directors or its designee may waive, extend or modify any financial obligation due from a member. The board of directors or its designee may terminate a membership for nonpayment of dues or assessments after 30 days notice in writing to such a member.

2.12 RESIGNATION OF MEMBER. The resignation of any member shall not relieve him or her from payment of any obligation due the congregation at the time of resignation.

ARTICLE III MEETINGS

3.1 ANNUAL MEETINGS. There shall be an annual meeting of the members at the registered office of Congregation Beth Israel or any other convenient place on or before June 1st of each year.

3.2 SPECIAL MEETINGS. Special meetings of the members may be held at the discretion of the president of the congregation; a majority of a quorum of the board of directors; or not less than fifty (50) voting members at the registered office of the Congregation Beth Israel or at any other convenient place. Any special meeting notice shall state the purpose of the meeting.

3.3 NOTICE OF MEETINGS. Notice of the annual meeting of the members shall be required and such written notice of the time, place, and purpose of the meeting will be given to all members who are entitled to vote at least ten (10) days prior to the day named for the meeting. Notice may be given either electronically or by placing notice in the United States mail, postage prepaid and addressed to a member's last known mailing address. Emergency meetings may be called pursuant to Section 3.2 by electronic or telephonic notice when time is of the essence.

3.4 ADJOURNED MEETINGS. An adjournment of any congregational meeting may be taken to such time and place as those present may determine without new notice being given, whether by reason of the failure of a quorum to attend or otherwise.

3.5 QUORUM OF THE CONGREGATION. A quorum of members for voting purposes shall consist of at least twenty-five (25) voting members and a majority of the quorum shall govern. The absence of a quorum shall not prohibit those members present from electing directors and officers for the coming year.

ARTICLE IV BOARD OF DIRECTORS

4.1 NUMBER AND QUALIFICATION. The business affairs and assets of the corporation shall be managed by a board of directors of fifteen (15) or sixteen (16), if there is an immediate past president. Each director shall be a voting member in good standing of Congregation Beth Israel. A member of the Youth Group, whose family membership is in good standing, may serve as an additional director, subject to ratification by the board.

Eight directors shall be a quorum (9 in the case of a 16 member board) and a quorum must be present in order to conduct the business of the board of directors. A majority of the quorum shall govern.

4.2 ELECTION AND TERM OF OFFICE. In accordance with ~~paragraph Sec.~~ 3.5, Directors shall be elected at the annual meeting. The new board shall convene annually after July 1. This coincides with the beginning of the Congregation's new fiscal year. The term of office shall be ~~three-two~~ years, ~~or for the balance of the unexpired term of a vacated position.~~ Directors serve up to 3 terms for a total of 6 years. In the event of failure to hold an election of directors at any annual meeting as provided by these bylaws, election of directors may be held at a special meeting for the members called for that purpose.

4.3 SELECTION OF NEW BOARD/OFFICER CANDIDATES: The nominating committee will be constituted each year for the purpose of recommending appropriate candidates for future board membership. New nominating committee members shall be named by the nominating committee chair in collaboration with the president and must be approved by the board. The composition of the nominating committee and its policies and procedures are detailed in the CBI Nominating Process and Policies document approved by the board.

4.34.4 DUTIES OF THE DIRECTORS. Directors' roles and responsibilities are detailed in the board of director job description approved by the board. It shall be the duty of the directors to make all policy decisions regarding the congregation and it shall be the duty of the officers on the board to carry out those policies. Policies and decisions of the board of directors shall be recorded in the minutes of the board and in the congregation policy manual.

~~4.44.5~~ LIMITATION ON YOUTH GROUP DIRECTOR. A youth group director shall not vote ~~an-on~~ any fiscal matter. At the request of a majority of the ~~Executive-executive~~ Committeecommittee, a youth group director shall be excused from any board proceeding.

~~4.54.6~~ REMOVAL OF DIRECTORS. ~~Any director may be removed from office by a majority vote of those members present at any special meeting of the members called for that purpose as provided for in paragraph 3.2.~~ A director may be removed from board of directors for the following infractions, including but not limited to: a breach of confidentiality, highly disrespectful language or behavior, behaviors that place others at risk of harm, and/or for having been convicted of a felony. The removal process requires an investigation of allegations by a task force appointed by the president or vice president and presentation of an opportunity for the individual to resign voluntarily if the task force finds that the alleged behavior likely occurred. If the individual does not voluntarily resign when provided the opportunity, the individual may be removed by a 3/4 vote by the board. If an individual's infraction could risk the safety of others or compromise the board's ability to make decisions, the board may vote to suspend board membership while allegations are being investigated by the task force.

4.64.7 BOARD MID-TERM VACANCIES. Mid-term Vacancies-vacancies in the board of directors, whether caused by resignation, death, removal or otherwise, may be filled by a majority vote of the directors at a meeting held for that purpose and a director filling a vacancy

shall remain in office until the next annual meeting. Partial board terms will not count towards service term limit. The term limit count for this board member will begin on July 1 after his/her election.

4.74.8 REGULAR MEETINGS. The board of directors shall meet regularly at a date, time and place fixed by the board.

4.84.9 SPECIAL MEETINGS. Special meetings of the board of directors may be held at any place and at any time whenever called by the president, vice president, secretary or treasurer, or by any five (5) or more directors.

4.94.10 NOTICE OF MEETING. Notice of the time and place of all meetings of the board of directors shall be given by the secretary or by the person calling the meeting, by mail, electronic means, fax or by personal communication over the telephone or otherwise, at least three (3) days prior to the day upon which the meeting is to be held; provided that no notice of any regular meeting be given, if the time and place thereof shall have been fixed by the board of directors. Notice of any meeting of the board of directors need not be given to any director if it is waived in writing or if the director is present at such meeting; and any meeting of the board shall be a legal meeting without any notice thereof having been given, if all of the directors are either present or waived notice thereof.

4.10-11 BOARD TERM LIMITS

a. No director shall serve more than six (6) consecutive years on the board except as set forth in these bylaws.

b. Re-election to a board position after term limit imposition has been reached requires at least a one (1) two (2) year period of time in which the member seeking re-election remains off the board.

c. Any term served as an officer of the board (president, vice president, treasurer, or secretary) or as immediate past president shall **not** be counted toward the six-year term limit. Officer term limits are specified in Sec. 5.2.

d. Upon completion of an immediate past president's service on the board, such individual shall not return to board service without at least a one (1) two (2) year period of time off the board. This provision shall be irrespective of term limit issues.

~~e. Each director slot is designated by a position number and shall be elected for a term of three (3) years. A chart listing the directors' names and their position numbers shall be maintained in order to see which positions are due for current election. If someone is not returning to the board or is moving on to serve on the executive committee, those positions shall indicate that an unexpired term is being filled and the number of years until the next term cycle shall begin. The time spent filling someone's unexpired term shall not count toward the six year term limit.~~

e. At the completion of the term of the vice-president, secretary or treasurer, he/she may return to a board position if he/she has not met the six consecutive year limit. This may be accomplished by returning to the board providing there is a position available.

ARTICLE V OFFICERS

5.1 OFFICERS ENUMERATED, ELECTION. The officers of the congregation shall be a president, up to two vice-presidents, a secretary, and a treasurer, all of whom shall be elected by

the members present at the annual meeting. These officers shall constitute the executive committee.

~~Officers shall hold office for a two year term, except for the treasurer who shall serve for a two year term and may be elected to additional two year terms not to exceed ten (10) years in this position. Officers are eligible to serve consecutive two-year terms in other officer positions once they have vacated their officer position.~~

It shall be the duty of the officers to ensure the implementation of the policy decisions of the board of directors.

5.2 OFFICER TERMS AND TERM LIMITS Officers shall hold office for a two-year term with the following term limits:

President: One 2-year term

Vice President Position: Two 2-year terms

Treasurer: Five 2-year terms

Secretary: Two 2-year terms.

Combined service limits for the vice president position and secretary is limited to three 2-year terms.

5.3 OFFICER MID-TERM VACANCIES. Mid-term vacancies of an officer position, whether caused by resignation, death, removal or otherwise, may be filled by a majority vote of the directors at a meeting held for that purpose, and a director filling a vacancy shall remain as an officer until the next annual meeting and election. Partial board terms do not count toward term service limit. Term service for this officer will begin July 1, after his/her election.

5.2.4 OFFICER QUALIFICATIONS. All of the officers of the congregation shall be elected from the ranks of members of the board of directors. ~~and no~~ No one director may hold more than one office at the same time.

5.3.5 REMOVAL OF OFFICERS. ~~Any officer may be relieved of office upon a majority vote of the members present at a meeting called for that purpose.~~

An officer may be relieved of office upon a 3/4 vote of the board of directors for the infractions listed, but not limited to, in Section 4.6 of these bylaws. In addition, an officer may be asked to resign from their officer position upon a 3/4 vote of the board for failure to fulfill the duties of the office. If the individual does not voluntarily resign, the individual may be removed by a 3/4 vote of the board. Once an officer is removed or resigns from their office position he/she may remain as a board member unless action is taken as described in Sec. 4.6.

5.4.6 THE PRESIDENT. The president shall fulfill the roles and responsibilities listed in the president job description approved by the board of directors. The president shall preside at meetings of the board of directors, executive committee, and annual congregational meetings.

5.5.7 THE VICE PRESIDENT(S). The vice-presidents shall fulfill the roles and responsibilities listed in the vice-president job description approved by the board of directors. There shall be up to two vice-presidents. The specific duties of each will be specified by the executive committee designated First Vice President and Second Vice President. In the absence or disability of the president, the board shall select one first vice-president shall to perform the duties of the president.

5.6.8 THE SECRETARY. The secretary shall fulfill the roles and responsibilities listed in the secretary job description approved by the board of directors. It shall be the duty of the secretary

to keep records of the proceedings of the directors and congregation, and when requested by the board of directors to do so, to sign and execute with the president all contracts and obligations or instruments in the name of the congregation.

5.7-9 THE TREASURER. The treasurer shall fulfill the roles and responsibilities listed in the treasurer job description approved by the board of directors. The treasurer shall have the care and custody and be responsible for all funds and securities of the congregation, and shall cause to be kept regular books and accounts. The treasurer shall cause to be deposited all funds and other valuable effects in the name of the congregation in such depositories as may be designated by the board of directors.

5.8-10 THE IMMEDIATE PAST PRESIDENT. The immediate past president shall serve a ~~one~~ two-year term on the board following completion of his/her term as president. The immediate past president shall serve as the chair of the nominating committee for his/her two-year term but shall serve on the board for only the first year as immediate past president.

~~5.9 VACANCIES. Vacancies in any office arising from any cause may be filled by the members of the board of directors at any meeting held for that purpose.~~

5.10-11 OTHER OFFICERS AND AGENTS. The board of directors may appoint such other offices and agents as it may deem necessary or expedient, which shall hold their office for such terms, and shall exercise powers and perform such duties, as shall be determined from time to time by the board.

5.11-12 SALARIES. The officers, agents, and directors of the congregation shall receive no salary for the duties they perform.

ARTICLE VI BOOKS AND RECORDS

6.1 RECORDS OF CONGREGATIONAL MEETINGS. The congregation shall keep one complete record of all proceedings of the board of directors and congregation, a policy manual, and a congregational membership roster. Records of the congregation shall be available for inspection by members under rules which the board or congregation may prescribe.

6.2 COPIES OF RESOLUTIONS. Any person conducting business with Congregation Beth Israel may rely upon a copy of any records of the proceedings, resolutions, policies, or votes by the board of directors when certified by the president and secretary.

ARTICLE VII FISCAL YEAR

7.1 FISCAL YEAR. The fiscal year of Congregation Beth Israel shall be from July 1 through June 30.

ARTICLE VIII INDEMNIFICATION OF DIRECTORS AND OFFICERS

8.1 INDEMNIFICATION OF DIRECTORS AND OFFICERS. Each director or officer now or hereafter serving the congregation, and each person who at the request or on the behalf of the congregation is now serving, and their respective heirs, executors and administrators of each of them, shall be indemnified by the congregation against all costs, expenses, judgments and liabilities, including attorneys' fees reasonably incurred by or imposed upon the director or officer in connection with or resulting from any action, suit or proceeding, civil or criminal, in which the director or officer is or may be made a party by reason of being or having been a director or officer at the time of incurring such costs, expenses, judgments and liabilities, except in relation to matters as to which that individual shall be finally adjudged, without right of further appeal in such action, suit or proceeding, to have been liable for willful misconduct in the

performance of duty as director or officer. Such indemnification shall be made with respect to adjudications other than on the merits and shall extend to settlements and compromises. The foregoing right of indemnification shall be exclusive of other rights to which such director or officer may be entitled as a matter of law.

ARTICLE IX AMENDMENT OF BYLAWS

9.1 BY THE CONGREGATION. These bylaws may be amended, altered, or repealed by a majority vote at any regular or special meeting of the congregation if notice of the proposed alteration or amendment is contained in the notice of the meeting.

9.2 BY THE BOARD OF DIRECTORS. These bylaws may be amended, altered, or repealed by a majority vote at any regular or special meeting of the board if notice of the proposed alteration or amendment is contained in the notice of the meeting; provided, however, that the board of directors shall not amend, alter or repeal any bylaw in such a manner as to affect the qualifications, classifications, term of office or compensation of the directors in any way. Any action of the board of directors with respect to the amendment, alteration or repeal of these bylaws is hereby made expressly subject to change or repeal by the members of the congregation.

ARTICLE X RULES OF ORDER

10.1 RULES OF ORDER. The rules contained in the most recent edition of Robert's Rules of Order shall govern all meetings of the congregation and board of directors where those rules are not inconsistent with the articles of incorporation, bylaws or special rules of order of the corporation.