

# **Beth Shalom Bylaws**



## Article I

### **Name**

This congregation shall be known as Beth Shalom, located in Wake County, North Carolina.

## 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 with God through communal worship, study of Torah and assembly; to educate all ages in Jewish history, customs and rituals; 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**

The Congregation shall affiliate itself with the Union for Reform Judaism (URJ) and it shall subscribe to and abide by the URJ constitution and by-laws.

## Article IV

### **Ritual and Religious Practices**

The Congregation shall interpret Judaism in the context of Reform Judaism.

## Article V

### **Membership**

- Section 1. Any person of the Jewish faith, eighteen years of age or older, and his/her immediate family (referred to as **membership unit**- see below) as applicable may be admitted to membership by the Vice-President of Membership following a criminal background check and assurance by the treasurer of proper financial arrangements. The membership unit shall include all adult residents of the household and any dependent children. Any situation falling outside these by-laws will be considered on a case by case basis by the Vice-President for Membership. It is recommended that the Rabbi meet with the prospective member/family either prior to the approval of their application, or shortly after their application has been approved.
- Section 2. On all matters coming before meetings of the Congregation and requiring a vote, each member eighteen years of age or older, in good standing, shall have one vote. Good standing shall mean that all financial obligations are current.
- Section 3. The Board of Directors<sup>1</sup> reserves the right to deny or revoke any membership which involves principles or arguments in direct conflict with Reform Judaism and Jewish principles of ethics, worship and ideals, especially where the active efforts by the member(s) is perceived as being an attempt to proselytize or otherwise undermine the beliefs of our Jewish faith.
- Section 4. All members are entitled to attend all worship services, adult classes and social activities. Some events may have restrictions contingent on various factors (e.g.,

age, presence of alcohol). Members of the congregation shall have the privileges of membership subject to the rules and regulations established from time to time by the Board of Directors.<sup>1</sup>

- Section 5. Upon the death of a spouse, membership privileges continue for surviving members of the household. Similarly, divorce of a member couple shall not terminate the membership of either individual. In each case, it is expected that financial obligations and other membership responsibilities of the membership unit will continue to be met.
- Section 6. The Board of Directors may establish membership classifications with such provisions as it shall deem necessary.
- Section 7. Members shall be responsible for financial support of the Congregation. Dues, assessments, and other fees shall be determined by the Board of Directors. Annual renewal of membership is due by July 1 of each year.
- Section 8. The Treasurer may seek guidance from the President as necessary in deciding to waive, extend or modify any financial obligation due from a member.
- Section 9. A member who fails to meet any financial obligation to the Congregation within the fiscal year (July 1- June 30) will have the lapse brought to the attention of the Executive Committee<sup>2</sup> to take the appropriate action. If the proposed action is suspension, he/she will be notified by certified mail. Written notice of intention to suspend membership shall be given at least ten days before such action is taken, and the congregant shall be offered the opportunity to be heard by the Executive Committee.
- Section 10. Resignations from the congregation, during the membership year, shall be submitted in writing to the Board of Directors. Resignation or removal shall not relieve a member from payment of any unpaid obligation due the Congregation as per URJ directives.

## Article VI Meetings

- Section 1. The Annual Meeting of the Congregation shall be convened by the President on, or about, the end of the fiscal year. 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 Directors. A budget for the coming fiscal year and a slate of nominees as necessary to fill positions shall be presented and voted upon. Every member of the Congregation shall be notified 21 days prior to the holding of the annual meeting.
- Section 2. A special meeting of the Congregation may be called by the President or at the request of a majority of the Board of Directors or on written application of 20 percent of the voting membership. The call for a special meeting shall set forth the purpose of the meeting. Written, or other appropriate notice thereof, shall be given

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<sup>1</sup> Members of the Board of Directors may be found in Appendix A

<sup>2</sup> Members of the Executive Committee may be found in Appendix A

to membership units at least seven days prior to the time of such meeting. No business shall be transacted at special meetings except that specified in the call.

Section 3. Twenty percent of the membership units of the Congregation shall constitute a quorum at meetings.

Section 4. Only members in good standing who are present, physically or electronically, at the Annual Meeting of the Congregation will be entitled to be counted for a quorum or vote at the Annual Meeting. Proxy Votes will not be accepted.

## Article VII

### Officers

Section 1. The officers of this Congregation are elected by the membership and consist of a President, Immediate Past President, Treasurer, Recording Secretary, Vice President of Board Development, Vice President of Safety and Systems, Vice President of Administration, Vice President of Facilities, Vice President of Community, Vice President of Prayer, Vice President of Life Long Learning, Vice President of Membership, Vice President of Fundraising and Member-at-Large.

Section 2. Officers will serve a two-year term. The one exception is that the Member-at-Large is elected for one-year with a second year allowed with approval by the Board of Directors. Consecutive terms are at the discretion of the Nominating Committee.

Section 3. All officers shall assume office on July 1, after the election at the annual meeting.

Section 4. The following positions are reserved for members of the Jewish faith: President, Immediate Past President, Vice President of Life Long Learning, and Vice President of Prayer. In addition, the chairs of the Ritual and the Education Committees must be Jewish. Otherwise, any adult member in good standing may serve as an officer/committee chair or similar position in the Congregation.

Section 5. The duties of the **President** shall be to act as Chairperson at all congregational and board meetings, to appoint committees (all of which he/she is to be an ex-officio member), to call special meetings, to sign all official contracts and documents (unless otherwise delegated), to disburse funds in the absence of the Treasurer, and to perform such other duties as are incident to the office. With the Rabbi, he/she serves as the face for the Congregation in affairs external to Beth Shalom such as interacting with other Jewish and non-Jewish organizations.

Section 6. The **Vice President of Board Development** shall perform such duties as may be assigned to him/her by the President as well as to ensure integration and coordination of activities that may cut across more than one vice presidency. The Vice President of Board Development shall not immediately succeed to the office of President in case of the absence or disability of the President, but will assist in succession planning and future board leadership training and staffing.

Section 7. The **Immediate Past President** shall assist and advise the President in carrying out the mission of the Congregation, make recommendations as appropriate, serve on ad-hoc committees, and perform other duties assigned by the President. He/she shall serve as a voting member of the Board for no more than two years following his/her term as President of the Congregation. In the absence of the President

he/she shall assume the duties and responsibilities of the incumbent with due diligence and shall immediately succeed to the role of President in the case of absence or disability of the President.

Section 8. The **Treasurer** shall be the custodian of all funds of the Congregation and shall be the disbursing agent of the Congregation as authorized by the Board of Directors. He/she shall report monthly to the Board of Directors. He/she shall present a financial report to the Congregation at all regular meetings.

Section 9. The **Recording Secretary** shall serve as secretary to the Congregation and the Board of Directors. He/she shall keep the minutes of both bodies. The minutes will be delivered to the Administrative Secretary/Office Manager within three weeks of the meetings (1 hard copy plus electronic file) and posted on the Member Section of the Beth Shalom Home page. The Recording Secretary shall keep a current copy of membership data base for his/her reference.

Section 10. Before assuming office, appropriate officers shall be covered by a blanket position fidelity bond, the cost of which shall be borne by the congregation.

Section 11. All disbursements of congregational funds over \$2500 shall require the signature of the Treasurer and one other officer designated by the Executive Committee, unless otherwise specifically authorized by the Board of Directors.

## Article VIII Board of Directors

Section 1. The Board of Directors shall consist of the elected officials of the Congregation. The Rabbi and the Presidents of the Men's Club and Sisterhood shall serve as ex-officio, non-voting, members. A list of current Board members may be found at [www.bethshalomnc.org](http://www.bethshalomnc.org) under the Member's Section.

Section 2. The Board of Directors shall have the general management of 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 perform such duties as the members of the Congregation in regular or special meetings may prescribe. It shall recommend an annual budget.

Section 3. The Board of Directors shall meet no fewer than 10 times a year and in addition may meet at the call of the President or by petition of six members of the Board.

Section 4. A simple majority of the elected voting Board members shall constitute a quorum.

Section 5. The Board retains the authority to overturn a vice-president's decision by a simple majority.

Section 6. A position will be declared vacant, if any elected Board member is absent from three successive regular meetings of the Board, without adequate explanation.

Section 7. A Director may be removed from office for cause by two-thirds vote of the Board of Directors present at any special meeting called by the Board of Directors for the purpose of acting upon such removal. Notice must be served on the Director proceeded against and an opportunity to be heard must be given by the Board of Directors.

- Section 8. A Director is automatically removed from office if membership is suspended or terminated as per the Membership Article.5: Sections 3 and 8.
- Section 9. The Board of Directors shall have the authority, in consultation with the Rabbi, to engage professional staff and other employees and to fix their duties and compensation. In no case shall hiring be approved unless it has been allocated in the budget or approved by the Board on an exception basis.
- Section 10. The Board of Directors shall designate the depository for congregational funds. It shall have the authority to borrow money up to a limit of the annual budget and to pledge for payment thereof-congregational assets other than real estate. For sums in excess of that amount, a special congregational meeting shall be called.
- Section 11. Members of the Board, as chosen lay leaders of the Congregation, shall individually and collectively set the example to the membership by regular attendance at worship services and by active participation in the life and activities of the Congregation.

## Article IX **Rabbi and Cantor**

- Section 1. Candidates for Rabbi shall be interviewed by a special Rabbi Search Committee appointed by the president of the Congregation. The committee shall recommend to the Board of Directors a Rabbi to be selected. Upon approval by the Board of Directors, this recommendation shall be presented to the Congregation at a regular or special meeting. A two-thirds vote of the voting members present shall be required for an initial election of a Rabbi.
- Section 2. Prior to one year remaining of the Rabbi's initial term, or any subsequent renewal period, the Board of Directors shall make a recommendation as to his/her rehire. This recommendation shall be submitted to a regular or special meeting of the Congregation. A majority vote of the voting members present shall be required to act upon the recommendation of the Board.
- Section 3. The Rabbi shall have the right to attend all meetings of the Board of Directors and the Congregation, without voting rights, except when requested to absent him or herself. The Rabbi shall be a non-voting member of all committees and shall be involved in the supervision of all the other clergy, the Director of Jewish Education and Professional Staff of the Congregation: the latter in conjunction with the Vice-President for Administration.
- Section 4. The Board of Directors may engage an associate or assistant Rabbi(s). The candidates for the position of associate/assistant Rabbi shall be recommended by the Rabbi of the Congregation, and a committee appointed by the President, to the Board of Directors, who shall act upon this recommendation by a majority vote. The associate/assistant Rabbi(s) are invited to attend all meetings of the Board of Directors, without voting rights, except when requested to absent himself or herself.
- Section 5. A special committee appointed by the President of the Congregation shall work with the Rabbi to select a Cantorial candidate for recommendation to the Board of Directors, who may select a Cantor by majority vote. The Cantor is invited to

attend all meetings of the Board of Directors, without voting rights, except when requested to absent him or herself.

## Article X Committees

- Section 1. Committee chairs shall be appointed by the appropriate Vice President for a term of one year with an option for renewal.
- Section 2. The **Executive Committee** is an ad hoc group comprised of four to five members two of which must be the President, Vice President of Board Development, and/or Immediate Past President. Also included would be the Treasurer and appropriate Vice President for the action under consideration. This committee assists the President in organizing Board agenda items, outlining strategic long-term planning for the Congregation and supervising financial obligations. They also would meet to make emergency/ short-turn around decisions for the Congregation.
- Section 3. The following committees are considered to be foundational to the business of Beth Shalom and must be formed by the appropriate Vice President: Ritual, Finance, Facilities, Membership, and Education.
- Section 4. Additional committees and chairs shall be formed as needed by the respective Vice Presidents.
- Section 5. It shall be the responsibility of the Finance Committee to make a detailed estimate of the income and operating expenses and to submit an annual budget for the ensuing year and to supervise any audit of the accounts of the Congregation. Any major expense not provided for in the annual budget shall be proposed first to the Finance Committee who shall submit same to the Board for approval.
- Section 6. It shall be the responsibility of the Membership Committee, in conjunction with the Vice President of Membership, to encourage affiliation with the congregation of all like-minded members of the community who are not affiliated with another congregation and shall develop a program for their orientation, activation and retention.
- Section 7. It shall be the responsibility of the Education Committee, in conjunction with the Vice President of Life Long Learning, the Director of Jewish Education, and the Rabbi, to formulate all regulations necessary for the governance of the school and to supervise its operation and establish education programs.
- Section 8. It shall be the responsibility of the Ritual Committee, in conjunction with the Vice President of Prayer and the Rabbi, to consider rituals and observances of the Congregation. The Ritual and Religious Practice Guidelines shall be formulated by the Ritual Committee in cooperation with the Rabbi and implemented subject to approval by the Board of Directors.
- Section 9. The Facilities Committee shall keep the building and property of the Congregation in good order and establish, with approval of the Vice President of Facilities and the Board of Directors, rules and regulations for the use of the Congregation's physical facilities.

Article XI  
**Nominations**

- Section 1. Nominations of officers and directors shall be made by a Nominating Committee, who is appointed by the President, in consultation with the Board of Directors.
- Section 2. The Nominating Committee shall nominate at least one member for each open position on the Beth Shalom Board.
- Section 3. Selections of the Nominating Committee shall be presented to the Board of Directors at least thirty days before the annual meeting. Notice of said nominations shall be given to the Congregation prior to annual meeting.
- Section 4. Candidates for any elected office may be made by petition of six members of the Congregation. Said nominations must be filed with the Recording Secretary at least seven days before the election.

Article XII  
**Real Estate**

- Section 1. Before any contract shall be entered into for the purchase, sale, or alienation of real estate by, or for, the Congregation, the Board of Directors shall ascertain all the relevant material facts and submit them to the Congregation at a regular or special meeting to be called for that purpose. It shall require a vote of two-thirds of the voting members present to authorize any such action with respect to real estate. Real estate is defined as land, along with any improvements to the land, such as buildings, fences, wells, and other site improvements that are fixed in location – immovable.
- Section 2. Deeds, contracts, and other legal documents obligating the Congregation shall require the approval of the Board of Directors; and, if approved, must be signed by the President and the Recording Secretary of the Congregation.

Article XIII  
**Contracts**

All contracts for goods and services, including employment contracts shall be created, reviewed and approved following the Beth Shalom Contract Procedure. All contracts must be reviewed by the Beth Shalom legal counsel and formally approved at a minimum by the President of the Congregation.

Article XIV  
**Fiscal Year**

The fiscal year shall begin annually on July 1.

Article XV  
**Amendments**

Amendments to the by-laws shall be presented in writing and shall be initiated by the Board of Directors or by at least twenty percent of the voting members of the Congregation, and shall be filed with the Recording Secretary. Such amendments may be acted on at any regular meeting of

the Congregation or at any special meeting called for that purpose. Copies of the proposed amendments shall be made available electronically to each membership unit along with the notice of the meeting. Members can also obtain a copy from the front office or request that one be sent to them. An affirmative vote of two-thirds of the voting members present, physically or electronically, shall be necessary to adopt any amendment.

## Article XVI **Rules of Order**

The rules of procedure used at meetings shall be determined by Roberts Rules of Order, latest revised edition.

## Article XVII **Prohibited Activities**

- Section 1. No member of the Congregation shall receive any payment from the funds of the Congregation, except for reimbursement of expenses advanced by a member, as approved by the treasurer, or as reasonable compensation for services rendered to, or for, the Congregation in carrying out the tax exempt purposes of the Congregation, as approved by the Board of Directors.
- Section 2. Notwithstanding any other provision of these by-laws, no employee, director/official or representative of the Congregation shall take, or carry on, any activity by or on behalf of the Congregation not permitted to be taken, or carried on, by an organization exempt under section 501c(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 170c(3) of such code and regulations promulgated thereunder as they now exist or as they may hereafter be amended.
- Section 3. No director/official, employee, professional staff, Rabbi, Cantor, congregant, or agent of the Congregation shall sexually harass or sexually exploit any individual as defined in the Congregation's Sexual Harassment and Sexual Exploitation Policy which may be found in Beth Shalom's Policies and Procedures Guidelines.

## Article XVIII **Indemnification**

- Section 1. The Congregation shall indemnify any person who is, or who is threatened to be made, a party to any legal proceeding, because he or she was a Director, employee, professional staff, Rabbi, Cantor, or agent of the Congregation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement (if approved by the Board of Directors in advance) actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she reasonably believed to be in, or not opposed to, the best interests of the Congregation and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in a

manner which he/she reasonably believed to be in or not opposed to the best interests of the Congregation and, with respect to any criminal action or proceeding, has reasonable cause to believe that his/her conduct was unlawful. Out of court settlement may be reached by the Executive Committee, in consultation with the Board of Directors' legal counsel, such settlement being subject to approval by a majority of a quorum of the Board of Directors.

Section 2. Any indemnification under Section 1 of this by-law provision (unless ordered by a court) shall be made by the Congregation only as authorized in the specific case, upon the determination that indemnification of the person is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made: (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or, if no quorum can be reached, (2) by the affirmative vote of a majority of the members of the Congregation, excluding those who are parties to the action, at a duly constituted meeting.

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Congregation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking (with sufficient security, if required) by or on behalf of the indemnified person to repay such if it shall ultimately be determined that he/she is not entitled to be indemnified by the Congregation as authorized in this by-law provision. Any payments made pursuant to this Article, including payments to settle any civil or criminal action, suit or proceeding shall be made: (1) by a majority vote of a quorum of the Board of Directors, consisting of Directors who are not parties to such action, suit or proceeding; or, if no quorum can be reached, (2) by the affirmative vote of a majority of the members of the congregation, excluding those who are parties to the action, at a duly constituted meeting.

Section 4. The congregation shall purchase and maintain insurance on behalf of any person who is indemnified by Section 1.

## Article XIX **Dissolution or Merger**

In the event of the dissolution or merger of the Congregation, no Director, employee, or representative of the synagogue shall be entitled to any distribution or division of its remaining property, assets, or proceeds. The balance of all money and other assets or property owned, held, or received by the Congregation from 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 IRS code as it now exists or may be amended from time to time, or it shall be distributed to an organization or organizations exempt under said section of the IRS 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, to the extent possible, shall promote similar or related purposes.

## **Appendix A**

The Board of Directors consists of officials elected by the Congregation, namely, a President, Treasurer, Immediate Past President, Recording Secretary, Vice President of Board Development, Vice President of Safety and Systems, Vice President of Administration, Vice President of Facilities, Vice President of Community, Vice President of Prayer, Vice President of Life Long Learning, Vice President of Membership, Vice President of Fundraising and the Member-at-Large.

The Executive Committee is an ad hoc committee comprised of four to five members. Two members must include the President, Vice President of Board Development, or Immediate Past President. Also included would be the Treasurer and appropriate Vice President for the action. The Executive Committee shall assist the President in organizing Board agenda items, outlining strategic long-term planning for the Congregation and supervising financial obligations as provided in the Membership Article. The Executive Committee would also meet to make emergency decisions for the Congregation.

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