

CONGREGATION B'NAI TORAH, INC.

BY-LAWS

Approved by the congregation on 6/19/18

ARTICLE I - NAME

This congregation shall be known as Congregation B'nai Torah.

ARTICLE II- PURPOSE AND AFFILIATION

The congregation shall foster the tenets and purposes of Reform Judaism by providing a house of worship and learning and of gathering for study, presentation and perpetuation of the Jewish religion, its heritage, teachings and values. Congregation B'nai Torah is a Reform Jewish Congregation and will support the institutions of Reform Judaism in North America. The congregation will be a member of the Union for Reform Judaism (URJ) and the Central Conference of American Rabbis (CCAR) and will abide by the constitution and bylaws of the URJ, and will pay dues to the URJ as specified in the Union's bylaws or as otherwise negotiated.

ARTICLE III - MEMBERSHIP

Section 1: Any person, or if one adult member of a family avows belief in the Jewish religion, that person or family shall be eligible for membership in the congregation. Initial membership in the congregation shall accrue upon an approved application and any required payment.

Membership will thereafter be renewable on an annual basis based at the discretion of the treasurer, in consultation with the president.

Section 2: Upon recommendation of the treasurer or president and for reasonable cause, the

board of directors shall have the authority to terminate a membership by two-thirds (2/3) vote taken at a regular or special meeting of the board of directors. Such vote shall only occur if the subject member has been notified and provided the opportunity to appear at the meeting at which the termination will be considered.

Section 3: The schedule of dues shall be established by the board of directors, subject to a budget presented to the congregation at the annual meeting.

Section 4: In the case of a family membership, the spouse and children shall be members of the congregation (whether or not such spouse or children professes the Jewish faith). Such membership may continue after death or divorce terminates the marital relationship.

Section 5: A “member in good standing” shall be defined as one who is current in payment of all financial obligations to the congregation.

Section 6: All members in good standing are entitled to all of the privileges of membership.

Section 7: The treasurer, in consultation with the president as needed, may waive, extend or modify any financial obligation due from a member for good cause.

Section 8: The board of directors may levy special assessments upon the members of the congregation, subject to the approval of two-thirds (2/3) of the members of the congregation present and voting at a regular or special meeting. Fifteen (15) days notice by regular or electronic mail of the proposed assessment must be given to the congregation.

Section 9: Each member age 18 and over in good standing shall be entitled to vote.

Section 10:

- a. Any member whose financial obligations are ninety (90) days overdue shall be considered delinquent and no longer a member in good standing.
- b. The treasurer may, in his/her discretion, in consultation with the president, notify a delinquent member in writing of his/her delinquency status.
- c. A delinquent member who has been sent a delinquency notice under paragraph (b) shall have thirty (30) days from the receipt of such notice to make financial arrangements acceptable to the treasurer. If acceptable financial arrangements have not been made within thirty (30) days, then the treasurer may suspend the delinquent member and will notify the member of the change in membership status.
- d. The member has the right to appeal the treasurer's decision to the president. The president, in consultation with the treasurer, shall render a final decision.

Section 11: A member who has been suspended or who has had one or more privileges deprived under Section 10 shall be reinstated by the president upon payment of all arrears, or by having made arrangements for payment acceptable to the treasurer.

Section 12: The resignation or suspension of a member shall not relieve that member from payment of any sums owed the congregation.

Section 13: The board of directors may, from time to time, establish one or more special classes of membership, which may have reduced or limited privileges, with or without the right to vote, and subject to a reduced schedule of dues.

ARTICLE IV – OFFICERS

Section 1: The Officers of this congregation shall be a president (or co-presidents), a vice-president of administration and finance, a treasurer and a clerk, all to be elected for a term of two years at the annual meeting of the congregation or by approval of the majority of the board of directors when filling a vacancy.

Section 2: The president shall act as chairperson of all meetings of the congregation and of the board of directors; he/she shall call all special meetings of the congregation and of the board of directors; he/she shall sign all legal documents and shall perform all other duties incident to the office. The president shall be an ex-officio member of all committees.

Section 3: The vice-president of administration and finance and the treasurer shall be the custodians of all funds of the congregation and shall be the disbursing agents of the congregation as authorized by the board of directors. The president, vice-president of administration and finance and the treasurer shall be authorized signers of checks. They shall report the financial condition of the congregation monthly to the board of directors. They shall report to the congregation at all regular or special meetings and perform all other duties incidental to the offices.

Section 4: The clerk shall serve as the secretary to the congregation and of the board of directors and shall keep a complete record of the business of both bodies. It shall be the duty of the clerk to send out all notices of meetings, regular or special, and to act as a clearing house for all correspondence carried on by the congregation. The clerk shall maintain the corporate record book containing the minutes of meetings and all required votes and proceedings of the board of directors and members.

Section 5: Should the office of the president become vacant the remainder of the term shall be filled by election of a president by vote of the board of directors. Except as otherwise provided

in this article, vacancies in any other offices may be filled for the remainder of the term by the election of such officers by vote of the board of directors.

Section 6: The executive advisory committee of the board of directors is a resource available to the president and consists of individuals appointed by the president. The executive advisory committee shall consist of any member of the congregation appointed to the committee at the discretion of the president with no voting rights or need for indemnification. The clerk (or an alternate) of the congregation shall be present at the executive advisory committee meetings in order to take minutes.

ARTICLE V - BOARD OF DIRECTORS

Section 1: The board of directors is the managing body of the congregation responsible for providing oversight and governance of the congregation and its operations as described within the bylaws (see next section for details). The permanent members of the board of directors shall consist of the following: president, the vice-president of administration and finance, the vice-president of community and membership, the vice-president of education and youth, the vice-president of ritual, the immediate past president, the treasurer, the clerk, and other positions as outlined in the organizational chart. The board of directors may consist of additional directors as required by the needs of congregation.

Directors are nominated and elected in accordance with Article X.

The board of directors may identify the need for specific committees and identify/nominate chairpersons. Chairperson(s) provide oversight to the committee and report committee action to the board of directors. Committees, and the committee chairperson(s) may be long term (1 – 2 years or longer), or at the discretion of the board of directors, a short term to address a given

action, which upon completion of the action, the committee is dissolved. Committees may include: membership, fundraising, facilities, adult learning, by-law, social action, brotherhood, sisterhood, connections, interfaith, and technology.

The members of the board of directors each have one vote in matters in which a vote is necessary. In the case where two people share a role, the position only has one vote. See Section 4 (below) for details.

The board of directors may vary in size and membership; however, at no time should the total number of positions on the board of directors exceed 20 positions.

All director terms shall be for a period of two (2) years. Directors may be reelected to additional two year terms.

Section 2: The board of directors shall be responsible for the general management of the arrears, funds, records and property of the congregation. It shall act on all matters of policy and shall fill all vacancies on the board temporarily until the next congregational election, and perform such other duties as the members of the congregation from time to time prescribe.

Section 3: The board of directors shall meet at least quarterly and, in addition, shall meet at the call of the president. The president shall call a special meeting of the board of directors upon written request of a majority of its members, or upon written request of any member of the congregation having a grievance.

Section 4: Business shall be conducted by a majority vote of those present and voting at the meeting with a quorum in place. A quorum of the board of directors is defined as over one-half (1/2) of the board of directors' membership being present and voting. Each board position is entitled to one vote regardless of the number of people serving in that position. For purposes of determining whether a member of the board of directors is "present" at a board meeting, a board

of directors' member is deemed to be present if participating in the meeting in person or via virtual attendance. Board of directors votes may also be conducted by electronic communications as follows: The president or clerk shall send electronic communication setting forth a proposed motion and requesting the board of directors to vote on the proposed motion within five (5) days of transmission of the electronic mail. The president or clerk must take steps to ensure that each board member has received notice or has waived receipt of notice. If and only if a quorum of the board of directors has voted and of those voting, the majority votes in favor of the proposed action by the expiration of the five (5) day period, the motion shall be deemed to be approved. Otherwise, the motion is not approved. Any such action on the part of the board of directors by electronic communication will formally be recorded in the minutes of the next board meeting.

Section 5: The office of any director who is absent without due cause from three successive regular meetings may be declared vacant by the president. The director must have been given at least thirty (30) days prior written notice of the proposed vote and the grounds there for. Notice by electronic mail is written notice. Except as otherwise as provided in these by-laws, vacancies in any director position may be filled for the remainder of the term by appointment of such director by the board of directors.

Section 6: The board of directors shall be authorized to expend on any extra budgetary projects up to five thousand dollars (\$5,000.00) during any fiscal year of the congregation calendar (June 1-May 31). Any appropriation in excess of the aforesaid limitation shall require board approval up to ten thousand dollars (\$10,000.00). Any non-emergency expenditure of ten thousand dollars (\$10,000.00) or more must be approved by the congregation at an annual or special meeting. The vice-president of administration and finance shall report eleven months of actuals

plus a forecast for year end at the annual meeting. However, the board of directors shall be authorized to spend any amount actually received by gift in order to affect the purpose for which the gift was made, provided only that no further financial obligation is incurred by such expenditures; and such amounts so received shall not be spent for any other use until the gift purpose has been affected, unless the donor shall approve.

Section 7: The rabbi shall have the authority to engage a principal of the religious school, a director of education and any other functionaries as he/she may see fit, within the annual budget of the congregation subject to a determination of the necessity of such functionaries by a majority of the board of directors at a regular or special meeting called for that purpose.

Section 8: Subject to Article XIII, the vice-president of administration and finance shall have the responsibility for the management of all property of the congregation including the investment of funds, the latter, however, being limited to FDIC insured savings accounts and certificates of deposit, and obligations of the United States Government, unless otherwise approved by two-thirds (2/3) vote of the board of directors. Contributions or other types of income received in a form other than cash, such as stock, shall be sold with the proceeds invested in savings accounts and certificates of deposit.

Section 9: The board of directors shall have the power to perform such other acts not specifically excluded elsewhere in these by-laws which are necessary and proper for carrying into execution the foregoing powers or in the discharge of its duties and responsibilities.

Section 10: Any director (including any officer) may be removed by two-thirds (2/3) of the directors present and voting at a special board meeting or regular board meeting providing that a quorum is present. The director must have been given at least thirty (30) days prior written notice by certified mail of the proposed vote and the grounds therefore. Except as otherwise

provided in these by-laws, vacancies in any director position may be filled for the remainder of the term by election of such director by majority vote of the board of directors.

ARTICLE VI- RABBI

Section 1: This article is applicable to the hiring of a rabbi for the congregation and to the approval of any rabbi of the congregation, whether he/she is a new rabbi or a current rabbi.

Section 2: In the event of the resignation, contract expiration or termination, death or disability of the rabbi of the congregation, or in the event of a vacancy in the position of rabbi for any other reason, the president of the congregation shall call a special congregational meeting, the purpose of which will be to elect a pulpit committee consisting of five (5) members whose responsibility shall be to interview and recommend one or more candidates for rabbi. Each member of the congregation present and voting at such meeting shall have the right to vote for up to five (5) persons to be on the committee. Nominations may be made at any time up to the commencement of the voting process. All voting shall be done by secret ballot. The five (5) members who receive the most votes will become the committee, provided however that no more than three (3) members of the committee may be members of the board of directors at the time that they are appointed to the committee, and, as such, only the top three (3) vote-getting board of directors' members are eligible for election to the committee, notwithstanding that a board of directors' member may have received more votes than a non-board of directors' member. The president and clerk shall tally the votes and will announce the names of the successful candidates (without disclosing vote totals). In the event a vacancy arises on the committee, the candidate who received the next most votes will succeed to the vacancy and any other vacancies will be filled in a like manner.

Section 3: Following the CCAR guidelines for finding suitable candidates, the pulpit committee will make a recommendation of such candidate or candidates it finds suitable (if any) to the board of directors. The board of directors, after conducting such meetings with the candidate(s) as it believes are necessary, shall vote on such candidate(s), and if a two-thirds (2/3) majority of the board of directors, present and voting, are in favor of hiring a specific individual as rabbi, the president shall be authorized to prepare a contract between such rabbi and the congregation on such terms that are developed with regards to the congregation's current and upcoming budget and financial situation.

Section 4: The rabbi recommended by the board of directors is subject to approval by a majority of the members present and voting at an annual or special congregational meeting. Upon the selection of a new rabbi by majority vote at a congregational meeting and the execution of a contract between the new rabbi and the congregation, the pulpit committee is automatically dissolved.

Section 5: The relations between the rabbi and the congregation are governed by defined guidelines such as those adopted by the URJ Board of Trustees and the CCAR.

- a. The initial election of the rabbi should be for a minimum period of two years.
- b. The rabbi enjoys complete freedom of the pulpit.
- c. The conduct of services of worship and life cycle ceremonies shall be the primary responsibility of the rabbi.
- d. The rabbi works collaboratively with the ritual committee to plan ritual services and to recommend ritual procedures and policies to the board.
- e. The rabbi has the responsibility for the professional staff. The selection and engagement of professional staff members shall be upon the recommendation of the rabbi and the

appropriate congregational committee with board approval.

- f. At least six months prior to the completion of the rabbi's agreed period of service, the president and the board of directors shall ascertain the rabbi's and its own intentions as to the future of the relationship.

Section 6: Cantor/ Cantorial Soloist

- a. A cantor/cantorial soloist shall be approved by the board of directors and must be ratified by a majority vote of two-thirds (2/3) of the congregation provided a quorum is present for the purpose of deciding this issue. The congregation shall be afforded the opportunity to meet the candidate prior to voting.
- b. The meeting shall be established in accordance with the procedure set forth in Article VI Rabbi, Section 4.
- c. The cantor/cantorial soloist shall be supervised by and shall seek advice of the rabbi in the performance of his/her duties.
- d. At least four months, but not over six months prior to the completion of the cantor/cantorial soloist's agreed period of service, the rabbi shall ascertain the cantor/cantorial/ soloist's and its own intentions as to the future of the relationship.

ARTICLE VII- SEATS

Location of the seats in the place of worship shall be unassigned. It shall, however, be the duty of the board of directors, whenever it may be necessary on special occasions, to reserve a sufficient number of seats to accommodate the membership, it being understood that no specific assignments to individuals shall be made with said reservations. The board of directors will

comply with ADA guidelines.

ARTICLE VIII- COMMITTEES

Section 1: The following are standing committees:

1. Finance Committee
2. Membership Committee
3. Ritual Committee
4. School Committee

Section 2: The president may create such other committees as he/she may think advisable and delegate to them such powers and duties as he/she shall think appropriate, except enumerated powers specifically delegated to the board of directors or to officers may not be re-delegated to these committees.

ARTICLE IX - MEETINGS

Section 1: The annual meeting of the congregation shall be held on the third Tuesday in May of each year. At this meeting, reports shall be submitted by the president, vice -president of administration and finance, the nominating committee as well as other reports as determined by the board. The budget for the coming year as recommended by the board of directors shall be acted upon. Written notice of the meeting sent either by regular or electronic mail shall be sent to all members at least fifteen (15) days before the meeting.

Section 2: A special meeting of the congregation may be called by the president and shall be called by the president at the request of a majority of the board of directors. Five (5) or more member families may request a special meeting through written request and approval of the

majority of the board of directors. The call for a special meeting must set forth the purpose of the meeting, and written notice must be sent to all members at least five (5) days before the meeting. Notice by electronic mail is written notice. No other business may be transacted at a special meeting.

Section 3: Decisions at all meetings shall be by a majority vote of the members present, provided there is a quorum, and voting except as otherwise provided herein. A member may not vote by proxy.

Section 4: The quorum for the annual meeting in May and for special meetings shall be twenty eligible members in good standing, as defined in Article III, Section 6.

ARTICLE X - NOMINATIONS AND ANNUAL ELECTION

Section 1: A nominating committee shall be appointed by the president and approved by the board. Nominations of all officers and directors shall be made by a nominating committee, which shall consist of five (5) members in good standing of the congregation including at least two members who are not officers or members of the board of directors.

Section 2: Nominations by the nominating committee shall be reported to the board of directors and written notice of the nominations shall be reported to the congregation at least fifteen (15) days prior to the election at the annual meeting in May. Notice by electronic mail is written notice.

Section 3: Nomination for any elective office or position may be made by petition of five (5) members of the Congregation, the nominations to be filed with the clerk at least fifteen (15) days before the election. Nominations will not be accepted thereafter.

Section 4: Notice of nominations by petition must be reported by the clerk to all members of the

congregation, by either regular or electronic mail, at least five (5) days before the election.

Section 5: The annual election of the board of directors shall be held on the third Tuesday in May at the annual meeting or as near thereto as possible. Voting shall take place for the officer or board position that is expiring that year, or to elect successor officers or directors who have ceased to serve due to death, disability, resignation or removal. If there is more than one (1) nominee vying for any elective office, voting for the same shall be by secret ballot.

ARTICLE XI- FISCAL YEAR

The fiscal year shall end on May 31 of each year.

ARTICLE XII - AUXILIARY ASSOCIATIONS

Section 1: Auxiliary units of the congregation may be formed with the approval of the board of directors.

Section 2: Auxiliary units of the congregation shall follow policies as directed by the board of directors.

ARTICLE XIII - REAL ESTATE

Before any contract pertaining to real estate can be entered into, the board of directors shall ascertain all of the material facts and submit them to the congregation at a regular or special meeting called for that purpose. A two-thirds (2/3) vote of those members present and voting, provided that there is a quorum shall be required for authorization to enter into such contract.

ARTICLE XIV - RULES OF ORDER

Section 1: The rules of procedures at meetings shall be determined by Roberts Rules of Order, latest revised edition.

Section 2: The president may appoint a parliamentarian to advise him/her at meetings of the congregation and of the board of directors.

ARTICLE XV- INTERPRETING THE BY-LAWS

Section 1: The by-law committee shall consist of its chairperson, and at least two (2) additional members, not greater than five (5) members all of whom shall be recommended by the president and approved by the board. The term of all members of the by-law committee shall be for three (3) years.

Section 2: The authority for interpreting the by-laws or for ruling upon the validity of any act or proposed act shall be the by-law committee. Its decision shall be final and not subject to review.

Section 3: Any member of the board of directors may request a ruling by the by-law committee interpreting any provision of the by-laws or the validity of any act or proposed act. In like manner, any request for a ruling may be brought by petition in writing of five (5) members of the congregation. The committee will be available as needed and it shall be the duty of the committee to respond promptly to all such requests for rulings.

Section 4: The chairperson or any member of the by-law committee may be removed from office for reasons of cause by vote of two-thirds (2/3) of the board of directors.

ARTICLE XVI - AMENDMENTS

Amendments to the by-laws shall be proposed by the board of directors, or by petition of at least ten (10 %) percent of the voting members of the congregation filed with the clerk and to be acted upon at any regular meeting of the congregation, or by petition by the board of directors or of at least twenty (20%) percent of the voting members of the congregation to be acted upon at a special meeting called for that purpose. Copies of the proposed amendment shall be sent to each member along with the notice of the meeting, either by regular or electronic mail, at least fifteen (15) days prior thereto. An affirmative vote of two-thirds (2/3) of the members present and voting, provided there is a quorum, shall be necessary to adopt any amendment or modification thereof.

ARTICLE XVII- INDEMNIFICATION

Section 1: Indemnification: The congregation shall, to the extent legally permissible, indemnify each person who is a paid employee, independent contractor, serves as one of its members, directors or officers, or who serves at its request as a member, director or officer of another organization (each an “Indemnified Person”) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Indemnified Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Indemnified Person may be involved or with which such Indemnified Person may be threatened, while in office or thereafter, by reason of being or having been such a member, director or officer, except with respect to any matter as to which such Indemnified Person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the congregation. Any members, directors or officers who

at the request of the congregation serve another organization in one or more of the above indicated capacities and who shall have acted in good faith in the reasonable belief that his or her action was in the best interests of such other organization shall be deemed to have acted in such manner with respect to the congregation. As used in this Article XVII, the term “Indemnified Person” includes such Person’s respective heirs, executors and administrators, and an “interested” member, director or officer is one against whom in such capacity the proceeding in question, or another proceeding on the same or similar grounds, is then pending.

Section 2: Settlement: Notwithstanding the foregoing, the congregation shall provide no indemnification with respect to any matter settled or compromised by the Indemnified Person, pursuant to a consent decree or otherwise, unless the board of directors shall be furnished with an opinion of counsel for the congregation to the effect that such settlement or compromise is in the best interest of the congregation and that such Indemnified Person appears to have acted in good faith in the reasonable belief that his action was in the best interests of the congregation, and that a majority of disinterested directors then adopt a resolution approving such settlement or compromise.

Section 3: Advancement of Expenses: To the extent authorized by the board of directors or the members, the congregation may reimburse an Indemnified Person for expenses incurred in defending a criminal or civil action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of a written undertaking by the person to repay such reimbursement if he or she shall be determined not to be entitled to indemnification under the provisions of this article. Such an undertaking may be accepted regardless of the financial ability of the person to make repayment.

Section 4: Other Indemnification and Insurance: The foregoing right of indemnification shall not

be exclusive of or affect any other rights to which any Indemnified Person may be entitled under any law, agreement or otherwise. The congregation's obligation to provide indemnification under this article shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage under a policy purchased and maintained by the congregation or any other person.

ARTICLE XVIII - DISSOLUTION OR MERGER

In the event of the dissolution or merger of the congregation, no officer, director, clergy member, professional staff member, director, employee, agent, or representative of the congregation shall be entitled to any distribution or division of its remaining property, assets or proceeds. The sole exception being that if a member donated an item that they be given the right of first refusal to purchase that item at fair market value. The balance of all money and other assets or property owned, held, or received by the congregation from any source, after the payment of all debts and obligations of the congregation, shall be used exclusively for exempt purposes within the intention and purpose of the Internal Revenue Code as it now exists or maybe amended from time to time, or it shall be distributed to an organization or organizations exempt under said section of the Internal Revenue Code. Moreover, any such use or distribution of the money or property of the congregation shall, to the extent possible, be in accord with the congregation's purpose as set forth above, and, to the extent possible, shall promote similar or related purposes.