

Proposed for Adoption March 10, 2014

**BYLAWS
OF
CONGREGATION B'NAI AMOONA**

Mission

Congregation B'nai Amoona's mission is to inspire Jews to connect with their Judaism.

Vision

Congregation B'nai Amoona strives to connect Jews with Judaism. Just as time cannot stand still, neither can we. Our goal is to enhance and enrich what already exists by creating a vibrant and progressive Conservative Jewish atmosphere that focuses on prayer, spirituality, learning, inspiration, inclusion, celebration, warmth, friendliness, comfort, engagement with Israel, support and relevance.

To achieve our objectives Congregation B'nai Amoona seeks professional and lay leaders who exemplify the values Conservative Judaism teaches, and who strive to incorporate these objectives into their lives.

**Article I
Name**

The official name of the Congregation is CONGREGATION B'NAI AMOONA; but it may be designated as B'NAI AMOONA CONGREGATION.

**Article II
Purpose**

The purpose of Congregation B'nai Amoona (hereafter referred to as "Congregation") shall be to foster and perpetuate Judaism and to that objective it shall maintain a Synagogue, Religious School and Cemetery and such other activities as the Board of Trustees shall from time to time determine.

Article III
Membership

Section 1. Any person of the Jewish Faith, shall be eligible for membership in the Congregation.

Section 2. A person seeking membership shall provide relevant background information and shall meet with the Senior Rabbi or his or her designee. Upon confirmation of eligibility for membership, and upon payment of the annual membership dues, such persons shall become members entitled to all rights and privileges of membership. In the event a member or a person eligible for membership requests a dues payment plan and/or a modification in dues, a review shall be made of the request by at least two of the following: the Executive Director, President, Treasurer, or one other person so designated by the Board of Trustees. All such requests and reviews shall be kept strictly confidential. Further, all such reviews shall be conducted, to the greatest extent possible, with the identity of the requestor kept anonymous. Upon the person's acceptance of the decision of his/her request and payment of the dues as determined and upon such other applicable fees and charges, said person shall be entitled to all rights and privileges of membership. The Board of Trustees may from time to time delegate to the Executive Director the authority under specified conditions to adjust the dues and payment thereof.

Section 3. The Board of Trustees may create additional associate membership categories, with appropriate dues structure and privileges. Such categories may be, but are not limited to the following: honorary members, non-Jewish spouses of members, people living in other cities, those

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having a membership at another synagogue, or those in the process of becoming Jewish. Such designations are subject to the review and approval of the Senior Rabbi, as Mara D'Atra, to ensure conformance with Halacha.

Article IV
Rights and Privileges of Members in Good Standing

Section 1. Members in good standing are those whose membership dues, fees and charges are fully paid in advance or in accordance with any agreed to modifications and/or payment plans. Members in good standing have the following rights and privileges:

- a) To receive notice of, attend, participate in, and vote at the annual or special meetings of the Congregation.
- b) To have their children attend schools and programs as offered by the Congregation, subject to such rules, regulations and fees as may be adopted by the Board of Trustees or by the School Board as authorized by the Board of Trustees.
- c) To have their children celebrate their Bar Mitzvah or Bat Mitzvah, subject to such rules, regulations and fees as may be adopted by the Board of Trustees or by the Senior Rabbi as authorized by the Board of Trustees.
- d) To celebrate a Bar or Bat Mitzvah, to study with Klei Kodesh and/or able congregants to prepare to become a Bar Mitzvah or Bat Mitzvah, subject, to such rules regulations as may be adopted by the Board of Trustees or by the Senior Rabbi and fees as authorized by of the Board of Trustees.
- e) To be married or have a son or daughter married in the Synagogue by a member of the Klei Kodesh with approval of the Senior Rabbi of the Congregation, subject to such rules and regulations and fees as may be adopted by the Board of Trustees or by a Committee as authorized by of the Board of Trustees.
- f) To receive two seats for The High Holy Days for family memberships and one seat

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for a single membership, subject to such rules and regulations as may be authorized by the Board of Trustees.

- g) To have funeral services in the Synagogue, conducted by the Congregation's Klei Kodesh, subject to such rules, regulations and fees as may be adopted by the Board of Trustees or by a Committee as authorized by of the Board of Trustees.

Section 2. In the case of married or partnered members, a family membership in the Congregation shall be for both spouses/partners, if they so desire and if both are otherwise eligible for membership. If in good standing, each spouse or partner shall be entitled to a separate vote at all meetings of the Congregation.

Section 3. A member who is not in good standing shall not be entitled to any rights and privileges of membership.

Section 4. Upon becoming a member, a current valid e-mail address will be requested from each member and a revocable request for consent to receipt of e-mail notifications -- or other form of electronic notification -- from the Congregation will be made. If such consent is given, it will be placed in the Congregation records and official Congregation notices may be sent to such members via e-mail. If consent is not obtained, notices will be sent via U.S. mail to the address on record. Members are responsible to inform the Congregation office in a timely manner of any changes of e-mail and/or mailing address.

Article V **Dues and Charges**

Section 1. The amount of the annual membership dues and all other fees and charges

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assessed by the Congregation shall be established by the Board of Trustees.

Section 2. Any member who is delinquent in the payment of the dues or other fees and charges for ninety (90) days or more shall no longer be considered a member in good standing. All members who are delinquent in payment of dues, fees and charges shall be notified thereof at least one month prior to the High Holy Days. Such notification shall state the amount of indebtedness. Members not reinstated prior to the High Holy Days will not be entitled to High Holy Day tickets or membership privileges.

Section 3. If a member resigns, he or she continues to be liable for all dues, fees and charges owed to the Congregation prior to such resignation.

Article VI **Composition of the Board of Trustees**

Section 1. There shall be up to thirty (30) members elected as the Board of Trustees [the "Elected Members"] each for a term of three (3) years. Elections for new members of the Board of Trustees shall be held at each annual meeting of the Congregation. Elected Members shall serve their term commencing on the date officers are installed, which is to occur approximately three months after election of the officers, and shall end upon the installation of their successors. No person shall be re-elected to the Board of Trustees at the annual meeting on which his or her term expires.

Section 2. No member of the Congregation shall be qualified for election to the Board of Trustees unless such person has been a member in good standing for at least one (1) year

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immediately prior to such election.

Section 3. Prior to the expiration of the term, an Elected Member may be removed from the Board of Trustees. Grounds for removal include, but are not limited to:

- a) failure to continue to be a member in good standing of the Congregation,
- b) failure without good cause to serve on at least one (1) committee, and
- c) absence from three (3) consecutive meetings without good cause.

Proposals to remove an Elected Member are subject to a vote of the Board of Trustees. The Elected Member must be notified, thirty (30) days in advance of the vote, of the proposal to remove him or her from the Board of Trustees. An Elected Member shall be removed from the Board of Trustees if at least two-thirds (2/3) of the Board members present vote in support of the removal proposal.

Section 4. Any vacancy on the Board of Trustees of an Elected Member caused by resignation, death or removal may be filled by act of the Executive Committee and the member so appointed shall serve until the next annual meeting of the Congregation, at which time he or she may stand for election for the remainder of the unexpired term. Any person who fills an unexpired term may be elected to a full three year term at the annual meeting which coincides with the expiration of the unexpired term.

Section 5. In addition to the members elected to the Board of Trustees in the manner set forth above, the following persons shall also serve as full voting members of the Board of Trustees: all the officers of the Congregation, Past Presidents of the Congregation and, if not otherwise

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elected as members of the Board of Trustees, the Presidents of the Men's Club and Sisterhood.

Section 6. Each member of the Board of Trustees, whether elected or not, shall attend one Minyan per month not including Shabbat morning and shall strive to attend one Minyan per week and Shabbat morning services.

Section 7. The regular meeting of the Board of Trustees shall generally be on the first Monday of a month with a minimum of six (6) meetings each year with at least one occurring in each calendar quarter and at such other times as the President may determine. Special meetings may be called by the President or upon written request of twenty percent (20%) of the officers and Elected Members of the Board of Trustees combined. Notice of all special meetings of the Board of Trustees shall be communicated at least three (3) days in advance of said meeting.

Section 8. Forty Percent (40%) of the officers and Elected Members of the Board of Trustees, combined, shall constitute a quorum. For purposes of determining whether a quorum is present, Honorary Trustees and Past Presidents shall not be included. The Secretary or a designee chosen by the presiding officer shall determine whether a quorum is attained at all meetings of the Board of Trustees and shall inform those in attendance if there is not a quorum.

Article VII

Powers and Duties of the Board of Trustees

Section 1. The control, direction and management of the Congregation and all its affairs, funds and property, both real and personal, shall be vested in the Board of Trustees.

Section 2. The Board of Trustees shall have the duty, responsibility, power and authority

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to take all measures, actions and proceedings necessary for the operation, support, maintenance and welfare of the Congregation. The Board may from time to time delegate such power and authority. The Board's power and authority includes, but is not limited to the following:

- a) Raising all necessary revenues.
- b) Making all appropriations and directing the expenditure thereof.
- c) Recommending to the general membership the borrowing of money and giving security therefor, including mortgages.
- d) Recommending to the general membership the purchase and sale of real estate.
- e) Leasing real estate owned by the Congregation.
- f) Maintaining, directing, and providing for the supervision and administration of a religious school.
- g) Maintaining cemetery land or lands, and selling interment rights therein.
- h) Supervising the activities of all auxiliary or affiliated groups.
- i) Designating the officer or officers of the Congregation or others who, in addition to the President on behalf of the Congregation, may execute and deliver documents, including but not limited to checks, evidences of indebtedness and conveyances.
- j) Ratifying, modifying, changing, amending or revoking any rule or regulation, fee or charge established by any committee or the Executive Director, Klei Kodesh, or any other Executive Personnel, with the exception of Halacha or other aspects of ritual determined by the Senior Rabbi. As used throughout these Bylaws, Executive Personnel is defined as anyone with a contract or letter of agreement signed by a President of the Congregation.
- k) Exercising responsibility for the full disclosure and transparency of all financial assets, including checking accounts, savings accounts, endowment funds, and any other working capital under the supervision of the Investment Oversight Committee.

Article VIII
Indemnification

Section 1. In addition to all those who are considered “Directors” of the Congregation under the definitions and provisions of the "Missouri Nonprofit Corporation Act," Revised Statutes of Missouri § 355.461 *et. seq.*, all current and past members of the Board of Trustees, Officers, and Members of the Executive Committee shall also be considered “Directors” under said statute. Furthermore, all terms used in this Article and which are defined in said statute shall have the meanings attributed to them in said statute.

Section 2. Notwithstanding the provisions of Revised Statutes of Missouri, § 537.117, the Congregation shall purchase and maintain reasonable and adequate insurance on behalf of any person who is or was an officer, trustee, and/or executive committee member of the Congregation against any liability asserted against such person and incurred by such person in any such capacity and/or arising out of his or her status as such. The Board of Trustees shall determine the scope and amount of such insurance coverage annually, or as often as it deems necessary, to ensure that sufficient insurance coverage is maintained.

Notwithstanding the provisions of Revised Statutes of Missouri, § 537.118, the Congregation may purchase and maintain reasonable and adequate insurance on behalf of any person who is or was a volunteer of or for the Congregation against any liability asserted against such person and incurred by such person in that capacity and/or arising out of his or her status as such.

Section 3. Mandatory Indemnification. To the extent that a current or past officer, trustee, executive committee member, and/or director of the Congregation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding, to which the officer, trustee, executive committee member, and/or director was a party because he or she was an officer, trustee, executive committee member, and/or director of the Congregation, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection therewith. In the event that the Insurance described in Section 2 of this Article does not fully indemnify the person to be indemnified under this Section, such indemnification shall be made by the Congregation.

Section 4. Permissive Indemnification. To the extent that the Missouri Statute(s) and/or insurance coverage described in Section 2 of this Article are not applicable and/or are not sufficient to cover a matter described in this Section, the Congregation may nevertheless elect to defend and indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Congregation, by reason of the fact that he or she is or was an officer, trustee, executive committee member, volunteer, employee, agent, director, or otherwise providing a service to the Congregation, whether for remuneration or not, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she

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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 or 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 good faith and in a manner which he or 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, that the person had reasonable cause to believe that his or her conduct was unlawful.

Additionally, the Congregation may also defend and indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Congregation to procure a judgment in its favor by reason of the fact that such person is or was an officer, trustee, executive committee member, volunteer, employee, agent, director, or otherwise providing a service to the Congregation, whether for remuneration or not, against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Congregation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his or her duty to the Congregation, unless, and only to the extent that the court in which such action or suit was

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brought shall determine upon application that, despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 5. Any defense and indemnification under Section 4 of this Article, unless ordered by a court, shall be made by the Congregation only as authorized in the specific case, upon a determination that indemnification of the current or past officer, trustee, executive committee member, volunteer, employee, agent, director, and/or person is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 4 of this Article. Such determination shall be made: (i) by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding; (ii) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion; or (iii) by the Voting Members of the Congregation entitled to vote, if any.

Section 6. To the extent not otherwise covered by insurance, expenses incurred in defending a civil or criminal action, suit or proceeding described in this Article may be paid by the Congregation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Trustees in the specific case, upon receipt of a written indication that said officer, trustee and/or person shall endeavor to repay such amount, unless it shall ultimately be determined that he or she is required to be indemnified by the Congregation as otherwise described in this Article. However, nothing contained herein shall prevent the Board of Trustees

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from waiving the “endeavor to repay” requirement.

Section 7. If the Congregation has paid indemnity or has advanced expenses under this Article to an officer or trustee, the Congregation shall report the indemnification or advance in writing to the members of the Congregation entitled to vote with or before the notice of the next meeting of such members.

Section 8. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law, rule, insurance coverage, agreement, vote of disinterested trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer or trustee, and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such a person.

Section 9. To the greatest extent permitted by applicable law, this Article VIII shall extend and apply to the officers, trustees, board members, directors, and volunteers of the Congregation’s auxiliary organizations including, but not limited to, the Men’s Club and Sisterhood.

Article IX

Officers

Section 1. The officers of the Congregation shall consist of a President, no more than six (6) Vice-Presidents, the number of which is determined by the Board of Trustees, a Secretary, a Treasurer and such other officers as the Board of Trustees shall determine. Immediately upon election those individuals elected shall assume the positions of President-Elect, Vice-President-

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Elect, Secretary-Elect and Treasurer-Elect. The officers-elect shall serve as non-voting members of the Executive Committee and shall perform such further duties as may be designated by the President.

Each officer-elect shall assume the position to which he or she was elected upon formal installation as an officer of the Congregation, or alternatively immediately upon the resignation of the outgoing office-holder, whichever event occurs first. The installation shall be held in June of each year. No person shall be elected to the same office for more than three consecutive one year terms; provided that for this purpose the period during which a person serves in an office to fill a vacancy in such office caused by death, resignation or removal, shall not be counted as a term.

Section 2. The duties of the President shall be:

- a) To preside at all meetings of the Congregation and Board of Trustees.
- b) To appoint Chairpersons of all Standing Committees, except for the Personnel, Nominating, and Financial Oversight Committees and to appoint the Chairpersons of all Special Committees, unless otherwise provided in the resolution creating any such committee.
- c) To sign official documents on behalf of the Congregation.
- d) To administer the Bylaws of the Congregation and any resolutions duly adopted or policies determined by the Congregation or by the Board of Trustees.
- e) To serve as a member of all committees, without the right to vote.
- f) To call special meetings of the Congregation and the Board of Trustees at the President's discretion or whenever so requested pursuant to these Bylaws.
- g) To make a report to the Congregation at its annual meeting upon the

state of affairs of the Congregation.

- h) To report at least once annually to the Board of Trustees, the content of which shall include a strategic vision and priorities for the Congregation for the next fiscal year, and on the metrics of the prior fiscal year(s).
- i) To meet regularly with the Senior Rabbi and the Executive Director of the Congregation.
- j) To fill the vacancy of the term of a chairperson or a member of the Executive Personnel of the Congregation except for the Senior Rabbi and Cantor, created by death, resignation or removal.
- k) To perform such other duties and have such powers as are incident to the office, and as may be prescribed by the Board of Trustees.

Section 3. The Vice-Presidents shall perform such duties as the Board of Trustees or the President shall prescribe, and one of whom, so designated by the President, shall preside at meetings in the absence of the President.

Section 4. The Secretary shall be responsible for keeping records of all proceedings transpiring at meetings of the Congregation and Board of Trustees and giving notice of all meetings of the Congregation and the Board of Trustees, and shall perform such other duties as may be prescribed by the Board of Trustees or the President.

Section 5. The duties of the Treasurer shall be:

- a) To examine all financial books, records and accounts of the Congregation.
- b) To supervise receipt of all funds of the Congregation and their deposit in such bank or banks as may be designated by the Board of Trustees.
- c) To supervise maintenance of correct account of all receipts and disbursements of the Congregation and report thereon to the Board of Trustees.

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- d) To present to the Board of Trustees as requested and to the annual and other meetings of the Congregation as requested, a full report of receipts, disbursements and the financial condition of the Congregation.
- e) To supervise the safekeeping of all securities belonging to the Congregation
- f) To serve as chairperson of the Financial Oversight Committee with full right to vote.
- g) The Treasurer shall also perform such other duties as may be prescribed by the Board of Trustees or the President.

Section 6. The Elected Officers of the Congregation shall have the ultimate authority to hire and discharge Executive Personnel, except for the Rabbi(s) and Cantor(s).

Article X
Nomination and Election of Officers and Trustees

Section 1. The President shall, at least three months prior to the annual meeting of the Congregation, appoint a Nominating Committee of eight members of the Congregation, plus the Chairperson, each of whom shall be a member in good standing and shall have been such for at least two consecutive years prior to their appointment. The Nominating Committee shall select candidates for each of the offices of the Congregation and the members of the Board of Trustees. Members of the committee cannot participate in the deliberations for any position for which they are being considered. The immediate past-chairperson of the Personnel Committee shall serve as Chairperson of the Nominating Committee and the President shall designate one of the members of the Nominating Committee to be Vice-Chairperson.

Section 2. A member of the Nominating Committee shall explain the role and

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obligations of a trustee or officer to all prospective trustees and officers, including their participation on one or more committees.

Section 3. The list of nominees for officers and members of the Board of Trustees of the Congregation shall be read at the regular February meeting of the Board of Trustees. Within ten (10) days after such meeting of the Board of Trustees, notification of the nominations shall be sent to all members in good standing. Such notice shall call attention to the provisions of the following Section 4 of this Article (VIII).

Section 4. It shall be the privilege of any member in good standing to nominate any qualified member of the Congregation for any one or more of the offices, or one or more members of the Board of Trustees to be elected, provided such nomination (a) has been signed by at least five members in good standing, and (b) has been delivered to the Secretary or Executive Director not less than ten (10) days prior to the date of the election. The Secretary shall within three (3) days after receipt thereof, send a notice of all such nominations to the members in good standing.

Section 5. The qualification for election as an officer of the Congregation shall be membership in good standing at the time of election and for at least four (4) years immediately prior to the election, and either membership on the Board of Trustees for at least one (1) term or having served for at least two years as an officer of Men's Club or Sisterhood as of the date of the annual meeting at which the election occurs.

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Section 6. All elections shall be held at the annual meeting of the Congregation by plurality of the votes of members in good standing cast either openly or secretly at the discretion of the Chairperson of the annual meeting. However, all votes shall be by secret ballot whenever there is more than one nomination for the same office, or in the event there are more nominations for Trustees than positions to be filled.

Section 7. In the event of the death, disability or resignation of the President, the Board of Trustees, at either a regular or special meeting, shall elect one of the Vice Presidents to fill the unexpired term of the President. In the event of the death, disability or resignation of any officer of the Congregation other than the President, the Board of Trustees, at either a regular or special meeting, shall elect a successor to fill the unexpired term of such officer. A successor shall have the same qualifications for election as an officer of the Congregation as set forth in Section 5 of this Article VIII.

Section 8. Any member, or former member, of the Board of Trustees who has rendered conspicuous service to the Congregation may be elected as an honorary Trustee by the general membership of the Congregation and as such may attend meetings of the Board of Trustees, participate in the discussion and shall have the right to vote. Past Presidents may be elected an honorary President by the general membership of the Congregation and as such may attend meetings of the Board of Trustees, participate in the discussion, and shall have the right to vote. Past Presidents or honorary Trustees shall hold such office as long as they remain members in good standing.

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Article XI
Executive Committee

Section 1. The Executive Committee shall consist of the Officers of the Congregation, the presidents of the Men's Club and Sisterhood, and up to four members in good standing of the Congregation appointed by the President. Executive Committee members have voting rights on all matters considered by the Board of Trustees, with the exception of appointed members not also elected as Trustees.

Section 2. Except as otherwise provided in these Bylaws, the Executive Committee shall have such power and duties, including but not limited to, supervision of the management of the day-to-day business and affairs of the Congregation, of the Executive Personnel of the Congregation, the expenditure of budgeted funds, and the authorization of the temporary use of any portion of our facilities by non-congregants. The Executive Committee shall also have such other powers and authority as authorized by the Board of Trustees. Except in an emergency, the Executive Committee is limited to authorizing any expenditure or obligation in the amount of five thousand dollars (\$5,000.00) above budgeted amounts, unless specifically given increased authority by the Board of Trustees.

Section 3. The Executive Committee shall engage a certified public accountant or a firm of certified public accountants for the preparation of a professional review of the Congregation's financial records, and an assessment of its financial health on an annual basis.

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Section 4. The Executive Committee shall meet at the call of the President or his or her designee. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of any business. The President or presiding officer may invite non-Executive Committee members to take part in the deliberations of the committee meetings.

Section 5. The Executive Committee is empowered to make decisions regarding the maintenance and improvement of the parsonage, and the costs thereof.

Section 6. Any action taken by the Executive Committee shall be subject to revision, alteration, or repeal by the Board of Trustees, provided that the rights of third persons shall not be affected thereby.

Article XII

Personnel Committee

Section 1. The Personnel Committee shall consist of all of the Officers of the Congregation, all Past Presidents, and up to four members in good standing chosen by the President, at least two of whom are elected members of the Board of Trustees. The immediate Past President of the Congregation shall serve as Chairperson. The Personnel Committee meetings shall only include members of the committee, though the chairperson may invite others, as needed, to all or a portion of any meeting. All deliberations of the Personnel Committee are confidential and it shall be a breach of confidentiality for a member to reveal any of the deliberations of the Personnel Committee to anyone who is not a member of the

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Personnel Committee. Such breach of confidentiality by any member of the Personnel Committee may be cause for removal of such member from the Personnel Committee.

Section 2. The Personnel Committee actively directs activities and makes recommendations with regard to all hiring and retention decisions and related contractual matters of the Executive Personnel of the Congregation.

Section 3. The Personnel Committee shall:

- a) conduct searches and interviews leading to making a recommendation to engage a candidate for an Executive Personnel position, whenever such position is to be filled.
- b) consider suitable candidates and provide a report about such candidates to the Board of Trustees. The Personnel Committee shall have the right, on behalf of the Congregation, to invite any qualified rabbinical or cantorial candidate to conduct any part of religious services of the Congregation.
- c) recommend initiation of a contract, contract renewals, and or discharge and non-renewal of contracts for Executive Personnel.
- d) designate up to three representatives from the Personnel Committee to negotiate contracts and contract renewals for approval by the Executive Committee.

Section 4. When the Personnel Committee is recommending a candidate for Senior Rabbi, it shall make its recommendation to the Board of Trustees. If the Board of Trustees approves the candidate, it shall recommend to the Congregation that such candidate be elected Senior Rabbi for a specified term, and shall direct that the recommendation be submitted to a special meeting of the Congregation called for that purpose, provided however, that if the next annual meeting of the Congregation is not more than forty (40) days from the date of the Board

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of Trustees approves the candidate for Senior Rabbi, the Board of Trustees shall direct that its recommendation shall be submitted to such annual meeting, instead of a special meeting, and the notice of such annual meeting shall set forth that the meeting shall consider and act on the election of a Senior Rabbi.

Section 5. When considering the renewal of the contract for Executive Personnel, the Personnel Committee shall review a written review and orally delivered evaluation of said Executive Personnel's performance, performance objectives, and recommendation for contract renewal delivered from the direct supervisor of said position. Discussion shall follow with the direct supervisor regarding the evaluation and recommendations.

Article XIII

Meetings of the Congregation

Section 1. The annual meeting of the Congregation for the election of members of the Board of Trustees and officers, and the transaction of other business, shall be held on the first Monday of March in each year, unless some other day in said month is fixed by the Board of Trustees or the President.

Section 2. Special meetings of the Congregation may be called at any time by the Board of Trustees or the President and shall be called by the Secretary whenever requested in writing by at least fifteen (15) members in good standing.

Section 3. At least fourteen (14) days prior to the date of a meeting, annual or special, the Secretary shall give notice thereof to each member in good standing; provided however that in the case of a special meeting, (at which an amendment to the Bylaws is not to be considered), in the President's discretion, the number of days for the giving of notice may be less than fourteen (14) days.

Section 4. Any business may be considered at an annual meeting of the Congregation whether or not the matter is set forth in the notice of meeting provided, however, that no annual meeting shall consider or act upon any of the following matters unless the notice of the meeting shall have set forth that the matter is to be considered and acted upon at the annual meeting: the initial election or removal of a Senior Rabbi; substantial change in the ritual, the religious services or practices or the form of worship; the acquisition or disposition of real property; or the amendment of these Bylaws and, in case of such an amendment, a summary of the proposed amendment shall be communicated to the congregation including a statement that the exact text of the proposed amendment is available at the Administrative Offices of the Congregation during normal business hours for inspection or copying by any member.

Section 5. No business other than that set forth in the notice of a special meeting shall be considered or acted on at any special meeting of the Congregation. This restriction does not pertain to the annual meeting as discussed in the above section.

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Section 6. At each meeting of the Congregation, the presence, in person, of at least fifty (50) members in good standing shall constitute a quorum. If a quorum is not present at a meeting, the meeting shall be adjourned and the adjourned meeting shall be held on a date set by the President which date shall be set so as to permit the requirements of the next sentence to be fulfilled. At least ten (10) days prior to the date of the adjourned meeting the Secretary shall send a notice of the meeting to each member in good standing. Unless otherwise specifically provided for in these Bylaws, any action taken at a meeting of the Congregation shall be by a majority vote of the members in good standing present and entitled to vote. The President may, and at the request of at least three members in good standing in attendance at a meeting of the Congregation shall, declare that the vote on a matter at such meeting be by secret ballot.

Article XIV

Rabbis

Section 1. The spiritual affairs of the Congregation shall be administered by a Rabbi or Rabbis who shall be elected and hold office in accordance with the provisions of this Article. The Senior Rabbi shall be regarded as the Congregation's Mara D'Atra, that is the ultimate authority on Jewish law.

Section 2. To be eligible for election as a Rabbi, a person shall possess a duly accredited rabbinical ordination.

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Section 3. The Senior Rabbi shall hold his or her office for the term for which he or she was elected, or, if no term is specified, for a period of one year. At the annual meeting of the Congregation preceding the expiration of each term he or she may be re-elected for an additional term of one year or more. Unless so re-elected, he or she shall relinquish office upon the expiration of his or her term, and such office shall thereupon become vacant.

Section 4. The Executive Committee shall have power to grant the Senior Rabbi leaves of absence.

Section 5. Any and all Assistant/Associate Rabbi(s), shall report to the Senior Rabbi and carry out duties as assigned by the Senior Rabbi. The Senior Rabbi approves vacation for Assistant and Associate Rabbis. The Executive Committee has the discretion to grant leaves of absence to Assistant and Associate Rabbis.

Each Rabbi shall perform the duties pertaining to his or her office and minister to the religious needs of the members of the Congregation and their immediate families, and subject to any rules or regulations adopted by the Board of Trustees or by the Personnel Committee pursuant to authorization of the Board of Trustees, and shall officiate at life cycle events of members of the Congregation and their immediate families.

Section 6. The Senior Rabbi is responsible for determining the strategic vision for the Congregation and each year shall set forth such vision upon the convening of new Board of Trustees, or soon thereafter. The strategic vision shall include aspects such as those issues to be studied and explored, and changes to be considered, tested or implemented for the upcoming

year.

Article XV
Cantor

Section 1. The Cantor (and, if the Board of Trustees determines it to be advisable, an Assistant Cantor) shall be elected by the Board of Trustees for such term of office as the Board of Trustees may from time to time determine.

Section 2. To be eligible for election as a Cantor, a person shall possess a duly accredited cantorial ordination or investiture.

Section 3. The Cantor and Assistant Cantor, if any, shall perform all of the duties pertaining to their respective offices, and such other duties as may be required of them by the Board of Trustees or by the Personnel Committee pursuant to authorization of the Board of Trustees.

Section 4. The Senior Rabbi shall approve vacation for a Cantor or Assistant Cantor. The Executive Committee shall have the power to grant leaves of absence.

Article XVI
Executive Director

Section 1. The Executive Director shall be the Chief Administrative Officer of the Congregation and reports to the President of the Congregation and shall be appointed by the Board of Trustees to serve for such period as the Board of Trustees shall determine. The Executive Director shall assume such obligations and perform such duties as the Board of

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Trustees or the President may, from time to time, prescribe.

Section 2. The President shall approve vacation for the Executive Director. The Executive Committee shall have the power to grant leaves of absence.

Article XVII
Cemeteries

Section 1. The Congregation may acquire by purchase, lease or otherwise, and may sell or otherwise control or dispose of such property as it determines necessary for cemetery purposes. (The term "cemetery" as used in these Bylaws shall mean any cemetery acquired or controlled by the Congregation.)

Section 2. Burials in the cemetery shall be in conformity with the precepts of Judaism, as recommended by the Senior Rabbi, with advice and consent of the Board of Trustees.

Section 3. There shall be established a perpetual care fund, the principal and income of which shall be used for the care and maintenance of any cemetery, provided that no principal shall be expended except as authorized by the Board of Trustees and provided further that any unexpended income at the end of a fiscal year shall be added to principal. The fund shall be kept in accounts and investments separate from other funds of the Congregation.

Section 4. A B'nai Amoona Cemetery Committee oversees matters relating to the operation and maintenance of the B'nai Amoona Cemetery, including that such interests are well-served by a community-level association to maintain and operate cemeteries.

Section 5. This article of the Bylaws, as amended from time to time, and the rules and regulations, as in effect from time to time, for the operation, maintenance and administration of the cemetery, shall be deemed to be a part of every grant or transfer of interment rights, or any interest therein, as fully as if they were therein set forth; and a provision to the effect shall be incorporated in each grant or transfer of interment rights in the cemetery. Any person, acquiring interment rights, shall by the fact of such acquisition, become bound to observe provisions of this Article (XVII) of these Bylaws and such rules and regulations as may apply.

Article XVIII
Standing Committees

Standing committees shall be open to all members and shall meet regularly, as needed, to conduct business within their areas of concern and may create subcommittees at their discretion. Standing Committees Chairpersons are expected to give at least one report annually to the Board of Trustees on the Committee's activities, plans and accomplishments. The terms of all chairs conclude upon the installation of new officers. The Standing Committees are as follows:

1. Building and Grounds
2. Financial Oversight
3. Financial Development
4. Inclusion
5. Investment Oversight
6. Membership
7. Pardes

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8. Planning and Evaluation
9. Public Relations, Marketing, and Communications
10. Sacred Experiences
11. Social Action
12. Youth Commission
13. Such other committees as the Board of Trustees may designate from time to time

Article XIX
Duties and Composition of Committees

Section 1. *The Building and Grounds Committee* shall work closely with the Executive Committee, ~~the Building Fund~~ and Financial Oversight Committees to provide long range and project planning for the maintenance, upkeep, and improvement of Congregation-owned buildings and grounds, including Congregation-owned parsonages and grounds, if any, but not including the cemetery grounds.

When given authorization for such projects, this committee also provides project supervision and oversight. This committee has authority for expenditures within budgeted levels. In the event of an emergency that exceeds budgeted levels, the committee needs approval for the expenditure from a majority of the Executive Director, the Committee Chair, and at least three officers of the Congregation.

Each year, several months prior to the fiscal year budget being passed, the committee shall conduct inspections of the Congregational buildings, parsonages, and grounds and present

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the Financial Oversight Committee with written estimates of the costs for anticipated repairs or improvements.

Section 2. *The Financial Oversight Committee* shall be chaired by the Treasurer and consists of the Executive Director, immediate past chairperson of the Financial Oversight Committee, Chair of the Investment Oversight Committee, and at least three other members of the Congregation.

This committee shall prepare an annual budget and report after receiving and considering estimates of the anticipated expenses and revenue for the next fiscal year from each committee and department of the Congregation. The budget for the upcoming fiscal year shall be submitted to the Board of Trustees each year for approval before the end of the fiscal year. The committee shall monitor income and expenses on a monthly basis and shall prepare and present interim reports to the Board of Trustees in October, January and April of each year, or at other additional times if requested or deemed necessary.

All requests for unbudgeted appropriations and all requests for deficiency appropriations shall be referred to this committee, which shall report thereon to the Board of Trustees.

Section 3. *The Financial Development Committee* is responsible for scoping, conceptualizing, and planning fundraising efforts in order to meet the annual budgetary needs of the Congregation. The committee provides oversight of project subcommittees that plan and execute specific fundraising projects. The committee shall also serve as a clearinghouse for

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fundraising activities held by the Congregation's auxiliaries to make sure that the activities do not duplicate or conflict with each other and are sufficiently coordinated. The committee may at various times, work in close coordination with a fundraising professional.

Section 4. *The Inclusion Committee* shall analyze, propose, and help implement programs, policies and changes that will make it easier for all congregants to participate fully in all Congregational activities.

Section 5. *The Investment Oversight Committee* is responsible for managing the investment of all endowment funds. This committee is expected to be aware of and implement evolving best practices with regard to investment management, including managing acceptable returns and cash flow to meet the long term needs of the Congregation, at acceptable levels of risk. The Treasurer of the Congregation has oversight over the Investment Committee.

Section 6. *The Membership Committee's* functions pertain to all matters relating to attracting, welcoming, orienting, engaging, and retaining members of the Congregation. Activities generally will include, but not be limited to:

- a) Assisting with community outreach efforts that have the potential to encourage unaffiliated Jews to become Congregation members;
- b) Welcoming, embracing, assisting, and orienting new members to the various aspects of the Congregation's programs and integration with the Congregational community;
- c) Tracking and maintaining contacts with all prospective members;
- d) Working with other committees to assess and improve the connections members have to the Congregation and to one another;

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- e) Facilitating congregants in connecting to committees, Havurot, and activities on the basis of their interests, hobbies, and skills;
- f) Striving to conduct a confidential exit interview with any member that resigns, regardless of the reason; and
- g) Maintaining a contact program with members' children while they are in college.

Section 7. *The Pardes Committee* is chaired by the V.P. holding Pardes as part of his/her portfolio, and includes the Director of Congregational Learning and other Klei Kodesh of the Congregation, as well as participating lay leaders. The committee considers and recommends structural and programmatic changes, including planning, oversight, and execution of all areas of education -- including Family, Early Childhood, Holiday, Summer Camps, Youth Groups, Religious Education for children, and Adult Education. The Committee shall meet at least twice annually, and shall consider reports at least twice annually from each subcommittee within its portfolio. The Director of Congregational Learning will report to the Board of Trustees twice a year on the direction of this committee.

The Committee strives to ensure program quality and that all populations within the Congregation are well served. Major changes and commitments to education are proposed to the Board of Trustees for approval

Section 8. *The Planning and Evaluation Committee* shall work closely with the Executive Director to formulate various metrics to measure the health of the Congregation and performance of and progress on key programs and strategic initiatives. The committee shall produce and deliver a report to the Board of Trustees in November of each year that

summarizes the immediately preceding fiscal year.

The committee may collect information and report any metrics it deems of interest to the planning and performance of the Congregation. The following is a non-exhaustive baseline list of metrics that will generally be of interest:

- a) The membership history for the last 3 years including the total number of members in each dues category in each year;
- b) The number of Bar/Bat Mitzvahs in each of the last 3 years and the number scheduled for the next 2 years;
- c) The number of children in the ECC program in each of the last 3 years and in the current year;
- d) The number of children in the religious school, by each grade level, in each of the last 3 years and in the current year, classified by those paying the full scheduled rate, those paying a portion of the scheduled rate, and those being fully subsidized;
- e) The number of children in each of our camps in each of the last 3 years and in the current year, classified by those paying the full scheduled rate, those paying a portion of the scheduled rate, and those being fully subsidized;
- f) The number of students in the post Bar/Bat Mitzvah program by grade level in each of the last 3 years and in the current year;
- g) Budget surpluses/deficits in each of the last 5 years and the projection for the current year and for the next budget year;
- h) Total Voluntary giving for each of the past 3 years, with breakouts by major categories such as Benefactor, Kappora Gelt, Tributes, Major fundraising events;
- i) The trajectory of our line of credit over the last 5 years and projections for the current year;
- j) The challenges (i.e. financial, personnel, educational, membership, religious) the congregation is facing in the next year and in the next 3 years; and
- k) Major achievements, recognitions honors and awards received by our congregation, its auxiliaries, and by members of our Klei Kodesh and staff since the last annual meeting.

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Section 9. *The Public Relations, Marketing, and Communications Committee* shall provide oversight and help to ensure all communications targeting both internal and external audiences accurately promote a consistent and positive public image. The purpose is to ensure that communications are maximally leveraged in terms of message, timing, and appearance to work together to establish a consistent identity for the Congregation. This entails working with other Congregational leaders, committees, and professional staff to plan and execute communications according to approved processes and sufficiently in advance to make it possible for the committee to serve as an advisory clearinghouse before communications are released.

Section 10. *The Sacred Experiences Committee* shall include the Rabbi(s) and the Cantor(s). This committee shall periodically review and study the full spectrum of activities for congregants in and out of the Synagogue, including, but not limited to religious services, to enhance spiritual connection, relevance, and experience. The committee shall strive wherever possible to enhance spiritual connection, relevance, and the experience of the congregants.

No material or substantial change shall be made in the ritual, the religious services or practices, or the form of worship unless it is approved by the Board of Trustees. A change shall be considered “substantial” if ten (10) or more members of the Board of Trustees vote against its approval. A substantial change becomes effective only if it is then approved by two-thirds (2/3) of the members of the Congregation present and entitled to vote at a special meeting called for that purpose or at an annual meeting. If a substantial change is submitted to an annual or special meeting of the Congregation, and is not approved as herein required, then such change

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shall not be submitted to, considered or voted upon at any meeting, regular or special, of the Board of Trustees or at any meeting of the Congregation until at least one year after the date of such meeting.

Section 11. *The Social Action Committee* shall suggest, plan, and organize ways to raise consciousness and engage congregants to carry out Mitzvot to repair the world and address injustices. As such, the committee will strive to organize activities or recommend joining events organized by other groups, to address public policy issues, to help those in need, or to provide quick response and relief to address emergencies.

Section 12. *The Youth Commission* shall establish policy for and supervise all cultural and social activities for the Youth Groups of the Congregation.

Section 13. The duties, functions and responsibilities of other Committees established by the Board of Trustees shall be designated by the Board of Trustees.

Article XX

Property and Loans, Etc.

Section 1. The Congregation may own and acquire by purchase, lease, gift, bequest or otherwise, such property as may be necessary or appropriate for its purposes; and may improve and maintain the same in such manner as may be necessary or appropriate.

Section 2. The Congregation may dispose of any of its property by sale, gift or otherwise.

Section 3. The Board of Trustees shall have the power to approve the acquisition or

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disposition of personal property. The acquisition or disposition of real property (including but not limited to the grant of a deed of trust) shall require approval of the Board of Trustees and if approved by the Board of Trustees, shall also be approved by the membership of the Congregation at an annual or special meeting of the Congregation.

Article XXI
Rules of Order

At all meetings of the Congregation or of the Board of Trustees, "Roberts Rules of Order" (Most Recent Edition) shall be recognized as controlling, unless otherwise expressly provided in these Bylaws.

Article XXII
Amendments

Amendments to these Bylaws may be proposed by the Board of Trustees or by Petition in writing signed by not less than fifteen (15) members in good standing. These Bylaws may be amended at a regular or special meeting of the membership of the Congregation provided (a) notice is communicated at least fourteen (14) days before the date of the meeting, (b) the notice contains the text of the proposed amendment(s), or a brief explanation of the amendment(s), and (c) a statement that the exact text of the proposed amendment(s) is available at the Congregation's Administrative Offices and may be viewed and copied by any Congregant during normal business hours. The affirmative vote of two-thirds of the members in good standing of the Congregation present and entitled to vote at such meeting shall be required to amend these Bylaws.

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Article XXIII
Effective Date

These Bylaws shall become effective upon adoption by the membership of the Congregation.

Amended:

(Adopted by Congregation)

March 10, 2014