

# **BY-LAWS**

## **TEMPLE ISRAEL OF NORTHERN WESTCHESTER**

### **Preamble**

The synagogue is a sanctuary of Israel. Born out of our longing for the living God, it has been to Israel, throughout our wanderings, a visible token of the presence of God in our people's midst. Its beauty is the beauty of holiness; steadfast it has stood as the champion of justice, mercy, and peace.

Its truths are true for all people. Its love is a love for all people. Its God is the God of all people, as it has been said: "My house shall be called a house of prayer for all peoples."

Let all the family of Israel, all who hunger for righteousness, all who seek the Eternal find God here and here find life!

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As the household of Israel is a unique people, bound to God and each other by ancient covenants, so too is the synagogue, our traditional House of Worship, House of Study, and House of Assembly, a unique institution. Although it has characteristics in common with some secular legal organizations--separate identity, property ownership, perpetual existence, and the like--it has more in common with our less structured social organizations--family and community. As with the members of the family or a community, members of the synagogue share common traditions and heritage, and, at our best, the common goal of the creation of a better life.

The critical ingredient which distinguishes the relationship between the members each to the other and between the members, as individuals, and the institution of the synagogue is the presence of God. Not only in worship services, but in every activity, in every meeting, in every encounter, we are aware of the Divine Presence.

Since the synagogue is a different place, it must be governed by different rules. The norms of the corporate form do not easily transfer to the world of the synagogue. Nevertheless, because of those characteristics which we share with other legal organizations, we must have rules to guide us. But they are not the same.

Therefore, we, the congregation of Temple Israel of Northern Westchester, in adopting the following by-laws, declare that they are to be read and understood in a manner consistent with the different nature of the synagogue. They are not a means to manipulate or control, but to free and expand; not to restrict, but include. They provide a framework for organization and are intended to be interpreted, whenever necessary, in the context of the greater need here to create an atmosphere of freedom, love, and peace in which the needs of all will best be served.

## **ARTICLE I**

### **Name**

The congregation shall be known as Temple Israel of Northern Westchester.

## **ARTICLE II**

### **Purpose**

The purpose of this 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 the society in which we live.

## **ARTICLE III**

### **National Affiliation**

This congregation shall affiliate itself with the Union for Reform Judaism (URJ). It shall pay dues to the URJ and be entitled to all services as well as privileges prescribed in the URJ Constitution and By-Laws.

## **ARTICLE IV**

### **Membership**

1. Any person over the age of eighteen (18) years, seeking to join the Jewish community, or a confirmand of the Congregation of any age, may be admitted to membership on approval by the Board of Trustees of an application for membership.
2. The unit of membership shall be a household and shall include all adults residing together in the household and all non-self-supporting unmarried children of an adult member of the household. Each member household shall have (1) vote, except that a member household comprising two (2) or more adults shall have two (2) votes which shall be cast by any two (2) adult members of the household, each of whom shall be deemed a voting member.
3. The amount of annual dues to be paid by each member or applicant for membership for the support of the congregation shall be self-assessed in keeping with the member's or applicant's means and ability to contribute and the needs of the Congregation and a fair-share dues plan; provided, however, that congregation may, upon the recommendation of the Board of Trustees, (a) adopt plans for dues paying which set fixed minimum dues, (b) adopt fixed fees and charges for Religious School, Nursery School, Bar and Bat Mitzvah, or for the use of Congregational facilities, or (c) impose building fund assessments or other special assessments. In the event of hardship, the Finance Committee, in its discretion, may permit a member or applicant to pay an amount less than the fixed minimum dues or the full amount of building assessments or other special assessments adopted by the congregation. Such decision of the Finance Committee may be appealed to the Board of Trustees.
4. Membership dues for the succeeding twelve (12) months shall be due at the beginning of each fiscal year (June 1), but may be paid in four (4) equal installments on July 1, October 1, January 1, and April 1. Other installment arrangements may be arranged with the treasurer or chairperson of the Finance Committee

Any member in arrears in the payment of dues or assessments may be deprived of the right to vote or of membership in the Congregation by the Board of Trustees.

5. Every member of the Congregation may serve on any committee and the Board of Trustees. The officers of the Congregation and the chairs of the Religious School Committee and the Ritual Committee shall be Jewish.

6. A member shall be deemed to be in good standing if the member is current in all financial obligations to the congregation, including, without limitation, dues and building fund or other special assessments. A member who is in compliance with any agreed arrangements for payment shall be deemed to be in good standing. A member in good standing shall have the following rights and privileges:

- (a) To vote at all membership meetings.
- (b) To have children attend the Congregation's Religious School and/or Nursery School, to be prepared for and become Bar/Bat Mitzvah, and be confirmed in the Congregation.
- (c) To participate in all the activities of the Congregation.
- (d) To be eligible for election as an officer or Trustee of the Congregation or any affiliate of the Congregation, subject to the qualifications set forth in these by-laws.
- (e) To participate with the immediate household at all religious services including High Holy Days under such rules and regulations as may be promulgated by the Board of Trustees.

7. The resignation of any member shall not relieve the member of the obligation for any payment pledged or due by the member to the congregation.

## **ARTICLE V**

### **Board of Trustees**

1. The Board of Trustees shall comprise:

(a) The elected officers of the Congregation as defined in Article VI (whose terms as such Trustees shall run only during the term of their office as such officer); and

(b) Twelve (12) Trustees elected by the Congregation (Trustees-at-Large); and

(c) The three (3) immediate past presidents of the Congregation, provided, however, that in the event any of such three (3) immediate past Presidents shall die, resign from the Board or the Congregation or cease to act for any reason such Trustee, no vacancy shall occur; and

(d) A designated representative (Designated Representative) of each of the following which may be in existence from time to time: the Temple Sisterhood, the Temple Brotherhood and the Temple Youth Group, provided, however, that, because of the provisions of the Religious Corporations Law, no person under the age of eighteen (18) years shall have the right to vote. Each of the Designated Representatives shall be elected in such manner as the group which they represent shall from time to time determine.

2. Trustees-at-Large shall be elected for terms of three (3) years, in classes, staggered so that four (4) Trustees-at-Large shall be elected each year, when possible. In the event that a Trustee dies, resigns, or is removed from the Board, a replacement Trustee shall be appointed by the President with the approval of a majority of Trustees present at a duly constituted meeting of the Board to fill the same position as the Trustee

who left the Board until the next election when a nominee for the remainder of the original term, if any, shall be elected. All elections shall occur at the Annual Meeting of the Congregation.

3. The Board of Trustees shall govern the affairs of the Congregation, control its revenue and property, determine dues, fees, and assessments, employ and discharge employees, admit members, order special meetings, remit the whole or any portion of dues to a member, and take such other action as shall in its judgment best promote the purposes and welfare of the Congregation.

4. The Board of Trustees shall have not less than ten (10) regular meetings each year, and in addition, shall meet specially at the call of the President upon (5) days notice. On the request of (6) Trustees, the president shall call a special meeting. Notice of a regular meeting of the Board shall not be required. Notice of a special meeting of the Board may be given by any reasonable means, including, without limitation, mail, telephone or electronic mail.

5. Twelve (12) members of the Board shall constitute a quorum.

6. The office of any Trustee who is absent without adequate cause from three (3) successive regular meetings of the Board may be declared vacant by the vote of a majority of the members of the Board of Trustees present and voting at any regular or special Board meeting.

7. (a) Except in the case of an emergency (i.e. a situation in which, in the absence of immediate action, there will be irreparable damage to physical property or the well-being of the Congregation) the Board of Trustees shall not vote the expenditure of any sums which, in the aggregate, exceed three percent (3%) of the annual budget of the Congregation during any fiscal year for items not in the operating budget of the Congregation. The Congregation shall be informed of any emergency expenditure within ten (10) days after its authorization by the Board of Trustees. Any nonbudgeted expenditure in excess of an amount equal to three percent (3%) of the annual budget of the Congregation must be authorized by the Congregation at a Congregational meeting.

(b) Specific nonoperating funds of the Congregation shall be used only for the purpose or purposes of the fund except by a two-thirds (2 /3) vote of those present at a Congregational Meeting.

8. The Board of Trustees shall have the power to remove an officer or member of the Board of Trustees by a two thirds (2/3) vote of the entire Board, with any person so removed having the right of appeal to the membership of the Congregation within ten (10) days of removal by written notice to the President of the Congregation who shall then call a special meeting of the Congregation. A majority vote of the members present at such a special meeting may reserve or affirm the action of the Board of Trustees.

9. No Trustee-at-Large nor Designated Representative may serve for more than six (6) successive years, except in the limited circumstance in which the President was required to appoint a replacement Trustee to serve the remainder of a Trustee's term for a duration of one year or less. If a replacement Trustee serves a remainder term of one year or less, the replacement Trustee may be nominated and subsequently elected to fill up to two additional full terms.

10. No employee of the Congregation shall be present at any part of a Board of Trustees meeting at which the contract and/or terms of employment of any congregational employee is being discussed. Employees shall be given an opportunity to make a statement before leaving any such meeting.

11. (a) Any reference in these by-laws to action to be taken by the Board of Trustees shall mean such action at a meeting of the Board of Trustees, except that any action required or permitted to be taken by the Board of Trustees or any committee thereof may be taken without a meeting if all members of the Board of Trustees or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Trustees or committee shall be filed with the minutes of the proceedings of the Board of Trustees or committee.

(b) Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of such Board of Trustees or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **ARTICLE VI Officers**

1. At its annual meeting the Congregation shall elect a President, three (3) Vice-Presidents, a Treasurer, and a Secretary for a term of one (1) year.

2. The President shall preside at all meetings of the Congregation and the Board of Trustees, decide all questions of order, appoint all committees, call special meetings of the Board of Trustees, call special meetings of the Congregation, cast the deciding vote in case of a tie, be an ex-officio member for all committees, and make an annual report of the activities of the Board of Trustees and of the status of the Congregation at its Annual Meeting. With the approval of the majority in attendance at a meeting of the Board, the President may fill any vacancy on the Board of Trustees. The tenure of such appointed trustees is stated in Article V, Section 2.

3. Each Vice-President shall, in the absence of the President, have the right to assume all of the President's duties and responsibilities and shall also be an ex-officio member of all committees. The Vice-Presidents shall agree among themselves as to who shall assume the duties of the President and, in the absence of agreement, the selection shall be made by lot.

4. The Treasurer shall be responsible for billing, receive all monies and give receipts when necessary, deposit all monies in the bank account in the name of the Congregation, make written monthly reports to the Board of Trustees and a complete annual financial report to the Congregation on the status of all Congregational accounts and funds, and perform such other duties that the office may require.

5. The Secretary shall take and present minutes, conduct and report communications, issue meeting notices, be custodian of the Congregation's seal, and perform such other duties that the office may require.

6. In the event of a vacancy in any office except President, the President shall nominate a member of the Board of Trustees who meets the qualifications for such office as herein provided and the Board of Trustees shall, by the vote of a majority present and voting at any regular or special Board meeting, confirm the appointment of such officer. In the event that the office of President shall become vacant, the Board of Trustees shall select one of the Vice-Presidents to become President.

7. No officer, other than a Vice-President, shall serve in the same office for more than three (3) successive years. No Vice-President shall serve as such for more than four (4) successive years.

8. All checks shall be signed by the Treasurer or the President or a third person approved by the Board of Trustees. On checks over \$5,000, the signature of two (2) people who have signatory power is needed.

## **ARTICLE VII Nominations**

1. Nominations for all officers and Trustees shall be made by a Nominating Committee appointed by the President with the consent of a majority of the Board of Trustees present at the meeting. The Nominating Committee shall consist of two (2) members of the Board of Trustees whose terms are not up for renewal at the next election and three (3) members of the Congregation at large. The President shall be an ex-officio member of the Nominating Committee, but shall not have the right to vote.

2. In addition to the nominations to be made by the Nominating Committee, nominations for any office or for the Board of Trustees may be made by petition subscribed by at least twenty (20) members of the Congregation, of whom, with respect to nominations for a trustee to represent an affiliate of the Congregation, at least six (6) subscribers shall be members of the affiliate to be represented.

3. Nominations of Trustees to be designated as representatives of the affiliates of the Temple set forth in Article V shall be placed on the Nominating Committee's list of nominees for the Board of Trustees by the Nominating Committee after consultation with the organization to be represented.

4. All nominations of the Nominating Committee must be filed and read at a Board of Trustees meeting prior to the election to be held, and notice of such nominations must be made to the Congregation at least four (4) weeks prior to the Annual Meeting at which the election will be held.

5. Nominations by petitions must be filed with the Secretary at least two (2) weeks prior to the election and notice of such additional nominations must be mailed to members of the Congregation at least (1) week prior to the election. If there are more nominees than openings on the Board of Trustees, each voting member of the Congregation will be able to vote for a number of nominees equal to the number of openings and those nominees having the greatest number of votes shall be elected.

## **ARTICLE VIII The Clergy**

1. The Senior Rabbi shall be an ordained Rabbi selected from the membership of the Central Conference of American Rabbis. The Cantor shall be an invested Cantor and a graduate of a recognized cantorial school.

2. The Senior Rabbi shall be proposed by a Rabbinical Search Committee which shall be appointed for that purpose by the President with the consent of a majority of the members of the Board of Trustees who are present at a meeting thereof. The selection and terms of service of the Senior Rabbi shall be approved by a majority of the members of the Board of Trustees who are present at a meeting thereof. The matter shall then be referred to a meeting of the Congregation where a majority vote of those present shall be required for the election of the Senior Rabbi.

3. The Senior Rabbi shall have freedom of the pulpit.

4. Except as otherwise provided in Article V, Section 10 of these by-laws, the Senior Rabbi shall have the privilege of attending, and participating in, all meetings of the Board of Trustees, the Congregation, and all committees, except when business pertaining directly to the Senior Rabbi is to be discussed and the absence of the Senior Rabbi is requested by the President or the chairperson of the committee.

5. The termination of the services of the Senior Rabbi shall be approved by a majority of the members of the Board of Trustees who are present at a meeting thereof. The matter shall then be referred to a meeting of the Congregation where a majority vote of those present shall be required.

## **ARTICLE IX**

### **Committees**

1. There shall be a Finance Committee and a Nominating Committee and such standing committees as the Board of Trustees deems necessary to carry out the purposes of the Congregation. The Board of Trustees shall designate the purposes and powers of each committee. The President shall have ultimate authority to appoint the Chair of all committees. Committee chairs shall serve as the chair for no more than four consecutive years. If any committee does not have a volunteer for the chair position, the President shall appoint a chair for a one-year term and/or permit the existing chair to serve beyond the four-year term limit for an additional one-year term. In order to aid in the transition of committee leadership, it shall be the goal of each committee to nominate up to the President a successor chair 6 months prior to the expiration of a sitting chair's four-year term. The President shall annually confirm the appointment of any new committee chair. The President shall create such ad hoc committees as the President deems necessary to carry out the purposes of the Congregation. The President shall appoint members to, and designate the chair of, all ad hoc committees. A standing committee shall have at least three (3) members.

2. The chairperson of each committee shall submit a written annual report to the President in time to enable its inclusion in the President's annual report to the congregation.

3. There shall be an Executive Committee of the Board of Trustees that shall comprise: the President, the Vice Presidents, the Secretary, the Treasurer and the three (3) immediate Past Presidents. The purpose of the Executive Committee is to assist and advise the President, as the President deems appropriate, on personnel issues, gift acquisitions and other Congregational matters and to act on behalf of the Board of Trustees in the case of an emergency (as defined in Article V, Section 7) that requires action prior to a meeting of the Board of Trustees. The Board of Trustees shall be informed of any emergency action by the Executive Committee within forty-eight (48) hours after such action has been taken.

## **ARTICLE X**

### **Fiscal Year**

The fiscal year of the Congregation shall be from June 1<sup>st</sup> through May 31<sup>st</sup> or as otherwise determined by the Board of Trustees..

**ARTICLE XI**  
**Meetings**

1. An annual meeting of the Congregation shall be held at such place and such day in the month of May as shall be established by the Board of Trustees with at least four (4) weeks prior written notice to the membership. At this meeting the reports of all officers whose duty it is to make reports shall be submitted in writing and there shall be an election of officers for the next fiscal year and for new Trustees. The annual budget of the Congregation shall be submitted for approval.

2. Special meetings of the Congregation shall be called by the President, by the request of a majority of the Board of Trustees, or by written application of twenty-five (25) voting members. The call for a special meeting shall set forth the purpose of the meeting and written notice thereof shall be mailed to the members at least five (5) days prior to the time of such meeting. Only business specified in the notice may be transacted at a special meeting.

3. A quorum at meetings of the Congregation shall constitute a number of voting members of the Congregation present in person equal to the lesser of one hundred (100), or 18 percent of the number of member units in the congregation.

4. Any member of the Congregation in good standing may attend the meetings of the Board of Trustees as an observer. If a member wishes to ask a question of, or speak to, the Board of Trustees, the member shall request the permission of the President. If a member wishes to discuss a matter not on the Board's agenda, the member shall request the President, prior to the meeting, to place the item on the agenda. Meetings at which confidential, financial, or personnel discussions are scheduled shall be deemed executive sessions and shall be closed to all but trustees.

5. Proxies shall not be permitted, except that every member of the Congregation entitled to vote at any meeting thereof may vote by proxy on any proposition to sell, mortgage or lease any of the congregation's property or for its consolidation with one or more other religious corporations of the Jewish faith. Every proxy must be executed in writing by the member conferring the same and shall not be given to any person other than a member of the congregation. No proxy shall be valid after the expiration of one (1) year from the date of its execution. Every proxy shall be revocable at the pleasure of the person executing it.

**ARTICLE XII**  
**Purchase or Sale of Real Estate**

The affirmative vote of the greater of (a) two thirds (2/3) of the voting members present in person (or, where permitted pursuant to Article XI, Section 5, by proxy in connection with actions to sell, mortgage or lease real property), at a meeting of the Congregation or (b) one hundred (100) voting members, shall be required to authorize the purchase or sale of real estate.

**ARTICLE XIII**  
**Rules of Procedure**

Meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order where procedure is not otherwise specified in these By-Laws.

**ARTICLE XIV**  
**Amendments**

Amendments to these By-Laws shall be proposed by a majority of the Board of Trustees in attendance at a meeting of the Board of Trustees, or by at least forty (40) voting members of the Congregation, and shall be filed, in writing, with the Secretary pending action thereon at the next regular meeting of the Congregation or at a special meeting of the Congregation called for that purpose. Copies of the proposed amendments(s) shall be mailed to the membership along with the notice of the meeting at least ten (10) days prior thereto. An affirmative vote of two thirds (2/3) of the voting members present at such meeting shall be necessary to adopt any amendment.

**ARTICLE XV**  
**Adoption**

These By-Laws shall be effective immediately following their adoption at a congregational meeting in accordance with Article XIV.

**ARTICLE XVI**  
**Notices**

The times specified herein for notices by mail shall apply only to notices sent by first-class mail. When notice is given by mail other than first-class, an additional fourteen (14) days shall be added to the times specified.

**ARTICLE XVII**  
**Dissolution or Merger**

In the event of the dissolution or merger of the Congregation, no officer, director, employee or representative of the Congregation shall be entitled to any distribution or division of its remaining property, assets or proceeds. The balance of all money or property owned, held or received by the Congregation from any source, after the payment of all debts and obligations of the Congregation, shall be used exclusively for exempt purposes within the intention and purpose of the Internal Revenue Code as it exists on the date of the adoption of this by-law or may be amended from time to time, or it shall be distributed to an organization or organizations exempt under the Internal Revenue Code. Moreover, any such use or distribution of the money or property of the congregation shall be in accord with the Congregation's purpose as set forth above, and, to the extent possible, shall promote similar or related purposes.

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