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# HEA Bylaws

## **Bylaws of The Hebrew Educational Alliance**

### **Mission Statement**

The Hebrew Educational Alliance is a traditional, egalitarian Conservative Synagogue which seeks to provide for our membership the opportunity, encouragement and knowledge to engage meaningfully in our Jewish tradition: in particular, to engage in Torah (Jewish learning), Avodah (Jewish prayer) and Gemilut Hesed (acts of loving kindness to others) in order to move our members and our world closer to "tikkun olam b'malchut Shaddai" (the perfection of the world under the Kingship of the Almighty).

## **BYLAWS OF CONGREGATION HEBREW EDUCATIONAL ALLIANCE, a Colorado Nonprofit Corporation**

### **ARTICLE I**

#### **Membership**

1. Any Jew as defined by Jewish law (Halacha), at least 18 years of age, is eligible for membership in Congregation Hebrew Educational Alliance (the "Congregation") after showing intention of accepting such membership by completing and signing a membership application and after such application is approved by the Membership Committee or the Executive Director of the Congregation, in consultation with the Senior Rabbi.

2. There shall be two categories of membership: full members and associate members. Members shall be entitled to the privileges and benefits of membership as established in guidelines set forth by the Board of Directors. Additional categories of membership may be established by the Board of Directors.

3. Subject to the limitations set forth below, all full members in good standing shall be eligible for election as officers or to the Board of Directors. No other members shall be eligible for election as officers or to the Board of Directors, nor have voting privileges.

4. Annual membership dues shall be set in amounts fixed by the Board of Directors.

## ARTICLE II

### Meetings of Members

1. The annual meeting of the members (the “Annual Meeting:”) shall be held during the spring of each year, at a time, date and place as may be decided upon each year by the Board of Directors.
2. A quorum shall consist of 5% of the members in good standing as of the date of the notice of annual meeting. Each member shall be entitled to one vote. For purposes of determining a quorum, a member may deliver to the Executive Director or the President a consent to the holding of the meeting (which may be delivered electronically, including by email, or in hardcopy) and such consent shall be counted toward determining whether a quorum has been achieved; provided that such member shall not be considered in determining the number of votes required to adopt any motion.
3. Special meetings of the members may be called at any time by the Board of Directors or upon the written request of fifteen percent (15%) of the full members in good standing at the time the request is submitted. A notice, stating the object, date, time and place of the special meeting, shall be mailed to each member.
4. Notice of all regular and special meetings shall be given by mail or e-mail to each member at the member's address on file with the Congregation at least 10 days prior to the date of such meeting.

## ARTICLE III

### Board of Directors

1. The Board of Directors (the “Board”) of the Congregation shall be elected at the Annual Meeting. There shall be twenty-one (21) members of the Board of Directors (each, a “Director”), which number shall include the President and Vice Presidents of the Congregation, as well as a representative of the Sisterhood. *Ex-officio* members of the Board will be the Senior Rabbi, the Associate or Assistant Rabbi(s), as may be applicable, the Cantor and the Executive Director, as well as the immediately past President. Chairs of the standing Committees will not automatically be members of the Board. One of the Vice Presidents shall also serve as the Secretary. The Vice President of Finance will be a member of the Board.
2. The chair of the Governance Committee, with the approval of the President, shall appoint a Nominating Committee, consisting of seven (7) full members of the Congregation, no later than October 31 of the year prior to the next Annual Meeting. The Nominating Committee shall consist of one Vice-President, who shall act as chairperson of the committee, three Directors who are not officers, and three full members who are not serving on the Board of Directors. The Senior Rabbi, the Executive Director of the Congregation and the President of the Congregation shall serve as *ex-officio*, non-voting committee members. The Nominating Committee shall solicit nominations and input about candidates from the staff, Committee chairs, and all congregants. The Nominating Committee shall conduct an extensive due diligence process concerning candidates. The Nominating Committee shall present a slate of candidates for the Board of Directors which shall accompany the notice of the Annual Meeting. Additional nominations may be made by petitions signed by at least fifteen (15) members, and submitted to the President no less than ten (10) days prior to the Annual Meeting. All candidates for the Board of Directors shall be full members in good standing and shall have completed at least one (1) year as a member of a standing Committee, special

committee or auxiliary organization of the Congregation or has, during the past year, provided material service to the Congregation such as, without limitation, taking a major role in a fundraising event. Election shall be by written ballot, or by show of hands and those candidates receiving the highest number of votes shall be declared duly elected. A tie vote shall be broken by a separate ballot as to the position as to which such tie occurs. If such separate ballot results in a tie, the election shall be determined by placing the name of each candidate who received an equal number of votes on a separate sheet of paper and having one sheet drawn at random by the Executive Director or another person selected by the person presiding over the meeting.

3. Directors at large will be elected for terms of three (3) years. The terms of Directors at large will be staggered, so that the term of approximately 1/3<sup>rd</sup> of the Directors at large shall expire each year. If any vacancy shall occur on the Board of Directors (including the President or any Vice President), the remaining Directors shall fill the vacancy for the balance of the unexpired term. In addition, if any vacancy shall occur in the position of Secretary, the Executive Committee shall fill the vacancy.

4. No person may serve as a Director at large for more than two (2) consecutive full three year terms. As used in these Bylaws, a Director at large is any Director that is not the President or a Vice President. After serving as a Director at large for such period of time a member will be ineligible to run for election as a Director at large for a period of one year. After such one year hiatus, that member will again be eligible to serve as a Director, and such service shall be subject to the term limits stated in this Paragraph 4. A partial term served by a person filing a vacancy on the Board will be treated as a full term for purposes of the term limits stated in this Paragraph 4 only if the partial term consists of 1½ or more years. For convenient reference, term limits applicable to Directors and officers are shown on **Fig 1-Term Limits** attached to these Bylaws. For the avoidance of confusion, for purposes of any term limit stated in this Paragraph 4 or elsewhere in these Bylaws, term limits shall be measured from the terms of directors elected at or after the Annual Meeting in 2016 (i.e., the time when the Board was restructured to reduce the number of Directors). There are no term limits applicable to standing Committee chairs and Committee members.

5. The Board of Directors shall be responsible for the governance of all the affairs of the Congregation and its auxiliary groups, and shall exercise all the powers conferred by statute, the articles of incorporation, and these Bylaws. In addition to, and not in limitation of the foregoing powers, the Board of Directors shall approve the membership dues structure, all operating budgets and all other matters pertaining to the general policies of the Congregation, shall approve and accept all gifts and/or endowments on behalf of the Congregation, shall purchase or dispose of any real property owned by the Congregation, and shall adopt all rules and regulations for the operation of the Congregation. The Board of Directors may, from time to time, delegate and amend or revoke any delegation of such duties and responsibilities to any committee of the Congregation as it deems appropriate; provided, however, that the Board of Directors shall retain the full authority for all policy and financial matters affecting the Congregation.

6. The Board of Directors shall not hold an annual meeting of its own, but shall make an annual report of its activities for the preceding year and its recommendations for the ensuing year to the membership at the Annual Meeting of the members. The Board of Directors shall hold regular meetings. Fifty percent (50%) of the total members of the Board of Directors shall constitute a quorum for the conduct of business.

7. Each member of the Board of Directors shall have one (1) vote. In the event of a tie vote with respect to any motion, the motion fails.

8. Members of the Board of Directors are expected to attend Board meetings on a regular basis. Any Director who, without a valid excuse, misses three (3) regular meetings during the period from one Annual Meeting to the next Annual Meeting may be removed from the Board of Directors by the President. Each at large Director shall serve on at least one standing Committee of the Congregation.

9. Each Director or officer, or former Director or former officer of the Congregation, and the Congregation's employees and agents, shall, subject to all applicable policies adopted by the Board, be indemnified by the Congregation against liabilities, expenses, counsel fees and costs which are reasonably incurred by them or their estates in connection with or arising out of any action, suit, proceeding or claim in which they are made a party by reason of their being or having been such Director or officer or employee or agent. Any person who, at the request of the Congregation, serves as a Director or officer of a related entity in which the Congregation owns corporate stock or any other type of interest and their legal representatives, shall, in like manner, be indemnified by the Congregation. However, in neither case shall the Congregation indemnify such Director, officer, employee or agent, with respect to any matters as to which they shall be finally adjudged by the Board of Directors in any such action, suit or proceedings, to have been liable for willful misconduct in the performance of their duties.

The indemnification provided for herein, however, shall further apply in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such Director, officer, agent or employee (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided that the Board of Directors shall have first approved such proposed compromise settlement and determined that the Director, officer, agent or employee involved was not guilty of willful misconduct; but in taking such action, any such Director or such officer shall not be qualified to vote thereon.

In determining whether or not a Director, officer, agent or employee was guilty of willful misconduct in relation as to such matters, the Board of Directors may rely, in whole or part, upon an opinion of counsel to the Congregation or independent legal counsel selected by the Board of Directors. Any compromise settlement offered herein shall not be effective until submitted to and approved by a court of competent jurisdiction in the event court action in regard thereto is pending.

10. Direct indemnification herein provided shall not be exclusive of any other rights to which such Director, officer, agent or employee may be lawfully entitled.

No officer, Director, agent or employee shall be personally liable for any injury to person or property arising out of a tort committed by an employee unless such officer, Director, agent or employee was personally involved in the situation giving rise to the litigation or unless such officer, Director, agent or employee committed a criminal offense. The protection afforded herein shall not restrict other common law protections and rights that an officer, Director, agent or employee may have.

No Director shall be personally liable to the Congregation or to its members for monetary damages for breach of fiduciary duty as a Director. This provision shall not eliminate or limit the liability of a Director (i) for any breach of the Director's duty of loyalty to the Congregation or its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for any transaction from which the Director derived an improper personal benefit; or (iv) for any acts by the Director prohibited by any provision of the Colorado Revised Nonprofit Corporation Act, (i.e. assenting to or participating in making a loan by the Congregation to its directors or officers). Neither the amendment nor repeal of this Article III nor the adoption of any provision to these Bylaws

inconsistent with this Article III shall eliminate or limit the liability of a Director to the Congregation or its members for monetary damages for any act or omission occurring prior to the effective date thereof.

## ARTICLE IV

### Officers and Executive Committee

1. The officers of the Congregation shall consist of a President; a President-Elect, the immediate past President; Vice Presidents of Finance, Development, Membership, Life Long Learning, Long Range Planning and Community; a Secretary; and such other officers as the Board of Directors may determine. One of the Vice Presidents shall serve as the Secretary. The Secretary shall serve at the pleasure of the Executive Committee and shall be appointed, and may be removed, by the Executive Committee from time to time; any vacancy in the office of Secretary shall be filled by the Executive Committee. Such officers (other than Secretary) shall be elected at the Annual Meeting, except that the President Elect shall be elected by the Executive Committee approximately six (6) months before the end of the term of the President. The President Elect will continue to serve as a Vice President for the approximately six (6) month period until such person's term as President begins, even if such person's term as a Vice President would have otherwise ended.

2. The Nominating Committee appointed pursuant to Article III Section 2 shall prepare and submit to the members a slate of candidates for each office the term of which is then expiring and for such additional offices as it may consider from time to time. Further nominations may be made for each office by the membership in the manner specified in Article III Section 2. All candidates for officers shall be full members in good standing and shall have previously served as a member of the Board of Directors of the Congregation. All candidates for Vice President must be a current member of the Board, except that, with the approval of the Executive Committee, a Vice President may be selected from among persons that are not currently serving on the Board, but who have served on the Board during the past five (5) years and have been off the Board for at least one (1) year. It is contemplated that this authority would be used only in extraordinary situations, such as the absence of a Board member qualified, willing and able to serve in a particular Vice President position and/or the willingness to serve of a person with special expertise in the subject of the particular Vice President position. Whenever there shall then be more than one candidate for any office, election for such office shall be by written ballot or by show of hands. The candidate receiving the highest number of votes for each office shall be declared duly elected. A tie vote shall be broken by a separate ballot as to the position as to which such tie occurs. If such separate ballot results in a tie, the election shall be determined by placing the name of each candidate who received an equal number of votes on a separate sheet of paper and having one sheet drawn at random by the Executive Director or another person selected by the person presiding over the meeting.

The President, with the advice of the Senior Rabbi and the Executive Committee, shall nominate the President Elect, who shall be elected by the Executive Committee. During a term as President Elect, such President Elect shall continue to serve and carry out the duties as an officer of the Congregation. All candidates for President must be currently serving as a Vice President, except that, in the unlikely event that no current Vice President is qualified, able and willing to serve as President, then the President must be selected from persons who have served as a Vice President during the past three (3) years, but are not currently serving as a Vice President.

3. The term limits applicable to the officers are as follows. The President will serve a single term of two (2) years and then is term limited from serving another consecutive term; provided that, the term of the President may be extended for one (1) additional year by the affirmative vote of the Board; any such extension shall be approved by the Board approximately six (6) months before the end of the term of the President. Each Vice President is limited to serving: (a) two consecutive terms as a Vice President; and (b) a maximum of three (3) consecutive terms on the Board (including service as a Board member at-large and as a Vice President), together with any partial term that consists of less than 1½ years, except that a Vice President that is elected to serve as President may serve a single term as President notwithstanding the foregoing term limit. Notwithstanding the foregoing, a person elected as a Vice President begins a new three year term, regardless of whether or not that person would have any continued eligibility to serve as a Board member at-large. For example, a Board member at-large going into his/her last year on the Board and then elected to serve as a Vice President begins a new three year term as Vice President. After a Vice President or President is term limited from serving another consecutive term on the Executive Committee, that person may serve on the Executive Committee after a hiatus of at least one year. That would provide the individual involved a maximum period of six (6) years of eligibility to be selected as President (i.e., a person could serve six years in Vice President positions, followed by a two year term as President (subject to the term as President being extended by one (1) year). An individual that has been term limited from serving on the Executive Committee (and has not been selected to serve as President) may thereafter serve on the Executive Committee or as an At-Large member of the Board after a hiatus of at least one year. If any vacancies should occur other than in the position of immediate past President, the Board of Directors shall fill such vacancies for the unexpired term. A partial term served by a person filing a vacancy as an officer will be treated as a full term for purposes of the term limits stated in this Paragraph 3 only if the partial term consists of 1½ or more years. A partial term of less than 1½ years will not be counted toward term limits.

4. All officers of the Congregation shall constitute the Executive Committee. The Senior Rabbi, the Associate or Assistant Rabbi(s), as may be applicable, the Cantor and Executive Director shall be *ex-officio*, nonvoting members and none of them shall be present during any vote concerning himself or herself. The Executive Committee shall:

a) Have the responsibility to provide direction for the management of the business of the Congregation.

b) Meet at least six times per year (typically once every other month) at a time, date and place as shall be designated by the President.

c) Within the limitations of the Congregation's budget and except with regard to the salaries of the Senior Rabbi, the Associate or Assistant Rabbi(s), as may be applicable, the Cantor and the Executive Director, which must be approved by the Board of Directors, manage the financial affairs of the Congregation.

d) Keep full and accurate minutes of its meetings (except for executive sessions of the Executive Committee, unless the President has requested that minutes of such executive session be taken), and report to the Board of Directors, orally and/or in writing, of all actions taken by the Executive Committee.

e) Furnish copies of all its minutes to the Board of Directors as quickly as administratively feasible.

f) Determine the appropriate form of annual financial reporting for the Congregation.

5. The duties of the officers shall be as follows:

a) President.

1) Shall preside at all meetings of the Congregation, the Executive Committee and the Board of Directors.

2) Shall call all regular meetings of the Congregation, the Executive Committee and the Board of Directors, subject to the provisions of these Bylaws.

3) Shall call special meetings when requested in the protocol provided in these Bylaws.

4) Shall sign all legal documents when authorized and directed by the Board of Directors.

5) May appoint such special committees as deemed necessary; provided, however, the President must specify the duties of each such special committee when created.

6) Shall be responsible for the supervision and review of performance of the clergy and Executive Director in conformance with the employment contract of such employees, with the assistance of the immediate past President, and, at the option of the President, one other member of the Executive Committee; provided that, supervision and/or review of performance of Associate or Assistant Rabbi(s) shall be the responsibility of the Senior Rabbi if so provided in the employment contracts of such Associate or Assistant Rabbi(s).

7) In the absence of the Rabbis and the Cantor, shall consult with the Ritual Committee regarding and be responsible for the use of the Congregation's pulpit.

8) Shall have such other duties as may be delegated by the Executive Committee or the Board of Directors.

The President may adjourn any Executive Committee meeting and reconvene in executive session, and may exclude persons other than the officers of the Congregation, to discuss matters of a sensitive nature, such as pending, threatened or potential litigation, personnel matters, security arrangements or investigations, including defenses against terrorism, or other matters specified by law.

b) Vice-Presidents.

Vice Presidents shall be responsible for the supervision of the various standing Committees. The jurisdiction of each Vice President is shown on the Organization Chart which is attached to these Bylaws as **Fig. 2-Organization Chart**. The Vice President positions are intended to be leadership positions that will require a significant amount of time and effort. Strong coordination among Vice Presidents will be essential to implement the operating/strategic plan of the Congregation effectively. Vice Presidents will also be expected to work closely with staff members. The Vice Presidents of Life Long Learning and Long Range Planning shall receive and review periodic reports on staff performance from the Senior Rabbi and the Executive Director. Each Vice-President shall also have such other duties as may be delegated by the Executive Committee or the Board of Directors.

c) Secretary.

The Secretary shall be responsible for keeping an accurate record of all meetings of the Congregation, the Executive Committee (except for executive sessions of the Executive Committee, unless the President has requested that minutes of such executive session be taken) and the Board of Directors, for conducting such other correspondence, and for preparing and distributing such notices as directed by the Executive Committee, and the Board of Directors, or as provided by these Bylaws, together with such other duties as may be delegated by the Executive Committee or the Board of Directors.

d) Vice President of Finance.

1) The Vice President of Finance shall be responsible for:

(a) supervising all monies belonging to the Congregation and for their deposit in such accounts and banks as are designated by the Executive Committee or the Board of Directors. The Board of Directors shall be kept informed at least monthly as to the details of depositaries and other investments.

(b) chairing and in consultation with the Executive Committee shall appoint the members of the Finance Committee.

(c) overseeing and directing the payment of the Congregation's obligations and the collection of its receivables.

(d) preparing reports concerning the financial status of the Congregation quarterly, in such form as may be requested by the Executive Committee or the Board of Directors.

2) Shall have such other duties as may be delegated by the Executive Committee or the Board of Directors.

## ARTICLE V

### Standing Committees

1. The Congregation's standing Committees shall be:

- a) Building.
- b) Finance.
- c) Fundraising
- d) Endowment.
- e) Membership.
- f) Programming.
- g) Social Action.
- h) Hesed.
- i) Ritual.
- j) Religious School.
- k) Preschool.
- l) Adult Education.
- m) Youth.
- n) Governance.

2. Standing Committee chairs will be selected by the President and the Vice President with jurisdiction over the Committee. In some cases, the Vice President may be selected as a



Committee chair. Committee chairs will not be subject to term limits. Committee chairs will have authority to take actions that are consistent with the current operating/strategic plan and annual budget, without need for further approvals. Committee chairs will also be responsible for developing their successors.

3. The standing Committees shall have the responsibilities set forth below. The standing Committees will be responsible for supporting and assisting the synagogue staff of the Congregation in implementing the operating and strategic plans of the synagogue. Standing Committees will have significant responsibility and authority, consistent with the operating/strategic plan. For example, Committee expenditures budgeted in the operating/strategic plan will not generally require separate Board authorization. For clarification, not all Committees will have budgets; only those included in the annual budget approved by the Board. Also, for clarification, expenditures by staff (for example, the head of the religious school) that are included in the approved annual budget will not require additional approval from a Committee (or further authorization by the Board).

a) Building.

1. It shall be responsible for all real estate and personal property owned by the Congregation, and shall make recommendations to the Executive Committee regarding its care and maintenance.

2. It shall assist the Executive Director in obtaining and reviewing proper bids for all maintenance, repairs and capital improvements relating to the Congregation's property and present the same, together with its recommendations, to the Executive Committee or the Board of Directors.

3. It shall have such other duties and responsibilities as may be assigned to it from time to time by the Executive Committee and/or by the Board of Directors.

b) Finance.

1. It shall be responsible for supervising all monies belonging to the Congregation and for their deposit in such accounts and banks as are designated by the Board of Directors.

2. It shall oversee and direct the payment of the Congregation's obligations and the collection of its receivables.

3. It shall develop and present to the Executive Committee and Board for approval the operating budget of the Congregation at least 60 days prior to the end of the fiscal year and shall monitor the budget and make periodic (at least quarterly) reports and recommendations to the Board of Directors.

4. It shall oversee the Endowment Fund of the Congregation and make recommendations to the Board of Directors for the investment and disbursement of the Fund.

5. It shall have such other duties and responsibilities as may be assigned to it from time to time by the Executive Committee or by the Board of Directors.

c) Fundraising.

1. The Committee shall assist the professional staff and the VP of Development with respect to the Congregation's fund raising activities.

2. It shall have such other duties and responsibilities as may be assigned to it from time to time by the Executive Committee and/or the Board of Directors.

d) Endowment.

1. It shall, at the direction of the Board of Directors, plan periodic campaigns to raise funds for the Endowment Fund.

2. It shall be responsible for the Endowment Fund in accordance with the Bylaws and/or policies of the Endowment Fund as may be approved by the Board of Directors. Income from the Endowment Fund may be spent as determined from time to time by the Board of Directors, except for funds whose use have been specifically restricted by the grantors.

3. It shall have such other duties and responsibilities as may be assigned to it from time to time by the Executive Committee and/or the Board of Directors.

e) Membership.

1. The Committee shall assist the professional staff with respect to the recruitment of new members and the retention of current members of the Congregation. It shall be responsible for the size and growth of the Congregation's membership.

2. It shall assist the professional staff with respect to strategies to alter and enhance the member experience to shore up perceived inadequacies and take advantage of opportunities.

3. Because the Congregation's offerings of worship services, education, and programming impacts recruitment and retention, the Membership Committee shall work with other committees to evaluate and improve these elements of congregational life.

4. It shall welcome new members to the Congregation.

5. It shall welcome newcomers at services and other Congregational functions and arrange hospitality for such newcomers. It shall create and implement strategies for providing a warm and welcoming atmosphere for those participating in worship and programs.

6. It shall have such other duties and responsibilities as may be assigned to it from time to time by the Executive Committee and/or the Board of Directors.

f) Programming.

1. It shall assist the synagogue staff with social and cultural programs of the Congregation. It shall coordinate with other committees with respect to the educational programs of the Congregation.

2. It shall have such other duties and responsibilities as may be assigned to it from time to time by the Executive Committee and/or by the Board of Directors.

g) Social Action.

1. It shall assist the synagogue staff with social action projects that benefit the community and efforts to support and advocate for the State of Israel.

2. It shall develop and maintain liaison with other organizations, both Jewish and non-Jewish, in the community to participate in community-wide social action projects.

3. It shall work with other organizations to provide support and advocacy for the State of Israel.

4. It shall study problems of the community in general, and problems affecting Jewish people throughout the world which may arise from time to time and recommend appropriate action and activities to the Board of Directors.

5. It shall have such other duties and responsibilities as may be assigned to it from time to time by the Executive Committee and/or by the Board of Directors.

h) Hesed.

1. It shall assist the clergy with pastoral care and spiritual support of Congregation members.

2. It shall support individual congregants with longer term needs through lay Para-chaplaincy and through efforts such as delivery of meals and periodic telephone calls..

3. It shall arrange for para-chaplaincy training, either internally or through community organizations that provide such training.

4. It shall promote attendance at Shiva minyanim by Board members and by members that are capable of leading service to augment the clergy.

5. It shall have such other duties and responsibilities as may be assigned to it from time to time by the Board of Directors.

i) Ritual.

1. It shall advise the clergy with regard to ritual and worship practices, including implementation of the Kashrut policies of the Congregation.

2. It shall solicit and train ushers for the High Holiday services.

3. It shall work with clergy to enhance Shabbat and holiday worship experience.

4. If requested by the Senior Rabbi, it shall select the gabbaiyim, subject to the approval of the Senior Rabbi.

5. It shall recommend the selection, purchase, maintenance and use of all religious articles such as prayer books, torahs and tallisim as may be provided in the budget and subject to the approval of the Senior Rabbi and the Board of Directors.

6. It shall have such other duties and responsibilities as may be assigned to it from time to time by the Executive Committee and/or by the Board of Directors.

j) Religious School.

1. It shall, in conjunction with the Education Director and Rabbis of the Congregation, provide assistance with the development and implementation of the school's policies and curriculum.

2. It shall assist in fundraising activities to provide supplemental funds for the Religious School.

3. It shall act as ambassadors for the school to both the HEA community and the Denver Jewish Community.

4. It shall have such other duties and responsibilities as may be assigned to it from time to time by the Executive Committee and/or by the Board of Directors.

k) Preschool.

1. It shall, in conjunction with the Preschool Director and Rabbis of the Congregation, provide assistance with the development and implementation of the school's policies and programs.

2. It shall assist in fundraising activities to provide supplemental funds for the Preschool.

3. It shall act as ambassadors for the school to both the HEA community and the Denver Jewish Community.

4. It shall have such other duties and responsibilities as may be assigned to it from time to time by the Executive Committee and/or by the Board of Directors.

l) Adult Education.

1. It shall, in conjunction with the Program Director and Rabbis of the Congregation, provide assistance and implementation of educational classes and programs, both formal and informal, for the members of the Congregation and community.

2. It shall work in consultation with other committees to offer a wide variety of educational opportunities for members of the Congregation and community.

3. It shall have such other duties and responsibilities as may be assigned to it from time to time by the Executive Committee and/or by the Board of Directors.

m) Youth.

1. It shall, in conjunction with the Youth Director and Rabbis of the Congregation, provide assistance with the development and implementation of the youth groups' policies and programs.

2. It shall provide assistance, when needed, at youth group programs and activities.

3. It shall assist in fundraising activities to provide supplemental funds for the youth groups.

4. It shall act as ambassadors for the youth groups to both the HEA community and the Denver Jewish Community.

5. It shall have such other duties and responsibilities as may be assigned to it from time to time by the Executive Committee and/or by the Board of Directors.

n) Governance.

1. It shall be responsible for training of Board members, orientation of new Board members, planning and conducting of an annual Board retreat, as scheduled, obtaining (as necessary) independent evaluations of the effectiveness of the current governance structure, and annual preparation of a form of Board "scorecard" to aid in implementing accountability for Board members. The form of Board "scorecard" shall be approved by the Board annually. The "scorecard" will include, among other items, information on Board member participation at fund raising events, attendance at board meetings and participation in committee activities. At least annually, the President will review the scorecard for each Board member and discuss deficiencies in Board performance with individual Board members, as necessary. In appropriate circumstances, the President may remove from the Board a Board member that has shown major deficiencies in performing Board duties as reflected in the scorecard. As used herein, "major deficiencies in performing Board duties" shall include, without limitation, failure to regularly attend Board meetings and/or failure to participate in fundraising activities of the Congregation. The Chair of the Governance Committee will, with the approval of the President, appoint the Nominating Committee on an annual basis.

4. There will not be a standing personnel committee. Personnel functions will be handled as follows, which generally reflects current practice. The staff will be supervised by the Senior Rabbi and the Executive Director. The Vice Presidents of Life Long Learning and Long Range Planning shall receive periodic reports on staff performance from the Senior Rabbi and the Executive Director. Personnel review of the clergy and Executive Director will be conducted by the President and the immediate past President and, at the option of the President, one other member of the Executive Committee, in conformance with the employment contract of such employees; provided that, supervision and/or review of performance of Associate or Assistant Rabbi(s) shall be the responsibility of the Senior Rabbi if so provided in the employment contracts of such Associate or Assistant Rabbi(s).

## ARTICLE VI

### Auxiliary Organizations

1. The Congregation shall have such auxiliary organizations as may be authorized and established by the Board of Directors.

2. The activities of all auxiliary organizations shall always be conducted in a manner that will advance the best interests of the Congregation.

3. The bylaws and other regulations of all auxiliary organizations shall be consistent with these Bylaws and the policy of the Congregation.

## ARTICLE VII

### Fiscal Year

The fiscal year of the Congregation shall commence on May 1.

## ARTICLE VIII

### Corporate Seal

The Board of Directors may provide a corporate seal for the Congregation which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of Colorado and the words "CORPORATE SEAL."

## ARTICLE IX

### Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds vote of the members of the Board of Directors present and voting at any regular or special meeting of the Board. Issues not addressed in these Bylaws are deferred to Colorado law governing Nonprofit Corporations, as applicable.

Last Amended May 28, 2019

**Fig. 1-Term Limits**

| <b>Position</b>                       | <b>Term Limit</b>  |
|---------------------------------------|--|
| President                             | One (1) two (2) year term; subject to the term being extended by one (1) year as provided in Article IV, Paragraph 3.  |
| Executive Committee (Vice Presidents) | (A) Two consecutive terms as a Vice President; and (b) A maximum of three (3) consecutive terms on the Board (including service as a Board member at-large and as a Vice President), together with any partial term that consists of less than 1½ years, except that a Vice President that is elected to serve as President may serve a single term as President notwithstanding the foregoing term limit.<br><i>Note:</i> A partial term served by a person filling a vacancy as an officer will be treated as a full term for purpose of the term limits only if the partial term consists of 1 ½ or more years. |
| Board Members                         | Two (2) consecutive terms of three (3) years each.<br><i>Note:</i> A partial term served by a person filling a vacancy on the Board will be treated as a full term for purpose of the term limits only if the partial term consists of 1 ½ or more years.  |
| Committee Chairs                      | None   |
| Committee Members                     | None   |

**Fig. 2-Organization Chart**

