

CONSTITUTION and BY-LAWS
OF
CONGREGATION *OR ATID* of Richmond, Virginia
[Revised: May, 2011]

ARTICLE I: NAME

The name of this Congregation shall be **Congregation *Or Atid***.

ARTICLE II: MISSION

The mission of this Congregation shall be to establish and maintain an institution that creates an all-embracing egalitarian participatory Conservative synagogue that serves as a Jewish spiritual, cultural, and educational center for children, adults and families. The synagogue will foster Jewish identity and values, promote the observance of Jewish traditions and enhance the spiritual growth of our members; to create a comfortable social environment for our members; to involve the Congregation in issues of Jewish concern and interest.

ARTICLE III: AFFILIATION

This Congregation may become affiliated with the United Synagogue of Conservative Judaism as the Board of Governors shall determine.

ARTICLE IV: MEMBERSHIP

Section 1. Except as set forth in Article IV, Section 2, any person of the Jewish faith, by maternal descent, or converted to the Jewish faith under the standards of United Synagogue of America, 18 years of age or older, of good moral character, shall be eligible for membership.

Section 2. There shall be five types of membership.

a. Family Membership - Couples: Such membership shall be extended to couples. Dependent children under the age of 25 who reside with a parent member and/or are full-time students shall be deemed members. Emancipated children of members shall apply for an Individual Membership.

1) The Rabbi and Cantor of the Congregation and the Principal/Education Director of the religious school and their families shall be members in this category of membership, subject to the exceptions noted forthwith.

b. Family Membership - Single Parent: Such membership shall be extended to single parents. Dependent children under the age of 25 who reside with a parent member and/or are full-time students shall be deemed members. Emancipated children of members shall apply for an Individual Membership.

- c. Individual Membership: Such membership shall be extended to emancipated unmarried men and women of the age of 18 and older, except as otherwise set forth in Section 2a.
- d. Honorary Membership: Such membership may be conferred upon any deserving persons, whether or not they are of the Jewish faith, by The Board of Governors.
- e. Contributing Membership: Such membership shall be available to those who wish to retain or establish membership with Congregation Or Atid and support its mission and objectives, but do not reside within 100 miles of the Greater Richmond Metropolitan Area.
- f. Associate Membership: Such membership shall be extended to those individuals not of the Jewish religion who are in the process of conversion as set forth in Article IV, Section 1. This category of membership shall be valid for one (1) calendar year from the initiation of such a process.

Section 3. Applications for membership shall be made to the Membership Committee and reviewed by the Rabbi to determine the qualifications expressed in Article IV, Section 1 before a report on each application is presented to the Board of Governors for its action.

Section 4. A majority vote of the members present at a regular or special meeting of the Board of Governors shall be required to elect an applicant to membership.

Section 5. A member may be suspended or expelled by a two-thirds vote of the Board of Governors at any regular or special meeting for any one of the following reasons:

- a. Conduct which brings discredit to the Congregation or Judaism.
- b. Failure to pay dues in accordance with Article V.

Section 6. The Board of Governors may establish such additional categories of membership as it shall from time to time determine to be in the best interests of the Congregation.

ARTICLE V: DUES

Section 1. All members shall pay dues in such amounts and at such times as shall be determined by the Board of Governors, except as set forth in Article V, Section 2.

Section 2. The Rabbi and Cantor shall not be required to pay dues.

Section 3. Failure to pay dues in a timely manner shall result in the loss of membership privileges, unless a special arrangement has been made with the Membership Relations Committee.

ARTICLE VI: PRIVILEGES OF MEMBERSHIP

Members in good standing as determined by Article V shall enjoy the following privileges.

- a. To have a voice in all meetings of the Congregation.
- b. To have a vote at Congregational Meetings, if a member of one of the following categories of membership: Family, Individual, or Contributing. Each of these categories of membership shall be entitled to one (1) vote per category of membership. Dependent children (as part of a Family or Contributing Membership) do not have the privilege of voting.
 - 1) Honorary or Associate Membership does not confer the privilege of a vote at Congregational Meetings.
 - 2) The Rabbi and Cantor and their families are excluded from the privilege of a vote at all Congregational Meetings.
- c. To hold office in the Congregation, if a member of one of the following categories of membership: Family, Individual, or Contributing.
 - 1) The Rabbi and Cantor and their families may not hold any office in the Congregation.
- d. To participate in all religious services in the Synagogue subject to rules and regulations which may be established by the Board of Governors, with the guidance of the Rabbi and Ritual Committee.
- e. To enroll their children in the Religious School of the Congregation, subject to rules and regulations which may be established by the Board of Governors, with the guidance of the Youth Education Committee.

ARTICLE VII: MEETINGS

- Section 1. The annual meeting of this Congregation shall be held in May of each year at such a date as would be established by the Board of Governors. Notice of the annual meeting shall be given by the Congregational Secretary in writing, by mail, to all memberships of the Congregation, directed to their addresses as they appear on the rolls of the Congregation, and shall be sent not less than ten (10) days nor more than 60 days prior to such meeting.
- Section 2. Special meetings of the Congregation shall be called by the President whenever, in his or her discretion, it is deemed necessary, and shall also be called by him or her at the written request of twenty-five (25) memberships of the Congregation, in good standing, or of ten (10) members of the Board of Governors or three (3) members of the Board of Trustees. Said request shall state the reason for and the purpose of the meeting. In the event that the President fails to issue a call for the special meeting within seven (7) days after being requested so to do, any Vice-President shall issue the call.

Section 3. No business shall be transacted at a special meeting, except for the purposes stated in the notice or "call" without the unanimous consent of all members present at such meeting. Notice of such special meeting shall be given by the Congregational Secretary, by mail, to all memberships of the Congregation, directed to their addresses as they may appear on the rolls of the Congregation and sent not less than ten (10) days nor more than thirty (30) days prior to such meeting.

Section 4. At all meetings of the Congregation, regular or special, a quorum for the transaction of business requiring a vote shall consist of the greater of twenty-five (25) voting memberships or twenty per cent (20%) of the voting memberships of the Congregation, including elected officers present. However, if a lesser number is present the meeting may be adjourned to a future date.

Section 5. Matters shall be decided upon by the Congregation by a majority vote of the memberships in attendance provided a quorum is present, except as may be expressly set forth elsewhere.

ARTICLE VIII: BOARD OF GOVERNORS

Section 1. The management and administration of the affairs of this Congregation shall be vested in a Board of Governors (or "Board"). The Board shall consist of the elected officers, elected Board members, chairs of standing committees, the President's of the Sisterhood and Men's Club, and the three (3) members of the Board of Trustees chosen pursuant to Article XV, Section 7.

Section 2. The Elected Board Members shall be comprised as indicated.

- a. Members of the Board shall be elected at the Annual Meeting of the Congregation, a quorum being present, by a plurality of votes.
- b. Those elected to serve on the Board shall not exceed twenty-one (21) members.
- c. Those elected shall serve for a term of three (3) years in overlapping terms and in such a manner that each year the terms of office of those who were elected three years prior to the date of the current election shall expire.
- d. Except, that for the first Board, seven members shall be elected for a term of one (1) year, seven to a term of two (2) years, and seven to a term of three (3) years.
- e. No person shall serve more than two (2) successive terms as an elected Board member. A person shall be eligible for election to the Board again three (3) years after his or her last period of service on the Board.

Section 3. The Presidents of the Sisterhood and the Men's Club of the Congregation shall also be members of the Board, each with full voting rights.

Section 4. The Rabbi, Cantor, and members of the Board of Trustees shall be *ex-officio* members of the Board without voting rights.

Section 5. The elected Officers of this Congregation shall automatically be members of the Board with full voting rights.

- Section 6. The chairs of Standing Committees shall be members of the Board with full voting rights. However, such appointment shall not create a vacancy in the Board, if the chairperson was also elected to the Board.
- Section 7. The Three (3) members of the Board of Trustees chosen pursuant to Article XV, Section 7 shall be members of the Board with full voting rights. **However, such appointment shall not create a vacancy in the Board, if the Trustee was also elected to the Board.**
- Section 8. The Board's Duties and Responsibilities.
- a. It shall be charged with and assume control of the affairs of the Congregation;
 - b. It shall approve upon recommendation of the Treasurer the bank or banks wherein the funds of the Congregation shall be deposited;
 - c. It shall be responsible for all expenditures and disposal of Congregational funds and property, subject to the provisions of Article XV, but shall not invest any of the funds of the Congregation in any investments which are not legal for banks of this state; and
 - d. It shall generally manage the affairs of the Congregation.
 - e. It shall make such rules and regulations, consistent with this Constitution and By-laws, as it may deem advisable, for the proper conduct of its meetings and the furtherance of the general purposes of the Congregation.
- Section 9. The Board's Meeting Schedule and Quorum Requirements.
- a. The Board of Governors shall meet no less frequently than six (6) times per calendar year with meetings to be held on such dates as the Board, by resolution, may designate. A quorum at such meetings shall be one-third (1/3) of its members with voting privileges. Matters shall be decided upon by the Board by a majority vote of the members in attendance provided a quorum is present, unless a greater vote is required by law or by this Constitution and By-laws.
 - b. If and when the President or two vice-Presidents deem a matter for consideration by the board of such a nature that it cannot wait for the next regularly scheduled meeting of the Board of Directors, the matter may be addressed via electronic mail and/or telephone. Such a matter requires an affirmative vote of three-quarters of the members of the Board of Directors to be effective. Upon a three-quarters affirmative vote, such action shall be as valid as though it had been authorized at a meeting of the Board of Directors.
- Section 10. Special meetings of the Board may be called by the President at his or her discretion, and shall also be called by him or her at the written request of five (5) members of the Board. Said request shall state the reason for and purpose of the meeting. No business shall be transacted at a special meeting, except for the purpose for which the meeting was convened without the unanimous consent of all the Board members present at such a meeting. In the event that the President fails to issue a call for a special meeting within five (5) days after being requested to do so, a Vice-President shall issue the call.

- Section 11. In the event of a vacancy created by death, resignation, or otherwise, of an elected Board member, a successor may be appointed by the President to fill the office for the unexpired term.
- Section 12. All elected members of the Board shall be members in good standing of the Congregation.
- Section 13. All elected Board members shall serve actively on at least one Standing Committee of their choice, unless it is necessary to have the President make assignments to Standing Committees due to an unequal distribution. Elected Board members who do not fulfill this commitment may be removed from the Board at the discretion of the President.
- Section 14. Members of the Board may be removed at the discretion of the President upon missing three (3) meetings in any one year (June 1 through May 31).

ARTICLE IX: EXECUTIVE COMMITTEE

- Section 1. The Executive Committee shall consist of the elected Officers of the Congregation (see Article X, Section 1) and the Presidents of the Sisterhood and Men's Club. The Chairman of the Board of Trustees, or his or her designate, and the Rabbi shall be *ex-officio* members of the Executive Committee without a vote.
- Section 2. When the Board of Governors is not in session, the Executive Committee shall have all the power vested in the Board of Governors by the Constitution and By-laws and shall report its actions and recommendations which it may have taken on the behalf of the Board of Governors since its last meeting at the next regularly scheduled meeting of the Board of Governors.
- Section 3. The Executive Committee shall meet at such times as shall be designated by the President. The President shall act as the chair of the Executive Committee and shall preside over its meetings.
- Section 4. The Executive Committee shall not have the authority or power to amend this Constitution and By-laws; to elect, appoint, or remove any member of the Executive Committee; or any officer or member of the Board; or amend, modify or repeal any action adopted by the Board.

ARTICLE X: OFFICERS

- Section 1. The Officers of this Congregation shall be elected at the Annual Meeting of the Congregation, a quorum being present, by a plurality of votes. The elected Officers shall be:
- a. President, or Co-Presidents
 - b. Vice Presidents (3); should the Congregation elect co-presidents, only two Vice Presidents shall be elected
 - c. Congregational Secretary,
 - d. Treasurer,

- e. Advisor (generally the immediate past president, but other qualified individuals are eligible), and
- f. Any such other officers established by the Board who may be elected by the Congregation.

Section 2. The **President** shall:

- a. preside at and act as the chair at all meetings of the Congregation, of the Board, and of the Executive Committee;
- b. call all meetings of the Congregation, of the Board, and of the Executive Committee;
- c. sign all agreements, contracts, deeds and other documents of the Congregation, pursuant to appropriate resolutions approved by the Congregation or the Board;
- d. countersign all checks, vouchers and notes, together with the Treasurer, or Vice President, or Comptroller, as may be directed by the Congregation or the Board; and
- e. appoint all committee chairs.
- f. The President shall serve no more than two (2) full term (two years each) in succession, *i.e.*, the President may succeed himself or herself only once without an intervening full term.
- g. The President shall have such other duties as are designated by the Board or are usually vested in the office of the President of a like organization, and shall be an *ex-officio* member of all committees.
- h. Should the Congregation elect co-presidents, all decisions regarding the above responsibilities must be mutually agreed upon by the co-presidents. Should the co-presidents fail to reach agreement, then the Executive Committee must decide the issue according to majority rule.

Section 3. The **Vice-Presidents** shall, as directed by the President:

- a. assist the President in the discharge of his or her duties;
- b. in case of a prolonged absence, or resignation, or death, or disability of the President, the Board shall by a vote of the majority, designate one of the Vice-Presidents to complete the unexpired term of the President and to discharge all of the duties of that office;
- c. act as the chair of the Budget and Financial Resources Committee.
- d. ensure the maintenance of a correct and accurate record of the financial statements of the Congregation by the Treasurer.
- e. oversee the duties and be closely involved with the activities of the respective Committee Chairs in each of their areas of responsibility or as may be designated by the President;
- f. present reports at each **Executive** Meeting covering their areas of responsibility; and

- g. serve as *ex-officio* members of committees over which they have jurisdiction, as assigned by the President.
- h. other duties and responsibilities that may be designated by the President.
- i. The Vice-President shall serve no more than two (2) full terms (two year each) in succession, *i.e.*, the Vice-President may succeed himself or herself only once without an intervening full term .

Section 4. The **Congregational Secretary** shall;

- a. keep an accurate record of all the proceedings of the Congregation and of the Board;
- b. issue all notices for such meetings;
- c. carry on all official correspondence of the Congregation and the Board;
- d. co-sign such instruments or documents as may be necessary to effectuate the policies of the Congregation or the Board as may be directed by the President; and
- e. The Congregational Secretary shall serve no more than two (2) full terms (two year each) in succession, *i.e.*, the Congregational Secretary may succeed himself or herself only once without an intervening full term .

Section 5. The **Treasurer** shall:

- a. approve all accounting and bookkeeping procedures;
- b. keep accurate and correct account of the receipts and expenditure of the Congregation;
- c. oversee the maintenance of a correct and accurate record of the financial standing of each member of the Congregation and report those with arrearages to the President quarterly and notify all members of the Congregation of their indebtedness to it preferably monthly; and oversee the Member Relations committee;
- d. keep accurate and correct accounts between the Congregation for all of its accounts payable and accounts receivables, which records, at all times, shall be open for inspection by the Board and the Budget and Financial Resources Committee;
- e. receive all monies which shall, from time to time, be payable to the Congregation, giving a receipt therefore, and cause the same to be deposited or invested in the Congregation's name, as directed by the Board;
- f. maintain a monthly trial balance, and such other financial statements and records of the Congregation as may be directed by the President or Board, including the preparation of the budget in conjunction with the Budget and Financial Resources Committee;
- g. make withdrawals upon order from the President, and only by check or voucher, signed by himself or herself and countersigned by the President; and

- h. render a written report of the finances of the Congregation at all meetings of the Board, at the annual meeting of the Congregation, and at such other meetings or occasions as he or she may be directed so to do by the Congregation or by the Board. Such report shall be affixed to the minutes of the meeting at which the same is presented.
- i. The Treasurer shall serve no more than two (2) full terms (two year each) in succession, *i.e.*, the Treasurer may succeed himself or herself only once without an intervening full term .

Section 6. The Advisor

- a. shall be the Immediate Past President of the Congregation or other similarly qualified individual. He or she shall serve as consultant to the President and the Board in its deliberations.
- b. The Advisor shall serve no more than two (2) full terms (two year each) in succession, *i.e.*, the Advisor may succeed himself or herself only once without an intervening full term .

Section 7. Recall Procedure.

An Elected Officer may be removed from office by this Recall Procedure. This shall require a written petition signed by, at least, 20 certified memberships, *i.e.*, all financial obligations to the Congregation are current, of the Congregation. Those signing the petition can not be Elected Officers, or members of the Board of Governors or Boards of Trustees. The signed petition of 20 certified memberships will be presented to the Board of Governors. Removal from office will require a majority vote of that Board, a quorum being present. The Officer in this process will receive written notification of this process and reason for such action, thirty (30) days prior to the meeting at which the vote will occur.

Section 8: No officer shall serve more than four consecutive two year terms in any combination of offices on the Executive Committee. Additionally, the membership of the Executive Committee must be replaced with new officers in at least two positions each term.

ARTICLE XI: ELECTIONS

Section 1. A Nominating Committee of not fewer than three (3) members of the Congregation shall be appointed by the Advisor or a qualified individual from the Board appointed by the President who shall chair the committee and shall propose candidates for election as officers and members of the Board. No current officer except the Advisor shall be a member of the Nominating Committee.

Section 2. The Nominating Committee shall file with the Congregational Secretary its report at least sixty (60) days before the annual meeting of the Congregation. The names of the candidates proposed by the Nominating Committee shall be mailed to the members by the Congregational Secretary in the notice of the annual meeting.

Section 3. The slate of candidates shall be presented by the Chair of the Nominating Committee at the Annual Meeting of the Congregation for election. Additional candidates may be proposed in writing by a minimum of twenty (20) members and submitted to the Chair of the Nominating Committee at

least forty-five (45) days in advance of the annual meeting and the Congregational Secretary shall notify the Congregation of the additional candidates along with the announcement of the annual meeting in accordance with Article VII, Section 1.

ARTICLE XII: PULPIT

- Section 1. The pulpit of this Congregation shall be occupied by an ordained rabbi, whose ordination would be acceptable to the United Synagogue of Conservative Judaism.
- Section 2. The Rabbi shall be elected by the Congregation at an annual meeting or at a special meeting called for that purpose upon the recommendation of the Board.
- Section 3. The term under which the Rabbi shall be elected shall be determined by the Congregation upon the recommendation of the Board.
- Section 4. The Rabbi shall:
- a. have the overall responsibility of implementing the mission and objectives of the Congregation;
 - b. enjoy the freedom of the pulpit;
 - c. seek the advice and guidance of the Board or of such special committee or committees which may be created for this purpose;
 - d. be the spiritual leader of the Congregation and shall be of assistance to the members in time of need or distress; and
 - e. be required to perform those duties as set out in the contract entered into with the Congregation and such other duties as may be assigned by the Board.

ARTICLE XIII: THE CANTOR

- Section 1. The Cantor shall be qualified under the standards set by the United Synagogue of Conservative Judaism.
- Section 2. The Cantor shall be elected by the Congregation at an annual meeting or at a special meeting called for that purpose upon the recommendation of the Board.
- Section 3. The terms under which the Cantor shall be elected shall be determined by the Congregation upon the recommendation of the Board.
- Section 4. The Cantor shall:
- a. be responsible for the musical programs and activities of the Congregation;

- b. be guided in the performance of his or her duties by the Rabbi and an appropriate committee which shall be appointed for this purpose by the Board; and
- c. be required to perform those duties as set out in his contract entered into with the Congregation and such other duties as may be assigned by the Board.

ARTICLE XIV: AUXILIARY ORGANIZATIONS

- Section 1. The Congregation shall have such auxiliary organizations as shall be authorized and constituted by the Board.
- Section 2. The auxiliary organizations may consist of the Sisterhood, Men's Club, Cemetery Corporation, and such other organizations as may be necessary and desirable.
- Section 3. The By-laws and other regulations of all auxiliary organizations shall be consistent with this Constitution and By-laws, and the policies of the Congregation.

ARTICLE XV: BOARD OF TRUSTEES

- Section 1. The Board of Trustees shall consist of not less than six (6) individuals who are members of the Congregation and shall be certified by the appropriate court of the Commonwealth of Virginia to hold title to property or properties of the Congregation, without personal liability.
- Section 2. The Board of Governors shall submit an annual balanced budget to the Board of Trustees for approval to insure that the debts and obligations of the Congregation are paid as they mature.
- Section 3. The Board of Trustees shall initiate and have primary charge and supervision over all long term (in excess of 12 months) financial agreements and arrangements of the Congregation including, but not necessarily limited to: contracts, leases, borrowings, and any other financial agreements.
- Section 4. The Board of Trustees shall have the right to review and approve all fiscal matters relating to the operation of the Congregation, including dues structures and educational tuition; and must further review and approve all borrowings of the Congregation.
- Section 5. The President, and/or a Vice-President, shall report on all fiscal matters to the Board of Trustees. The Board of Trustees shall have the right to veto any act of the Board of Governors pertaining to fiscal matters that will endanger the payment of the debts of this Congregation relating to its property and operations.
- Section 6. The Board of Trustees shall elect a chair and may adopt the rules and regulations by which it shall be governed by itself.
- Section 7. The Chair of the Board of Trustees shall appoint three (3) of the members of the Board of Trustees to be members of the Board of Governors with full voting privileges. All other members of the Board of Trustees are to be considered as ex-officio members of the Board of Governors without a

voting privilege. Additionally, any other member of the Board of Trustees who is also on the Board of Governors by virtue of an elected office, or election to the Board of Governors, or chairing a Standing Committee shall have the right to vote on matters before the Board of Governors.

- Section 8. The intent of the original Board of Trustees is that the original Board of Trustees be dissolved upon a satisfactory resolution of the entire original debt of the Congregation, and any other debts of the Congregation for which they are personally liable. A new Board of Trustees shall then be elected by the members of the Congregation from among the eligible members of the Congregation in a similar manner as the election of the first Board of Governors with staggered six (6) year terms. However, this new (second) Board of Trustees shall have two (2) persons elected for six (6) years, two (2) for four (4) years, and two (2) for two (2) years. Subsequent elections for membership on the Board of Trustees shall retain the staggered arrangement. The resultant elections for the new staggered terms shall be held at the time of the annual Congregational Meeting.
- Section 9. A member of the Board of Trustees may be removed by a two-thirds (2/3) vote of that Board, with at least two-thirds (2/3) of the members of the Board of Trustees being present. The Trustee in this process will receive written notification of this process and reason for such action, thirty (30) days prior to the meeting at which a vote will occur.

ARTICLE XVI: COMMITTEES

- Section 1. The chair shall select committee members upon consultation with the President.
- Section 2. The Standing Committees shall be appointed for a term concurrent with that of the President.
- Section 3. The Standing Committees of this Congregation and their responsibilities and duties shall be as follows:
- a. **Budget and Financial Resources:** This committee shall undertake periodic reviews of the financial operations of the Congregation and shall report its findings to the Annual Meeting of the Congregation and, from time to time, to meetings of the Board. The length of term of office and the composition of the six (6) person committee shall be:
1. A **Vice-President** as designated by the President -two -year term (serves as the chair);
 2. Treasurer - two-year term;
 3. **Fundraising** Committee Chair - four-year term (or as long as serving as that chair);
 4. Appointee of the Board of Trustees - four-year term;
 5. Two Appointees of the President from the Congregation's membership - four-year term;

The length of term of the two (2) appointed committee members is to effect continuity of the functionality and they are eligible for re-appointment. The committee shall present to the Annual Meeting of the Congregation a proposed balanced budget for the following fiscal year, for the approval of the Congregation. It is charged with: 1) maintaining the budget as balanced, there are to be no fundamental changes to the approved budget without this committee's approval, *i.e.*, additional requests for expenditures beyond the approved budget must include a method(s) to fund it; 2) presenting to the Board specific proposals for the solicitation and procurement, investment and administration of Congregational funds and donations; and 3) investing all funds,

donations and bequests only in such securities or other accounts in which fiduciaries may invest under the applicable provisions of the *Code of Virginia*.

- b. **Youth Education:** This committee shall supervise the school or schools of the Congregation, on the elementary and secondary levels, and shall determine policy and formulate rules and regulations for the administration of such school or schools, subject to the approval of the Board. The Rabbi shall be a member of this committee.
- c. **Ritual:** This committee and the Rabbi, shall be in charge of all religious activities and services of the Congregation, including weddings, Bar Mitzvahs, Bat Mitzvahs, and funerals, and shall formulate rules and regulations for all such services, subject to the approval of the Rabbi and the Board. The Committee shall offer to the Rabbi such advice and guidance as he or she may require regarding the character and mode of the various services. The Committee shall be in charge, also, of **honors** at services during the High Holy Days and at other times during the year, and shall have the responsibility of electing a Gabbi.
- d. **Membership:** This committee shall be charged with the responsibility of keeping in touch with Jewish families in the community who are not affiliated with any Congregation, particularly with new families in the community, with the view of inviting them to become members of the Congregation. This committee shall also receive applications for membership, investigate such applications with the Rabbi's assistance and guidance, and present them for appropriate action to the Board. Upon approval of the Board, new members shall be referred to the Treasurer.
- e. **Facilities:** This committee shall be charged with the regular maintenance of the Congregation's buildings and grounds, obtaining and presenting to the Board estimates for any repairs and improvements to Congregational property, and upon the Board's approval, letting contracts and overseeing the execution of such work.
- f. **Member Involvement:** This committee shall be charged with the responsibility of developing and implementing a range of programs for members' activities (youth, singles, 50+s, young married, etc.). It shall determine policy and formulate rules and regulations for the administration of such activities with the approval of the Board. It may also implement programming within the community involving non-Jewish organizations with the approval of the Rabbi and the Board.
- g. **Cemetery:** This committee shall be charged with the responsibility of purchasing and maintaining a cemetery and developing such rules and regulations as may be necessary including establishment of a separate cemetery corporation, with the approval of the Board, and consistent with Conservative Judaism. The Rabbi shall be a member of this committee.
- h. **Membership Relations:** This committee shall be charged with the responsibility of collecting arrearages in the dues, fees, and other obligations of the members. It shall have the sole authority to make confidential adjustments for members requiring special arrangements for the payment of dues, fees, building fund pledges, or other obligations. ***The committee shall report such special arrangements only to the Executive Committee.***

- i. **Planning and Leadership Development:** This committee is charged with developing and maintaining, consistent with the objectives of the Congregation, the mission statement and an annual updating of the goals and objectives for the Board to use as operational guidelines. It shall be responsible for the development of the future leadership of the Congregation by conducting training, mentoring, offering workshops, etc. for current officers, board members, and committee chairs / members. It shall seek and recommend for employment, based on careful investigation, personnel for religious and administrative duties as may be necessary from time-to-time.
- j. **Communications and Marketing:** This committee is charged with maintaining a highly public image of the Congregation through the various available public channels. It will support the efforts of the Membership Committee. It shall have representatives from the Sisterhood, Men's Club, and Membership Committee. It is charged, also, with the organization and issuance of the Congregational Calendar for internal and external usage.
- k. **Technology:** This committee shall be responsible for designing, developing, implementing and maintaining all automated systems to support the various functions of the Congregation.
- l. **Adult / Family Education:** This committee shall be charged with the development of adult and family oriented education programs for the Congregation. It shall also conduct programs / projects to educate existing and potential members who are not Jewish about the tenets of Judaism, with the guidance of the Rabbi.
- m. **Ways and Means:** This committee is charged with developing and implementing fundraising activities and events in conjunction with other committees, auxiliary organizations, and the greater Richmond Jewish community. The chair of this committee will serve on the Budget and Financial Resources Committee in order to align this committee's work with the overall budgetary objectives of the Congregation. All other committees must report their fundraising activities and events to this committee. The Committee is also charged, in conjunction with the Facility Committee, with overseeing the rental of any portion of the buildings and grounds owned or leased by Congregation Or Atid.
- n. **Social Action and Justice:** This committee is charged with developing and implementing congregational activities designed to support the value of tikkun olam. These activities may include, but are not limited to, visiting the sick, providing assistance to congregants and their families, organizing programs to promote awareness of social issues, and participating in interfaith activities that support fundamental Jewish values.

Section 4. A committee, work group, or task force may be formed to investigate, develop, or otherwise address any other subject area deemed necessary by the President and/or the Board for up-to a period of one (1) year.

Section 5. All committees shall make regular reports to the Board through the chair or the appropriate Vice-President.

ARTICLE XVII: PARLIAMENTARY PRACTICE

- Section 1. *Robert's Rules of Order* shall be the standard for parliamentary procedure in the Congregation, in the absence of any other rule or law otherwise governing the procedure.
- Section 2. *Robert's Rules of Orders* shall be enforced by the Parliamentarian, who shall be appointed by the President for a term concurrent with that of the President.

ARTICLE XVIII: CONGREGATIONAL ARCHIVES

- Section 1. The President shall appoint a Congregation Historian who shall be charged with collecting, organizing, and maintaining the Archives of the Congregation.
- Section 2. The Congregational Historian shall serve for a term concurrent with that of the President.

ARTICLE XIX: THE GABBI

- Section 1. The Gabbi shall be elected by the Ritual Committee with due deliberation for a two (2) year term to run concurrently with the term of the President with the concurrence of the President.
- Section 2. The duties of the Gabbi shall be established by the Rabbi and the Ritual Committee. Among these duties and responsibilities are: appointing ushers, care of all books used in religious services, and generally assisting the Rabbi in the conducting of religious services as directed by the Rabbi.

ARTICLE XX: CHARITABLE STATUS

- Section 1. Congregation Or Atid is organized exclusively for religious purposes including for such purposes, the making of distributions to organizations under Section 501 (c) (3) of the Internal Revenue code (or the corresponding section of any further Federal Tax Code.)
- Section 2.
- a. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c)(3) purposes. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
 - b. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any further Federal tax code) or (b) by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Section 3. Under the dissolution of this organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

[This is to certify that Article XX was added as Amendments 1, 2, and 3 to the Constitution and By-laws on September 21, 1989 and are true, correct and complete as approved by our Board of Governors.]

ARTICLE XXI: AMENDMENTS

This Constitution, or any portion thereof, may be amended only in the following manner.

- Section 1. A proposal to amend this Constitution, or to introduce new articles to it, shall be submitted in writing to the Board, either by an ad hoc Constitution and By-Laws Committee appointed by the President or signed by not less than fifteen (15) members of the Congregation in good standing.
- a. The Board shall consider such amendment at its next meeting.
 - b. Upon adoption of the amendment by majority vote of the Board present, the amendment shall be presented to the Congregation for consideration.
 - c. If the Board does not adopt the amendment, it shall not be submitted to the Congregation for consideration except upon the written request of twenty-five (25) members of the Congregation in good standing.
 - d. A two-thirds (2/3) vote of the Congregation's membership present in meeting shall be required for adoption.
- Section 2. A proposal for amendment which has been rejected by the **Board may** not be resubmitted for consideration by the Board of Governors until at least four (4) meetings of the Board have elapsed since the time of last rejection.
- Section 3. This Constitution may not be amended in any portion pertaining to the Board of Trustees so long as any debt of the Congregation is outstanding and endorsed by the members of the Board of Trustees.
- Section 4. The Board may, by majority vote present, propose the adoption of an amendment of this Constitution and By-laws to the Congregation. A two-thirds (2/3) vote of the Congregation membership present in meeting shall be required for adoption.
- Section 5. All amendments to be considered by the Congregation shall be voted upon at its annual meeting or at a special meeting called for such purpose. The notice of such meeting shall include a copy of the proposed amendment.

NOTES

1. The Original Constitution and By-laws written and approved by the Congregation in August, 1986
2. The Original Constitution and By-laws were amended on September 21, 1989 with Article XX.
3. Major Revisions to the Constitution and By-laws were made in January-March, 1994 by the Long Range Planning Committee and approved at the Congregational Meeting on May 22, 1994.
4. The Constitution and By-laws were FURTHER amended and approved by the Congregation on May 21, 1995, May 19, 1996, May 16, 1999, May 16, 2004, May 2007, May 17, 2009 and May 22, 2011.

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