

# **CONSTITUTION AND BYLAWS TEMPLE SHALOM**

## **Preamble**

In order to perpetuate and enhance the religion of our ancestors; to uphold, teach and foster the essential principles and moral and ethical values of Judaism; to encourage and provide opportunities for divine worship, education and service as a Reform Jewish synagogue; to promote a better understanding and relationship among all people of good will; and to advance the welfare of all those who may come under its influence, we dedicate ourselves to the task of establishing a Reform Jewish Congregation.

## **ARTICLE I**

### **NAME AND PURPOSE**

Section 1. This Congregation, incorporated as TEMPLE SHALOM OF NORWALK, INCORPORATED, a religious corporation, has been formed under the laws of the State of Connecticut.

Section 2. The purpose of this Congregation shall be to worship God in accordance with the faith of Judaism; to cultivate a love and understanding of the Jewish heritage; to stimulate fellowship in the Jewish community; to strengthen the bonds of loyalty with the Jewish people everywhere; and to apply the principles of Judaism to the values and personal conduct of the individual, the family and society.

Section 3. The Congregation shall follow the forms, practices and usages of the Reform interpretation of Judaism and shall be guided by the Union for Reform Judaism (formerly known as the Union of American Hebrew Congregations).

## **ARTICLE II**

### **MEMBERSHIP**

Section 1. Any person eighteen years of age or over of the Jewish faith, or any person not a practicing member of another faith who wishes to associate with the Jewish faith, may be admitted to regular membership unless the Board of Trustees, in its discretion, determines that membership is not in the best interests of the Congregation. The Board of Trustees shall also have the right to terminate any membership which it determines is not in the best interests of the Congregation. Notwithstanding any of the qualifications previously enumerated in this section, the spouse or life partner of any member in good standing who wishes to shall be considered a member of the Congregation.

Section 2. The Board of Trustees may establish special membership classifications with such provisions as it shall deem advisable. The Board shall also have the ability to qualify eligibility for membership, including but not limited to non-voting membership.

Section 3. For the purpose of voting at all meetings, a family shall be entitled to only one vote. For the purpose of the payment of dues, the membership unit shall be either the individual or the family, including unmarried children who are not self-supporting. The Board of Trustees may also, in appropriate cases, determine that other members of the same household shall be considered part of the family for purposes of voting and payment of dues.

### **ARTICLE III**

#### **DUES AND PRIVILEGES**

Section 1. Membership Dues: Membership dues in a self evaluation assessment system shall be approved by the Board of Trustees.

Section 2. The dues of a member may be reduced, waived or extended for good cause, by a person(s) authorized or designated by the Board of Trustees.

Section 3. The fiscal year of the Congregation shall commence on July 1 and end June 30.

Section 4. A member who fails to pay any financial obligation due the Congregation within six (6) months after such obligation shall become due and payable, may be suspended by the Board of Trustees after written notification by certified mail of the impending suspension. Upon suspension, said member shall be deprived of all membership rights and privileges. After a member has been suspended for a period of six (6) months, the matter shall be reviewed by the Board of Trustees for appropriate action. A suspended member, unless thereafter expelled from membership, shall be reinstated in good standing upon payment of the financial obligation due the Congregation.

Section 5. The suspension or resignation of any member shall not relieve such person from payment of any financial obligation due the Congregation at the time of suspension or resignation.

Section 6. A member in good standing shall have the following rights and privileges:

- A. To participate in any and all activities of the Congregation.
- B. To vote at all meetings, except if a non-voting member.
- C. To have such member's children receive religious education and be prepared for Bar/Bat Mitzvah and/or Confirmation in the Temple, subject to such rules and regulations as may be prescribed by the Board of Trustees;

- D. To admission and seating for such member and such member's children at Sabbath, Holiday and High Holy Day religious services, subject to such rules and regulations as may be prescribed by the Board of Trustees; and
- E. Any other rights and privileges as the Board of Trustees may from time to time prescribe.

## **ARTICLE IV**

### **MEETINGS**

Section 1. The Annual Meeting of the Congregation shall be convened by the President during the time period between May 10<sup>th</sup> and June 10<sup>th</sup>. At this meeting, reports shall be submitted by the President, the Rabbi and such other officers, officials, auxiliaries and committees as may be requested to do so by the Board of Trustees; a budget for the coming fiscal year shall be approved; and such trustees and officers as necessary shall be elected. Notice of such meeting shall be mailed to each member at least ten (10) days prior to the holding of the Annual Meeting or any adjourned Annual Meeting. Such notification shall include a copy of the proposed budget.

Section 2. Special Meetings of the Congregation may be called by the President, or shall be called at the request of a majority of the Board of Trustees or on written application of fifteen percent (15%) of the membership. The call for a Special Meeting shall set forth the purpose of the meeting and written notice thereof shall be mailed to members at least ten (10) days prior to the date of such meeting. No business shall be transacted at such meeting except that specified in the call.

Section 3. Fifteen percent (15%) of the Congregation shall constitute a quorum at all Annual and Special Meetings. There shall be no voting by proxy at any meeting of the Congregation.

Section 4. The rules of procedure at all Congregational meetings shall be governed by the Bylaws, which will supersede Robert's Rules of Order. Where the Bylaws are silent, Robert's Rules of Order, latest revised edition, shall govern. The Board of Trustees shall appoint a Parliamentarian to provide advice.

## **ARTICLE V**

### **OFFICERS**

Section 1. The Officers of the Congregation shall consist of a President, four (4) Vice Presidents, a Secretary, a Financial Secretary and a Treasurer, all to be elected for a term of one (1) year. Officers shall be elected at the Annual Meeting of the Congregation and assume office at the start of the next fiscal year.

Section 2. The duties of the President shall be to act as the Chairperson at all Congregational and Board meetings; to appoint all members of committees, all of which the President shall be an ex-officio member; to appoint special committees on an as needed basis,

composed of a majority from the Board of Trustees, which committee(s) shall be approved by the Board at its next meeting; to call Special Meetings; to sign all legal documents and disbursements of Congregational funds as provided for in Section 9 of this Article, and to perform such other duties as are incidental to the office. In the case of the President's absence, the President may designate one of the Officers to act as President during such period of absence.

Section 3. The Vice Presidents shall perform such duties as may be assigned to them by the President.

Section 4. The Treasurer shall oversee the financial planning and reporting to the Congregation and shall be the Chairperson of the Budget and Finance Committee. The Treasurer shall report regularly to the Board of Trustees and shall present a financial report to the Congregation at all Annual Meetings. The Treasurer shall arrange for an annual review of the Congregation's finances by an independent Public Accountant selected with the Board's approval, which review shall be made within six months of the end of the fiscal year, with copies of the resulting management letter available to the membership of the Congregation. The Board of Trustees may arrange for an audit when it deems it appropriate.

Section 5. It shall be the duty of the Financial Secretary to assist the Treasurer and oversee the collection of Congregational dues and other income.

Section 6. It shall be the duty of the Secretary to take minutes at all meetings of the Board of Trustees and at all Annual and Special Meetings of the Congregation.

Section 7. In the case of a vacancy in the office of President, the Board of Trustees shall elect from among its members to succeed to the office of President for the remainder of such term of office.

Section 8. In the event of a vacancy of any other Officer, the Board of Trustees, upon recommendation of the President, shall fill such office from among the members of the Board of Trustees. Such person shall hold office until the next Annual Meeting.

Section 9. All disbursement of Congregational funds, except payroll, shall require the signature of the President; however, the President may authorize any of the Officers to perform such duty. The Board may adopt one or more resolutions imposing dual signature requirements for non-payroll checks in excess of thirty five hundred dollars (\$3,500.00).

## **ARTICLE VI**

### **BOARD OF TRUSTEES**

Section 1. The Board of Trustees shall govern and administer the affairs, funds, records and property of the Congregation. It shall act on all matters of policy, fill all vacancies on the Board until the next Congregational election and authorize proper expenditures. The Board of Trustees shall have the power to authorize and/or direct the expenditure of funds appropriated in the budget or any revenues received in excess of the budget for Temple purposes; to allocate funds in excess of the Temple budget if the Board of Trustees by a two-thirds (2/3)

vote determines that circumstances require such action; and to allocate funds in accordance with the Capital Project Plan adopted by the Congregation at the 2002 Annual Meeting.

Section 2. The Board of Trustees shall consist of eight (8) Officers and fifteen (15) members elected by the Congregation. Past Presidents of the Congregation shall also serve on the Board of Trustees for a term of four (4) years immediately following completion of their terms as President.

Section 3. In order to stand for election or re-election as a member of the Board of Trustees, or to fill a vacancy on the Board pursuant to Section 5 of this Article, one must be eighteen years of age or over of the Jewish faith and a member in good standing of the Congregation. The spouse or life partner of a member of the Board of Trustees shall not serve on the Board at the same time.

Section 4. One-third of the Board of Trustees shall serve for one year, one-third shall serve for two years and one-third shall serve for three years. The Congregation, at the Annual Meeting, shall thereafter elect Trustees to fill any terms that are expiring at the end of the current fiscal year. No Trustee shall be elected for more than two (2) consecutive three year terms.

Section 5. In the event of a vacancy of any member of the Board of Trustees other than an Officer as provided for in Article V, the Board of Trustees upon the recommendation of the President shall fill such position from among the members of the Congregation. Such person shall hold office until the next Annual Meeting.

Section 6. The Board of Trustees shall meet once a month; provided, however, that the Board may cancel not more than three meetings a year, and not more than two consecutive meetings. In addition, the Board shall meet at the call of the President or by petition of five (5) members of the Board, provided such request shall state the purpose of such Special Meeting, which shall be held no later than ten (10) days from the date of such request. Such Special Meetings of the Board of Trustees shall be limited to the stated purpose of the meeting. The rules of procedure at all meetings of the Board of Trustees shall be governed by the Bylaws, which will supersede Robert's Rules of Order. Where the Bylaws are silent, Robert's Rules of Order, latest revised edition, shall govern.

Section 7. The Board of Trustees may go into Executive Session at any time in which only members of the Board of Trustees set forth in Section 2 of this Article shall be in attendance. In addition, discussions at the Board pertaining to Personnel committee matters may be held confidential, and minutes kept by the Board shall reflect that fact at the Board's discretion.

Section 8. The office of any Trustee or Officer who is absent without adequate excuse from three (3) successive regular meetings of the Board may be declared vacant by the Board.

Section 9. Removal from office of any Officer or Trustee may be made for cause by a two-thirds (2/3) vote of those present and entitled to vote at any Special Meeting called for such purpose. As used in this section, "cause" shall mean willful conduct detrimental to the Temple or the functioning of the Board of Trustees. Prior to such meeting, the Board of Trustees

shall investigate the situation and hold a hearing on the same, notice of such hearing to be served upon the Officer or Trustee being proceeded against, along with a specification of the charges. The Officer or Trustee will be given an opportunity to be heard, to present evidence and to cross-examine witnesses against such person. The Board shall report its findings to the Congregation at the Special Meeting. Such removal proceedings shall be either initiated by majority vote of the Board of Trustees or by majority vote of those present and entitled to vote at a Special Meeting called for said purpose.

Section 10. The Board of Trustees shall have the right to acquire and receive by bequest, devise, gift and contribution any property, real or personal, and to spend any amount of a directed gift for the purposes specified in the gift. Except as permitted in Section 1 of this Article, the Board of Trustees shall not have the right or power to purchase, convey, mortgage, hypothecate, improve (except that the Board may improve or alter property not in excess of five thousand dollars (\$5,000.00) per project, and with the further exception that the Board may make all necessary emergency repairs), alter, lease or otherwise dispose of any of its real property or personal property (except individual or family plots in its cemetery, which it may sell, convey assign or license in the regular course of operating such cemetery) without the affirmative vote of two-thirds (2/3) of those present and entitled to vote at any Annual or Special Meeting of the Congregation called for such purpose.

Section 11. The Board of Trustees shall have the authority to engage and discharge members of the Clergy and to fix their duties and compensation. The Board of Trustees shall have the authority, after obtaining the opinion of the Rabbi, the Cantor and the Executive Director, to engage and discharge professional staff and other employees and fix their duties and compensation.

Section 12. The Board of Trustees shall designate the financial institution(s) for deposit of Congregational funds. It shall have the authority to borrow money up to a limit set by the Congregation at its Annual Meeting, but this shall in no way limit the authority of the Board of Trustees to take short-term loans (up to 120 days) to meet present operating expenses contained in the budget, not to exceed ten percent (10%) of the annual expenses.

Section 13. Members of the Board of Trustees, as the chosen lay leaders of the Congregation, shall individually and collectively serve as an example to the membership through regular attendance at worship services and by active participation in the life and activities of the Congregation.

Section 14. The Board of Trustees may levy special assessments upon all members of the Congregation upon approval by two-thirds (2/3) of those present and entitled to vote at an Annual or Special Meeting of the Congregation, provided that notice of such meeting contains a statement advising of the proposed assessment. The special assessment of any member may be reduced, waived or extended for good cause, by a person(s) authorized or designated by the Board of Trustees.

Section 15. Each group, organization or club officially recognized as such by the Board of Trustees shall report in writing to the Board on a quarterly basis regarding their

activities. The President may request such group, organization or club to report in person to the Board.

## **ARTICLE VII**

### **COMMITTEES**

Section 1. The following standing committees shall be appointed by the President at the first meeting of the Board of Trustees following the annual election, except a Nominating committee which may be appointed at a later date at the discretion of the President:

A Budget and Finance committee, consisting of not less than three (3) members.

A House committee, consisting of not less than three (3) members.

A Membership committee, consisting of not less than three (3) members.

A Youth Education committee, consisting of not less than five (5) members.

A Cemetery committee, consisting of not less than three (3) members.

A Ritual committee, consisting of not less than five (5) members.

An Adult Education committee, consisting of not less than three (3) members.

A Youth committee, consisting of not less than five (5) members, one of whom shall be a member of the Junior Youth Group and one of whom shall be a member of the Senior Youth Group.

A Social Action committee, consisting of not less than three (3) members.

A Communications committee, consisting of not less than three (3) members.

An Endowment committee, consisting of not less than three (3) members.

A Fundraising committee, consisting of not less than three (3) members.

A Personnel committee, consisting of not less than three (3) members.

A Nominating committee as hereinafter provided in Article X.

The Chairs of each of the above committees shall be Board Members. Members of the Congregation who are not on the Board of Trustees may serve on committees provided that a majority of each committee is composed of Board Members, unless the Board decides otherwise.

Section 2. It shall be the duty of the Budget and Finance committee to make a detailed estimate of the income and operating expenses for the ensuing year, to submit an annual budget for the ensuing year and to supervise the audit of the accounts of the Congregation. Any

major expenditure in excess of five thousand dollars (\$5,000) not provided for in the annual budget shall be proposed first to the committee on Budget and Finance.

Section 3. It shall be the duty of the House committee to keep the building and property of the Congregation in good order and repair; to provide guidance to the Executive Director in supervising the custodial staff; and to establish, with the approval of the Board of Trustees, rules and regulations for the use of the Congregation's physical facilities.

Section 4. It shall be the duty of the Membership committee to follow the mandate of the Board of Trustees regarding recruitment of new members. The committee shall develop programs for the orientation, integration and retention of Temple members.

Section 5. It shall be the duty of the Youth Education committee to work with the professional staff in the development and enrichment of educational programming. The Committee shall also work with the Executive Director in submitting budgets to the Board of Trustees.

Section 6. It shall be the duty of the Cemetery committee to administer the cemetery under the authorization of the Board of Trustees.

Section 7. It shall be the duty of the Ritual committee, in cooperation with the clergy, to consider the rituals and observances of the synagogue and to promote such practices in the home as will enhance the values of Jewish living. Any proposal for significant changes in rituals and observances shall be submitted to the Board of Trustees.

Section 8. It shall be the duty of the Adult Education committee to work with the professional staff, clergy and Board of Trustees to promote educational activities and programs for the Congregation and community in order to increase knowledge of our Jewish Heritage.

Section 9. It shall be the duty of the Youth committee to promote activities which contribute to positive Jewish identity and social interaction among our youth.

Section 10. It shall be the duty of the Communications committee to work with the clergy, professional staff and Board of Trustees in providing effective communication to the membership and community.

Section 11. It shall be the duty of the Social Action committee to act as the liaison with Avodah in fostering religious, social and philanthropic activities in relation to the Temple and the community at large.

Section 12. It shall be the duty of the Endowment committee to act as the liaison with any endowment foundation that the Board of Trustees has authorized the Congregation to become a member of, and to promote membership in such foundation from within the Congregation. The Committee shall also establish guidelines and regulations regarding funds received by the Congregation through its membership in such foundation.

Section 13. It shall be the duty of the Fundraising committee to organize programs and events to raise funds for the financial benefit of the Congregation.

Section 14. It shall be the duty of the Personnel committee, in consultation with the Rabbi and the Executive Director, to review the performance of the professional staff and other employees on a regular basis, but at least on a semi-annual basis and to report on said reviews to the President. It shall also be the duty of the Personnel committee to make timely recommendations to the Board of Trustees regarding whether to continue the services of any clergy, including student clergy, whose term of office or contract is expiring. Such committee shall consult with the Rabbi prior to making any recommendation to the Board, and shall also consult with the Executive Director where student clergy are involved.

Section 15. It shall be the duty of the Nominating committee to submit a recommended slate of candidates for officers and members of the Board of Trustees.

Section 16. The President, with the approval of the Board of Trustees, shall have the power to add other standing committees as needed.

Section 17. By February 15<sup>th</sup> of each year, each committee shall send a proposal to the Budget and Finance committee for appropriations it deems necessary for the next fiscal year. Such date may be extended by the Budget and Finance committee.

## ARTICLE VIII

### THE CLERGY

#### Section 1. The Rabbi and the Cantor

- A. The Board of Trustees shall establish guidelines and regulations for the individual selection of an ordained Rabbi and of an invested or ordained Cantor, which may include the establishment of a Search committee. Said Rabbi and Cantor shall be engaged by the Board of Trustees for such salary and for such period of time as determined by the Board. The Board of Trustees shall thereafter give appropriate notice to the Congregation, within a reasonable period of time, of its action in connection with said Rabbi and said Cantor.
- B. Tenure for the Rabbi and the Cantor respectively shall require a vote of three-quarters (3/4) of the Board of Trustees and a vote of two-thirds (2/3) of those present and entitled to vote at an Annual or Special meeting. In granting tenure to the Rabbi or the Cantor, the Board of Trustees and the Congregation shall be guided by the guidelines recommended by the Central Conference of American Rabbis, the Union for Reform Judaism, and the American Conference of Cantors.
- C. The Rabbi and the Cantor shall each be an ex-officio, non-voting member of the Congregation and of all committees, except the Nominating committee. Notwithstanding the foregoing, the Rabbi and the Cantor shall recuse themselves from Personnel committee meetings when there are discussions of personnel matters relating to themselves. The Rabbi and the Cantor, while not members of the Board of Trustees, shall attend

meetings of the Board of Trustees unless the Board is in Executive Session.

- D. The Rabbi and the Cantor shall serve as spiritual, religious, administrative and educational leaders of the Congregation. The Rabbi and the Cantor shall each perform all duties customarily incumbent upon a Rabbi or a Cantor, respectively.
- E. The Rabbi shall lead the clergy staff, whether or not said clergy staff is ordained or invested.

**Section 2. The Assistant Rabbi**

- A. The Board of Trustees shall establish guidelines and regulations for the selection of an Assistant Rabbi. An Assistant Rabbi may be engaged by the Board of Trustees for such salary and for such period of time as determined by the Board. The Board of Trustees shall thereafter give appropriate notice to the Congregation, within a reasonable period of time, of its action in connection with said Assistant Rabbi.
- B. The Assistant Rabbi shall be an ex-officio, non-voting member of the Congregation. Notwithstanding the foregoing, the Assistant Rabbi shall recuse herself or himself from any meetings of the Congregation when requested to do so by a vote of the Board of Trustees.
- C. The Assistant Rabbi shall perform all duties customarily incumbent upon an Assistant Rabbi.

**ARTICLE IX**

**EXECUTIVE DIRECTOR**

**Section 1.** The Board of Trustees shall have the authority to engage, discharge and fix the duties and compensation of an Executive Director.

**Section 2.** The Executive Director shall supervise the administrative affairs of the Temple and the Temple staff, including non-ordained or non-invested clergy. The Executive Director, in consultation with the House committee, shall supervise the custodial staff.

**Section 3.** The Executive Director, while not a member of the Board of Trustees, shall attend meetings of the Board of Trustees unless the Board is in Executive Session.

**Section 4.** The Executive Director shall report to the Board of Trustees.

## **ARTICLE X**

### **NOMINATIONS**

Section 1. Nomination of 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. The Nominating committee shall consist of three (3) members of the Board of Trustees and two (2) members of the Congregation at large.

Section 2. The slate of nominees shall consist of one nomination for each Officer and each Trustee whose term of office shall expire at the close of the current fiscal year.

Section 3. Selections of the Nominating committee shall be reported to the Board of Trustees for approval or modification. Notice of the nominees approved by the Board of Trustees shall be mailed to the Congregation with the notice of the Annual Meeting, as provided for in Article IV.

Section 4. Nomination for any elective office may also be made by petition of ten (10) members of the Congregation in good standing, said nominations to be filed with the Secretary at least fifteen (15) days prior to the Annual Meeting. Notice of nominations by petition shall be mailed to all members of the Congregation at least ten (10) days prior to the Annual Meeting.

Section 5. In the event that any nominee on the slate of nominees approved by the Board of Trustees, of which notice has been given to the Congregation, is unable or refuses to stand for election at the Annual Meeting, then the Board may substitute another name or such nomination may be made from the floor at the Annual Meeting.

## **ARTICLE XI**

### **CEMETERY**

Section 1. The Congregation may own land and other property for use as a cemetery. The management of such property shall be the responsibility of the Board of Trustees.

Section 2. The Board of Trustees shall delegate the management of the cemetery to a Cemetery committee whose actions will be subject to the approval of the Board. The Cemetery committee shall promulgate charges for burial space, issue permits for burial and arrange for maintenance and for perpetual care. It shall establish regulations for the landscaping of lots and other spaces in the cemetery and for the erection of monuments. All plans for monuments and landscaping must be submitted to the Cemetery committee in advance for its approval.

Section 3. The cemetery is the property of the Congregation, which is entitled to use the surplus funds derived from its management, but it shall be the obligation of the Congregation to set aside enough money to maintain the cemetery in perpetuity. A special fund may be established for this purpose to be administered by the Cemetery committee under the guidance of the Budget and Finance committee.

Section 4. The Cemetery committee shall render a quarterly report to the Board of Trustees. In addition, the Cemetery committee shall make all reports and accountings as required by law.

## **ARTICLE XII**

### **REAL ESTATE AND PERSONAL PROPERTY**

Before any contract shall be entered into for the purchase, sale or alienation of real estate or personal property exceeding \$5,000.00 in value or cost by the Congregation, the Board of Trustees shall ascertain all of the relevant material facts and submit them to the Congregation at an Annual or Special Meeting. It shall require a vote of two-thirds (2/3) of those present and entitled to vote to authorize any purchase, sale or alienation of real estate or personal property exceeding \$5,000.00 in cost or value. Notwithstanding the above, the Board of Trustees shall have the authority to rent out, for non-Temple functions, part of the Temple facility as long as it does not impair the ability to perform Temple functions.

## **ARTICLE XIII**

### **AMENDMENTS**

Proposed amendments to the Bylaws shall be presented in writing and shall be initiated by the Board of Trustees or by at least fifteen (15) percent of the members of the Congregation, and shall be filed with the Secretary. Such proposed amendments may be acted on at any Annual or Special Meeting of the Congregation. Copies of the proposed amendments, with an explanation of the purpose of the amendments, shall be mailed to each member along with the notice of the meeting at least twenty (20) days prior thereto. An affirmative vote of two-thirds (2/3) of those present and entitled to vote shall be necessary to adopt any amendment.

## **ARTICLE XIV**

### **PROHIBITED ACTIVITIES**

Section 1. No member of the Congregation shall receive any of the earnings or pecuniary profit from the operations of the Congregation. This shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Congregation in carrying out any of its tax-exempt purposes.

Section 2. Notwithstanding any other provision of these Bylaws, no officer, employee, director or representative of the Congregation shall take any action or carry out any activity by or on behalf of the Congregation not permitted to be taken or carried out by an organization exempt under section 501(c)(3) of the IRS and regulations promulgated thereunder, as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under section 170(c)(2) of such code and regulations promulgated thereunder, as they now exist or as they may hereafter be amended.