

CONGREGATION CHAVERIM CONSTITUTION AND BYLAWS

I. PROLOGUE

All previous Bylaws shall be superseded pursuant to the enactment of the following amended Bylaws.

II. NAME

The name of the Congregation shall be "Congregation Chaverim."

III. PURPOSE

The Congregation shall be a religious organization dedicated to the following aims and philosophy:

- A. To create an identification with Judaism through the participation of the total family in a series of shared religious and educational experiences both within the Congregation and the Jewish community.
- B. To foster family involvement through the identification of the Congregation as a large family.
- C. To encourage each member to be personally involved in the development of some aspect of congregational life.
- D. To foster a creative and innovative religious atmosphere while preserving Jewish tradition and ethics.
- E. To provide each family with the opportunity to have an equal participatory role in determining the direction and goals of the Congregation.

IV. MEMBERSHIP

- A. Any individual eighteen years of age or over who is of the Jewish faith and is dedicated to the Principles stated in Section III, and any family whose members are of the Jewish faith and are dedicated to the Principles stated in Section III, and any individual or family wishing to associate with the Jewish faith and to be dedicated to these Principles, shall be eligible for membership upon approval of the Board.
- B. The Unit of Membership of this congregation shall be:

1. The family, consisting of two adults, and all unmarried children under the age of 25 years;
 2. A person acting as the head of household, and all unmarried children under the age of 25 years;
 3. Any individual 18 years of age or over who is not part of a member family.
- C. All members shall be expected to participate actively in the programs of the Congregation. Members should annually attend at least one out of two Congregation meetings and be willing to participate in Congregational activities.
- D. Each membership unit shall have one (1) vote at each general meeting if present, provided that the family or individual member is current with respect to all financial obligations to the Congregation. A husband and wife who participate through a family membership may each cast one-half (1/2) vote.
- E. Membership dues and/or assessments shall be as established by the Congregation, acting at the Congregation meeting, upon the recommendation of the Board or upon the Congregation's own motion. A vote of two-thirds (2/3) of those present and voting shall be required to approve an action regarding dues and assessments. No action shall be taken on dues or assessments unless the matter has been included in the written agenda distributed to the Congregation prior to the Congregation meeting.
- F. A member who has not paid dues of one year may be suspended or expelled from membership by a majority vote of the Board after thirty (30) days written notice. All rights and privileges of a member shall cease upon suspension or expulsion.
- G. A suspended or expelled member may be reinstated by the Board upon compliance with all conditions for reinstatement imposed by the Board.
- H. No member shall be relieved of any financial obligations to the Congregation by resignation from membership.

V MEETINGS

- A. The Congregation shall hold at least two general meetings annually. These meetings shall be held in the Fall, and Spring on a date determined by the Board.
- B. Policies of the Congregation shall be established at the Congregation's general meetings. An agenda for each meeting shall be established by the Board and, in addition, each meeting shall be open for the discussion of any topic introduced by any member present. Votes on agenda topics may be taken at any General Congregation meeting.
- C. A quorum at each Congregation meeting shall consist of ten percent (10%) of the total membership units, including both individuals and families. A majority of those present and voting shall prevail at all meetings except as otherwise provided by these Bylaws.
- D. Each year at the general meeting held in the Fall/Winter, new Board members shall be elected. The then current Board President or Presidents shall preside at each Congregation general meeting. At the Spring general meeting, the Congregation shall consider and take action on the budget for the next fiscal year upon the recommendation of the Treasurer and Budget and Finance Committee.
- E. Special meetings of the Congregation may be called at any time by the Board on its own initiative or upon the request of ten percent (10%) of the active membership. Notice shall be made to members at least ten (10) days before such meeting and no business shall be transacted except that specified in the call.
- F. All members shall be welcomed at and encouraged to attend all meetings of the Board and such other committees as are established. They may participate in all discussions even though only designated committee members may vote.
- G. All members shall be notified of the time, place, and agenda of all general and Special Congregation business meetings. The notice of each general Congregation meeting shall be written and circulated by mail or email at least seven (7) days in advance of the meeting. Notice of Board and other committee meetings shall be provided as far in advance of the meeting as possible.

- H. Participation in Congregation business meetings shall be limited to members in good standing, both individual and family. Board members shall keep their dues current based on their payment plan

VI. BOARD OF DIRECTORS

- A. The affairs of the Congregation shall be managed by a Board of no less than nine (9) and no more than fifteen (15) elected membership units composed of adult representatives as defined in §IV-B.
- B. The members of the Board shall be elected annually for staggered two (2) year terms. At least one member of the membership unit of the Board members shall be of the Jewish faith. No person may serve more than two (2) consecutive terms as a member of the Board. Within a month after the election there shall be a joint meeting of the old Board and the new Board. The new Board shall take office at the close of that meeting, whereupon there shall be an organizational meeting of the new Board to select officers.
- C. The Board members shall select the officers of the Congregation, which shall include a President or Co-Presidents, Vice President, Secretary, and a Treasurer. Each officer position may be held by an individual or jointly by the adult representatives of a unit of membership. The President(s) shall be selected from among the members of the Board. The other officers may be appointed by the Board. If an officer appointed by the Board is not a Board member at the time of the appointment, he or she shall be deemed a Board member ex-officio. The President and Vice-President shall be of the Jewish faith.
- D. Officers shall serve a two (2) year term and may be re-elected to a second two (2) year term, but may not serve more than two (2) consecutive terms in the same office.
- E. The President, or, in the President's absence, such other officer as may be designated by the Board, shall preside at all meetings of the Board and the Congregation.
- F. The immediate Past President shall be an ex-officio member of the Board and retain voting privileges. If there is more than one immediate Past President, each shall have a full vote. The Rabbi shall be a non-voting, ex-officio member of the Board.
- G. A majority of the Board shall constitute a quorum and a majority of those present and voting shall prevail, except as otherwise specifically provided herein.

- H. The Board shall govern the affairs of the Congregation, control its revenue and property, and take such action as shall, in its judgment, best promote the welfare thereof, exercising all of the powers now or hereafter granted to the Board by the laws of the State of Arizona, including, but not limited to, the powers to:
1. Select such employees as may be necessary and fix their duties and compensation except as otherwise provided by these Bylaws.
 2. Authorize the expenditure of not more than Five Thousand (\$5,000) Dollars in excess of any budget approved by the Congregation, unless two thirds (2/3) of a quorum of the Board declares that an emergency or unanticipated need exists, in which event the Board is authorized to spend such sums of money as are required to meet said emergency or unanticipated need.
 3. Fill vacancies on the Board arising other than by expiration of term.
 4. Any of the above actions of the Board shall be reported at the next Congregation meeting.
- I. The Board shall meet at least once every month. Notices of regular meetings shall be given to each Board member five (5) days before the meeting. Notice of special meetings shall be made to each Board member at least forty-eight (48) hours before the special meeting shall be held. Any Board member absent from three consecutive meetings without a valid excuse shall be deemed to have resigned, provided that he or she has been reminded by the President after having been absent for two meetings.
- J. Nominations for election to the Board shall be made by a Nominating Committee of not less than three (3) individuals from different families, selected annually by the incumbent Board. The slate of nominees shall be distributed to all members of the Congregation at least fourteen (14) days prior to the Congregational meeting at which the election will be held. No more than two (2) members of the Board may serve as members of the Nominating Committee. The Nominating Committee shall nominate a number of candidates no greater than the total number of positions to be filled. Members may also make nominations at the Congregation meeting.
- K. Within ten (10) days after the Nominating Committee slate has been distributed, other Congregation members having nominations shall notify the Nominating Committee Chairperson of these nominations and shall provide the

Nominating Committee Chairperson with written assurance from the proposed nominee that he or she will accept the nomination. These additional nominations will be presented at the general meeting, along with the nominations of the Nominating Committee. Voting shall be by closed ballot and cumulative voting shall be prohibited. Those persons polling the highest number of votes shall be declared elected up to the number of offices to be filled.

VII. DUTIES OF OFFICERS

- A. The President shall preside at all meetings of the Congregation and the Board and shall perform the duties of the presiding officer of a parliamentary body and the executive officer of a corporation.
- B. It shall be the President's duty also to:
 - 1. Appoint, at the first meeting of the Board after the installation of officers, the chairpeople of all standing committees, on each of which he or she is to be an ex-officio member.
 - 2. Appoint the chairpeople of all committees established by the Board or the membership not later than the time of the next Congregation meeting.
 - 3. Call special meetings of the Board or of the Congregation whenever he or she deems it necessary or upon receipt of a request signed by three (3) members of the Board of Directors or twenty-five percent (25%) of the members of the Congregation.
 - 4. Make a report to the Congregation at its Spring meeting of the status of the affairs of the Congregation.
- C. The Vice President shall assume duties of the President in the President's absence.
- D. It shall be the duty of the Secretary to:
 - 1. Attend all meetings, read the minutes, reports, and communications, and keep a correct record of the proceedings;
 - 3. Issue notices of all meetings of the Congregation, Board, and Committees, conduct the correspondence, and keep a copy of same;
 - 4. Perform such duties as the office demands;

5. Keep a current version of the Bylaws, including all amendments thereto.
- E. If a Secretary has not been elected by the Board, it shall be the responsibility of the Board to assure that the above duties are performed.
- F. The duties of the Treasurer shall be to:
1. Collect dues and receive all money belonging to the Congregation, and give receipts therefore, when necessary, and all money so received shall be deposited in the name of the Congregation, in such bank or banks as the Board may direct;
 2. Pay all orders approved by the Board drawn upon the funds in his hands and signed by the President;
 3. Make monthly reports to the Board of the condition of the treasury.
 4. Attend meetings of the Finance Committee, of which he or she shall be an ex-officio member, and have the books and accounts ready for settlement at the expiration of his or her term.
 5. At the expiration of the term, deliver to his or her successor, when duly qualified, all money and other properties of the Congregation in his or her custody, and all books and papers pertaining to the office, which may be in his or her possession.

VIII COMMITTEES

- A. There shall be the following standing committees: Membership and Retention, Newsletter, Budget and Finance, Social Action, Education, Ritual, Bar/Bat Mitzvah, and Festivals.
- B. Other Committees shall be established by the Board or by the membership at a general meeting to enable the Congregation to carry out its religious, educational, social action, and social programs. Authorization for such Committees shall terminate at the time of election for the new Board.
- C. Any Congregation member may serve as a member of one or more Committees. In addition to these voluntary members, Committee members may be appointed by the Board or by the President, or by the Committee, or by the Committee Chairperson, as the need arises.

- D. Appointments to all Committees shall terminate each year with the election of the new Board, or shall continue until such time as their successors are appointed, unless it is initially determined the position is to be held for two (2) years.
- E. Each Committee shall meet as needed and shall report to the Board as needed and to the Congregation at each Congregation general meeting as needed.
- F. The duties of the standing Committees shall be as follows:
 - 1. The Membership and Retention Committee shall be responsible for implementing the membership policies of the Congregation and be responsible for helping new members become integrated into the Congregation.
 - 2. The Newsletter Committee shall be responsible for the publication and distribution of the Congregation Newsletter.
 - 3. The Budget and Finance Committee shall set up a budget for the fiscal year, evaluate dues structure and other financial aspects of the congregation, make recommendations regarding financial matters to the Board and Congregation, and implement the policies of the Congregation with respect to the payment of dues.
- G. The duties of all other Committees not specifically referred to herein shall be as determined by the Board.

IX. DUES

- A. Membership dues and special assessments shall be established in accordance with §IV-E.
- B. The Board shall have the authority to reduce or waive membership dues or assessments in special situations. This authority may be delegated to the Budget and Finance Committees.
- C. Financial obligations shall be paid during the year in which they are due, according to schedules established by the Board. It shall be the duty of the Treasurer to identify those members who are not in good standing and to notify them of this fact.
- D. The fiscal year of the Congregation shall be July 1 to June 30.

X. RABBI

- A. All decisions regarding the employment and selection of a Rabbi shall be made by the Congregation upon the recommendation of the Board presented at the Congregation general meeting.
- B. The duties and compensation of the Rabbi shall be established by the Board. In determining the duties of the Rabbi, the Board shall solicit the advice and counsel of the Congregation.
- C. All decisions regarding the employment, selection and duties of other staff members shall be made by the Board. The Board shall solicit the advice and counsel of the Congregation.

XI. ADOPTION OF AMENDMENTS

- A. Any proposed amendment to these Bylaws shall be submitted in writing to the President. A proposed amendment shall be reviewed by the Board at the next regularly scheduled Board meeting coming no less than 15 days after receipt of the amendments. Proposed amendments shall be distributed to the members of the Board in advance of the Board meeting at which the amendment is to be considered. If a majority of a quorum of the Board approved a proposed amendment to these Bylaws, it shall be submitted to the Congregation for action.
- B. Upon petition signed by at least ten percent (10%) of the members in good standing of the Congregation, the Board shall submit any proposed amendment to this Constitution at the next regular meeting of the Congregation.
- C. A copy of all proposed amendments to this Constitution shall be mailed or emailed to each member at least ten (10) days before the date of any meeting of the Congregation at which such amendment shall be considered. An affirmative vote of at least two-thirds (2/3) of the members present at a Congregation meeting is required to adopt an amendment to these Bylaws. A quorum must be present.

XII. RULES

- A. Unless otherwise stated in these Bylaws, Roberts' Rules of Order shall be followed.

Adopted and amended at the Congregation Meeting on December 14, 2008