

Standing Rules and Policies

CONGREGATION MT. SINAI ANSHE EMETH AND EMES WOZEDEK OF WASHINGTON HEIGHTS, INC. Board of Trustees

I. Standing Rules, Generally

The following standing rules represent procedures currently in effect for meetings and operations of the MSJC Board of Trustees and Officers.

The purpose of these standing rules of the Association ("Standing Rules") is to provide ongoing direction for the governance of the Board. All capitalized and defined terms used in these Standing Rules shall enjoy the same meaning as in the Bylaws, unless otherwise specifically noted. These Standing Rules may be modified, revised, repealed, or suspended, as directed by the Bylaws.

While "Robert's Rules of Order" may provide the general standard for the governance of Board meetings, "Robert's Rules" will be superseded by any pertinent Standing Rules, any applicable provisions of the Constitution, Bylaws or by temporary supplemental rules as may from time to time be adopted. The Standing Rules shall be maintained by the Recording Secretary and shall be made available at any time to any Trustee or Officer. The Recording Secretary shall circulate the Standing Rules (1) to all Trustees and Officers whenever the Board makes any change to the Standing Rules and (2) to any new Trustee or Officer at the beginning of his/her term. The secretary may fulfill this requirement by maintaining an updated version of the Standing Rules accessible on the Board of Trustees' email group page.

The Standing Rules shall also be available on request to any member in good standing of the Congregation, excepting any sections designated "nonpublic" by the Board, which shall not be so available.

The Standing Rules may be adopted, modified, or canceled by a motion of the board. Procedural motions that are not incorporated into the Standing Rules shall have effect only until the end of the one-year term for Trustees during which such motions are enacted (i.e., the last day of the second calendar quarter of the year, per Section 4.3 of the Constitution).

II. Nominating Committee

1. Prior to the meeting where the board of trustees is to elect the nominating committee, individual Trustees are expected to speak with potential candidates for the nominating committee and obtain candidates' provisional agreement to serve if chosen.
2. At the meeting, the names of all potential candidates will be listed for all trustees to see.
3. Before any comments on the list, the President announces his choice for the committee.
4. A discussion of the candidates shall occur until a motion passes to move on to step 5.
5. Each Trustee shall vote for up to 4 candidates.
 - A. If the pool of potential candidates is nine or more people, the top 7 candidates will proceed to a second vote, in which each Trustee may again vote for up to 4 candidates. The second vote shall follow the procedures outlined in Steps 5(B) and on.

- B. From a pool of 8 or fewer, any candidate that receives $\frac{2}{3}$ of the vote has been provisionally named to the committee, subject to the procedures in steps 5(D) and 6.
- C. Should fewer than 4 candidates receive $\frac{2}{3}$ of the vote, a new vote is held including only those candidates that did not receive $\frac{2}{3}$ of the vote, such that the new vote contains either
 - i. candidates equal to the number of remaining slots + 1 (For example: If two spots remain unassigned, the top three candidates are selected for this new vote. If only one candidate is still needed, two are selected and so on.) or
 - ii. anyone who received at least $\frac{1}{3}$ of the previous vote in, whichever generates the larger pool. Ties in Step 5(C) shall be broken in accordance with the procedures in Step 7. Ties in step 5(C)(i) (for example, a pool of 3 is needed, and the 3d and 4th candidates had the same number of votes) shall not be broken, but rather all tied candidates shall be included.
- D. If more than 4 people receive $\frac{2}{3}$ Board approval, the four candidates with the most votes are provisionally named to the Committee. Ties shall be broken in accordance with the procedures in Step 7.
- 4. If the above process results in a Committee that is not permitted by the Constitution (e.g., spouses serving together, too many Trustees or Officers serving), then a new vote is held only between the potentially disqualifying parties (the spouses, siblings, trustees, or officers). The provisional position(s) shall go to the candidate (or candidates in the case of too many trustees) who receive(s) the most votes. The process outlined in step 5(c) will be followed to fill in the open position(s).
- 5. In the event a tie needs to be broken at steps 5-6.
 - A. A new vote shall be held only between those individuals who received an identical numbers of votes. The candidate to receive the most votes is named. The Vice President does not vote in Step 7(A).
 - B. Should an identical tie persist for more than 1 round of voting, the Vice President breaks the tie.
- 6. After the provisional Nominating Committee has been decided by the above procedure, that provisional committee is given a single up or down vote by the Board, via secret ballot, that requires $\frac{2}{3}$ of the Board in order to pass. If this vote passes the Committee has been formally selected by the Board.
- 7. If the vote in step 8 fails, the Board may entertain a motion that suggests one of the following three steps:
 - A. Vote again on the same slate of provisional candidates (provided that no more than 3 votes on an identical slate shall be held);
 - B. Remove a specified individual from the provisional slate and replace him/her with a specified individual from the original pool ; or
 - C. Repeat the process from step 4 and on, with all potential candidates, including those previously rejected, eligible for selection.
- 8. The President shall not vote in any step.
- 9. All votes are by secret ballot.

III. Interpretation of Section 5.2(d) of the Constitution

Under Section 5.2(d) of the Constitution of CONGREGATION MT. SINAI ANSHE EMETH AND EMES WOZEDEK OF WASHINGTON HEIGHTS, INC., the President may “authorize necessary expenditures of up

to \$750.00 for any single expenditure and \$2,500.00 in the aggregate per month without the consent of the Board.” “Necessary expenditures” shall include only those expenditures that are required to ensure that Mt. Sinai may carry out its regular and important functions and are urgent in nature, such that their resolution cannot wait until the next scheduled board meeting and an emergency meeting or online poll would be impractical.

IV. Role of Executive Director

1. The Executive Director (ED) is responsible for managing the office and the building, as well as all other shul employees (other than rabbinic staff).

In particular, the ED’s responsibilities include:

- Hiring shul employees (other than rabbinic staff) as well as determining their working hours, responsibilities, and compensation (including benefits and bonuses) within the budget which the Board of Trustees has approved for such purposes; managing membership and donation records and billing;
 - managing internal operations of the office;
 - overseeing building maintenance;
 - in consultation with the Officers, overseeing expenditures under the shul’s operating budget not earmarked for other individuals or committees;
 - ensuring the safety and security of the shul premises;
 - ensuring circulation of public information via the bulletin, Keshet and similar channels.
 - updating the website;
 - managing rentals of shul facilities;
 - assisting committees in planning and executing programs and events;
 - taking a leading role in fundraising efforts;
 - other projects to be determined by the Board of Trustees, and by the Officers, operating within the appropriate scope of their responsibilities.
2. The ED should work with the Officers as appropriate, and report to the Board of Trustees concerning major developments. The ED will provide the Board with a monthly executive summary of shul affairs, including shul events or programs taking place or under consideration, committee updates, financial developments, and other news. Each monthly update should also include a section listing and explaining any discretionary expenditures by the ED pursuant to the second sentence of the following paragraph.
 3. The ED is empowered to spend money from the office supplies and building maintenance budgets for their intended purposes. In addition, the ED is provided with a discretionary budget of \$1,000 at a time to address miscellaneous shul needs, to be renewed following each Board meeting provided that all expenditures since the prior meeting have been disclosed to the Board, and that a majority of the Board has not objected. In the event of an objection, the Board shall determine whether and how to revise the ED’s discretionary budget.
 4. The ED is expected to consult with the Officers informally on a regular basis, and to “sit-down” with at least two officers more formally on quarterly basis to share information, discuss progress on major shul initiatives and discuss areas of focus.
 5. The ED may attend Board meetings as an observer and respond to any questions, provided the matters being discussed do not relate directly to his performance or the status of his employment. Motions to exclude the ED from meetings may be made confidentially to the

Chair. If such a motion is received the ED must not be present for debate and voting on this motion.

6. The ED shall serve as Chair of a standing Ad-Hoc Committee, which will plan and execute any shul events or initiatives that fall outside the scope of other permanent committees and are delegated to the Ad-Hoc Committee by the Board.
7. In the event the shul does not have an Executive Director at any time, this section shall be suspended until formally re-adopted by the Board.

V. Committees

1. Section 5.2(e) of the Constitution of CONGREGATION MT. SINAI ANSHE EMETH AND EMES WOZEDEK OF WASHINGTON HEIGHTS, INC., grants the President discretion to appoint and disband committees (except those mandated by the Constitution), and to appoint committee chairs and members. Upon appointing a committee, the President shall propose to the Board a mandate for the committee, which must include its intended purpose, the scope of its authority, and its expected duration. The Board may revise the proposed mandate.
 - A. Once the Board has approved a mandate for the committee, the committee is authorized to implement that mandate in good faith without further Board approval, except that the Committee must comply with sections 2 and 3 below.
 - B. Once the Board has approved a mandate for the committee, the mandate shall be incorporated into Appendix A of these Standing Rules.
2. Every year, each committee that wishes to receive funding or other tangible support from the Congregation shall submit in writing to the Board a proposed committee budget listing and explaining proposed programs, expected expenditures and sources of revenue, based on which the Board shall determine the committee's funding allocation.
3. A committee must seek Board approval, even for acting strictly within its mandate, before taking any action not already expressly approved by the board and which carries a significant risk of (1) serious impact Mt. Sinai's reputation; (2) significant impact on Mt. Sinai's financial outlook; (3) legal liability; or which (4) alters the physical appearance of the synagogue building in a lasting way; (5) involves an outside organization not previously partnered with; or (6) involves taking a political position. Committees are expected to consult with the Rabbi regarding any potential halakhic issues relating to any committee activities.
4. Committees are encouraged to work closely with the Executive Director, who may be authorized under these Rules to provide additional funding to committees if necessary, within budgetary restrictions adopted by the Board.
5. A committee chair may request a change to the board-approved mandate or budget for that committee by submitting such a request to the board in writing. The request shall be placed on the agenda of the next regular Board meeting, or sooner if, at the discretion of the President, circumstances warrant.

VI. Outside Organizations

1. "MSJC Event" means:
 - A. A minyan or other religious service or gathering as called and announced at the discretion of the gabbaim or rabbi

- B. Solicitation of money, goods, or other items in collaboration the Jewish Community Council of Washington Heights-Inwood (JCC) for recurring, seasonal giving opportunities such as *matanot le-eyonim* or *ma'ot chittim*
 - i. Recurring seasonal giving campaigns shall be carried out at the discretion of the Rabbi, Officers, or gabbaim, with no notice to the Board necessary unless the campaign has changed since the previous year in a way that may pose financial, reputational, or legal risk to the shul.
 - C. Emergency appeals to help community members or in response to exceptional natural disasters or tragedies.
 - i. Emergency appeals shall proceed at the discretion of the Rabbi or President, provided that, unless completely impractical, the board shall be informed of the emergency appeal before it occurs.
 - D. An event sponsored by a committee (including the Ad-Hoc Committee under the ED) in accordance with the regular processes for committee activities (see Section V).
 - E. Charitable appeals as approved by the board
 - i. Other than appeals covered in Sections 1(B)-(C), any appeals for monetary donations to third-party organizations must be approved by the board.
2. Except as otherwise provided herein, the following shall only be available to an "MSJC Event:"
- A. Free use of MSJC space.
 - B. Placement of flyers other on the designated bulleting board across from the office.
 - C. Announcements over official channels - verbal, email, or print (other than paid print ads in the Keshet or similar MSJC publication).
3. Exceptions:
- A. The bulletin board across from the office is available to any party on a first-come, first-serve basis. The tables in the hallway outside the beit midrash are available to third parties to leave literature for distribution, provided that such literature may be removed for any reason at any time.
 - B. *Shabbatons*: If an outside organization or group rents MSJC facilities for use as part of a shabbaton, and that organization or group invites the entire community to join in part of its program (such as seudah shelishit or a shiur) free of charge, such event may be publicized through all official MSJC channels at the discretion of the majority of the Officers.
 - C. Events from which MSJC will earn a contingent fee based on the number of participants (in addition to the flat rental rate) may be announced at the discretion of the Officers in consultation with the Executive Director.
 - D. Nothing in Part VI shall prohibit announcing or recognizing lifecycle events or welcoming visitors to the shul.

VII. Online Voting

1. Only the chair (president) may initiate a binding poll.
2. Polls must be up for 72 non-issur Melacha hours to have binding effect.
3. During the polling process, all votes are visible (as is the case with regular board votes), unless a secret ballot is requested.
4. During the polling process, one can change their vote until the poll is closed, with all results only being finalized when a poll is closed.
5. A poll can be more than a yes or no vote. It can be a range of options.

6. Despite the previous point, a poll can only be acted upon if either
 - A. Half of the Trustees eligible to vote (i.e., the total number of Trustees minus the non-voting president) vote for a particular position
 - OR
 - B. 2/3 of the Trustees eligible to vote (i.e., the total number of Trustees minus the non-voting president) have voted in the poll.
7. The chair does not vote in an online poll.

Appendix A – Committee Mandates

1. Security Committee:

The objectives of the Mt. Sinai Security Committee are to:

1. Develop strategies and enact plans that will prepare the community in the case of an emergency,
2. Improve the security of the Shul on a day to day basis, and
3. Keep our Shul and community safe from intrusions or threats against our physical well-being and property.

2. Fundraising Committee:

Fundraising Committee is responsible for all fundraising activities within the Shul. There should be no other individuals or groups fundraising on behalf of the Shul if not in coordination with the Fundraising Committee. The Fundraising Committee will be proactive in reaching out to the other committees for coordinated fundraising efforts. All events that are seeking sponsors should consult the Fundraising Committee before approaching donors (either as individuals or groups). Some sponsorship efforts will continue as they have in the past (Eruv, Keshet, Kiddush, etc.) but should be done in communication and consultation with the Fundraising Committee.

The Fundraising Committee will work in tandem with the Finance Committee to determine an amount of money that can be budgeted for revenue throughout the year, and will determine fundraising goals based on this information.

A responsibility of the Fundraising Committee is to educate the membership (and others) about the costs of operating a premier Shul in Manhattan, and to the Jewish obligation for Tzedakah and supporting the community. This includes, but is not limited to, the creation and disbursement of an Annual Report to be created in tandem with the Finance/Membership/Events Committees.

The Fundraising Committee Chair(s) will be given observer status at all Board Meetings, at the discretion of the chair, and shall have full access to the financial records of the Shul (including individual giving history).

The Fundraising Committee will work with the Executive Director to coordinate communications within the shul community regarding fundraising - including website, email and snail mail marketing.

3. Events Committee:

The Events Committee consists of three sub-committees: Holidays, Special Events, and Onegs.

- The Holidays Sub-Committee is responsible for running social community programs focused around Jewish holidays, including Simchat Torah, Purim, Yom Haatzmaut, and Shavuot, with the goal of initiating or enhancing communal celebration of each holiday.
- The Special Events Sub-Committee is responsible for running social programming which helps build community and provides fun ways for Shul and community members to meet and interact, including but not at all limited to social fundraising events.
- The Oneg Sub-Committee is responsible for periodically running Shabbat Onegs in order to create a relaxed social environment for community members to meet new people and bridge gaps between social circles within the Mount Sinai community.

The Events Committee chairs shall consult with other committees chairs -- particularly those of the Education, Chessed, and Gabbaut Committees -- regarding events that may reasonably fall under the mandates of those committees and co-sponsor events as practicality dictates.

4. Seudah Shlishit Committee

The Seudah Shlishit Committee provides the Shul with a weekly Seudah Shlishit that consists of a light meal. The gathering usually enjoys light programming, namely some kind of torah/text study - Divrei Torah, discussion, etc. As with all educational programs/speakers, Rabbinic opinion and guidance are sought and taken into account when arranging the learning/speakers for Seudah Shlishit. We work with other committees, and sometimes outside organizations, to organize and execute larger programs with special speakers. In those cases, before scheduling and publicizing a special Seudah Shlishit it is up to the people with whom we are working to approach us directly to check our availability and confirm there is no conflicting program, and it is their responsibility to obtain approval for their proposed program, provide additional man-power to do the setup and cleanup, and provide the funds necessary for the additional food required for a larger meal/attendance.

5. Gabbaut Committee

The Gabbaut Committee, which may be composed of both Gabbaim and women's liaisons, is responsible for all ritual activities that take place for the Shul." It establishes the calendar and locations of minyanim and is responsible for the operation of such minyanim, ensuring that services are conducted smoothly and in accordance with Orthodox tradition generally and Mount Sinai's traditions and minhagim in particular. The Gabbaim or their designees select ba'alei tefillah and ba'alei kriah for all minyanim, including for the yamim nora'im. They are also responsible for upkeep of the shul's sifrei torah and other ritual objects, as well as for alerting the Board of Trustees of the need to finance repairs of such objects and to procure new siddurim, chumashim, and other

texts. The Gabbaim perform these duties in consultation with the Rabbi in his role as the final authority on all halachic decisions

6. HR Committee

The HR Committee shall establish human resource policies and procedures to govern evaluation of performance, selection of personnel, employment actions, and remuneration matters of all professional staff. The HR Committee shall act in an advisory capacity to the Board, Executive Director, and any other committees established by the President