

# CONSTITUTION and BY-LAW

OF

## CONGREGATION *OR ATID* of Richmond, Virginia

*[Revised: February 28, 2022]*

### 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 otherwise set forth, any Jewish person under the standards of United Synagogue of Conservative Judaism, 18 years of age or older, shall be eligible for membership. Membership shall also be extended to any spouse or life partner of any qualifying member and to the parent of any Jewish minor child.

Section 2. There shall be four (4) types of membership.

- a. General Membership: Such membership shall be extended to any member unit (couples, life partners, single parent households, individuals).
  - i. Dependent children under the age of twenty-five (25) who reside with a parent member and/or are full-time students shall be deemed members.
  - ii. Emancipated children of members shall apply for separate Membership.
- b. Employee Membership: The Spiritual Leader(s), Education Director and other employees and their families shall be members in this category of membership, subject to the exceptions noted forthwith.
- c. Honorary Membership: Such membership may be conferred upon any deserving persons, whether they are of the Jewish faith, by The Board of Governors.
- d. Associate Membership: Such membership shall be extended to those individuals not of the Jewish religion who are in the process of conversion. 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 New/Prospective Member subcommittee and reviewed by the Spiritual Leader(s) to determine the qualifications for membership before a report on each application is presented to the Board of Governors.

- Section 4. A member unit may be suspended or expelled by a two-thirds (2/3) 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 their sustaining share for three years as reported by the Treasurer. The Treasurer shall keep such information confidential to the extent possible. Such member unit shall no longer be considered "in good standing".
- Section 5. 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: SUSTAINING SHARE IN LIEU OF DUES**

- Section 1. All member units shall pay a sustaining share subject to modifications pursuant to Section 1a. The amount shall be determined solely by the member unit in their discretion based upon such factors as the overall budget of the synagogue and the members' ability to contribute in a way that sustains the synagogue and is sustainable for their family.
- a. The Board of Governors may vote to replace Sustaining Share with a different financial model as they may see fit.
- Section 2. Employee Members shall not be required to pay a sustaining share.

#### **ARTICLE VI: PRIVILEGES OF MEMBERSHIP**

Member Units in good standing shall enjoy the following privileges:

- a. To have a voice in all meetings of the Congregation, defined as the Board of Governors, Standing and Ad Hoc Committees, Special Meetings, and the Annual Meeting.
- b. To have a vote at Congregational Meetings. Each Member Unit has one (1) vote with the following exceptions:
  - i. Dependent children do not have the privilege of voting.
  - ii. Members who are not Jewish, under the standards of the United Synagogue of Conservative Judaism, shall be entitled to vote on all matters other than ritual.
  - iii. Honorary or Associate Membership does not confer the privilege of a vote at Congregational Meetings.
  - iv. Employee Members and their families are excluded from the privilege of a vote at all Congregational Meetings.
- c. To hold office in the Congregation or serve on any standing or ad hoc committee.
  - i. Only members who are Jewish as defined in ARTICLE IV: MEMBERSHIP Section 1 can be elected to the Executive Committee or as Trustee or serve as Chair of the Ritual Committee or Chair of the Youth Education Committee.
  - ii. Members who are not Jewish may serve on any committee, except for Ritual.
  - iii. Honorary or Associate Members may not hold any office in the Congregation.
  - iv. Employee members 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 that may be established by the Board of Governors, with the guidance of the Spiritual Leader(s) and Ritual Committee.
- e. To enroll their children in the Religious School of the Congregation, subject to rules and regulations that 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 or June of each year at such a date as would be established by the Board of Governors.
- Section 2. Notice of all meetings of the Congregation shall be given by the Congregational Secretary in writing, by e-mail or mail, to all members of the Congregation, directed to their mail or e-mail addresses as they appear on the rolls of the Congregation.
- Section 3. Notice of annual meetings shall be sent not less than thirty (30) days nor more than sixty (60) days prior to such meeting. Notice of special meetings shall be sent not less than ten (10) days nor more than thirty (30) days prior to such meeting.
- Section 4. Special meetings of the Congregation shall be called by the President whenever, in their discretion, it is deemed necessary, and shall also be called by them at the written request of twenty-five (25) member units of the Congregation, in good standing, or of ten (10) members of the Board of Governors. 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. 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 member units present at such meeting.
- Section 5. 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 member units or twenty percent (20%) of the voting member units of the Congregation, including elected officers present. However, if a lesser number is present the meeting may be adjourned to a future date.
- Section 6. Matters shall be decided upon by the Congregation by a majority vote of the member units 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, two (2) appointees of the Board of Trustees and the chairs of standing committees chosen pursuant these Bylaws.
- 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. No person shall serve more than two (2) successive terms as an elected Board member, unless serving as a member of the Executive Committee. A person shall be eligible for election to the Board again three (3) years after their last period of service on the Board.

Section 3. The Spiritual Leader(s) shall be *ex-officio* members of the Board without voting rights.

Section 4. The chairs of Standing Committees shall be members of the Board with one (1) vote per Committee. The appointment shall not create a vacancy in the Board, if the chairperson was also elected to the Board.

Section 5. The Board's Duties and Responsibilities:

- a. It shall be charged with and assume control of and manage 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 this Constitution and By-laws, 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 make such rules and regulations, policies and procedures that are consistent with this Constitution and By-laws, as it may deem advisable by majority vote, for the proper conduct of its meetings and the furtherance of the general purposes of the Congregation.

Section 6. 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 the President or two (2) 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 Governors, the matter may be addressed via electronic mail and/or telephone. Such a matter requires an affirmative vote of two-thirds (2/3) of the voting members of the Board of Governors to be effective. Upon a two-thirds (2/3) affirmative vote, such action shall be as valid as though it had been authorized at a meeting of the Board of Governors.

Section 7. Special meetings of the Board may be called by the President at their discretion and shall also be called by them 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 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 8. 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 to be ratified by the Board of Governors at its next meeting.

- Section 9. 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 10. 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. The Spiritual Leader(s) shall be an *ex-officio* member(s) 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 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. (See Article X: Section 7: Recall Procedure.)

#### **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. No officer shall serve more than two (2) full terms (two (2) years each) in succession in the same office. No officer, other than the Advisor, shall serve more than four (4) consecutive two (2) 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 (2) positions each term.

The elected Officers shall be members of the Board of Governors and shall be:

- a. President or Co-Presidents
- b. Vice Presidents, three (3); however, should the Congregation elect co-presidents, only two (2) 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.
- e. appoint all committee chairs.
- f. 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.
- g. 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-President(s)** shall, individually or collectively, as directed by the President:

- a. assist the President in the discharge of their 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 the duties of that office.
- c. ensure the maintenance of a correct and accurate record of the financial statements of the Congregation by the Treasurer and act as the chair of the Budget and Financial Resources Committee.
- d. 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.
- a. present reports at each **Executive** Meeting covering their areas of responsibility.
- f. serve as *ex-officio* members of committees over which they have jurisdiction, as assigned by the President; and
- g. have such other duties and responsibilities that may be designated by the President.

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. oversee the official correspondence of the Board; and

- 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.

Section 5. The **Treasurer** shall:

- a. approve all accounting and bookkeeping procedures.
- b. oversee the maintenance of a correct and accurate record of the financial standing and/or sustaining share pledge of each member unit of the Congregation and report those with arrearages to the President quarterly and notify all member units of the Congregation of their indebtedness to it preferably monthly.
- c. oversee the keeping of accurate and correct 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.
- d. oversee 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.
- e. obtain from the Synagogue Administrator 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.
- f. make withdrawals upon order from the President, and only by check or voucher, signed by themselves and countersigned by the President or the President's authorized designee; and
- g. 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 they 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.

Section 6. The Advisor shall:

- a. be the Immediate Past President of the Congregation or other similarly qualified individual. They 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 (2) years each) in succession, *i.e.*, the Advisor may succeed themselves 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, twenty (20) certified member units, *i.e.*, all financial obligations to the Congregation are current, of the Congregation. Those signing the petition cannot be Elected Officers, or members of the Board of Governors. The signed petition of twenty (20) certified member units 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, at least thirty (30) days prior to the meeting at which the vote will occur.

#### **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 approved by the Board of Governors and sent to the Congregation 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) member units 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.

#### **ARTICLE XII: PULPIT**

- Section 1. The pulpit of this Congregation shall be occupied by a Spiritual Leader who may be either an ordained rabbi or an ordained cantor, whose ordination would be acceptable to the United Synagogue of Conservative Judaism.
- Section 2. The Spiritual Leaders(s) 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 Spiritual Leaders(s) shall be elected shall be determined by the Congregation upon the recommendation of the Board.
- Section 4. The Spiritual Leaders(s) 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 may 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 six (6) individuals who are members of the Congregation. In the event the Congregation seeks the purchase and ownership of real property, the Board of Trustees 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, pursuant to Code of Virginia §57-8.
- Section 2. The Board of Governors shall submit an annual balanced budget to the Board of Trustees for approval to ensure that the debts and obligations of the Congregation are paid as they mature.
- Section 3. The Board of Trustees shall have the right to review and approve all fiscal matters relating to the operation of the Congregation; and must further review and approve all borrowings of the Congregation.
- Section 4. 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 5. The Board of Trustees shall elect a chair and may adopt the rules and regulations by which it shall be governed by itself.
- Section 6. The chair shall designate two (2) members of the Board of Trustees to serve as voting members of the Board of Governors. Any 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 even if not designated by the chair.
- Section 7. The Board of Trustees shall be elected by the Congregation. Those elected shall serve for a term of six (6) years in overlapping terms and in such a manner that each year the terms of office of those who were elected six (6) years prior to the date of the current election shall expire. The first Board of Trustees shall be appointed by the Board of Governors until a Special election is called or until the next Annual meeting of the Congregation when the Trustees shall be elected in a manner such that the terms of office of two (2) of the Trustees shall expire every 2 years.
- Section 8. 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 at least thirty (30) days prior to the meeting at which a vote will occur.
- Section 9. 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.

#### **ARTICLE XVI: COMMITTEES**

- Section 1. The chair of each Committee 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 unless otherwise specified in these Bylaws.
- 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.
    - I. 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 (2) year term (serves as the chair).
      2. Treasurer – two (2) year term.
      3. Ways and Means Committee Chair – four (4) year term (or as long as serving as that chair).
      4. Appointee of the Board of Trustees, if extant – four (4) year term.
      5. Two or Three (2 or 3) Appointees of the President from the Congregation's membership (if there is no operating Board of Trustees) – four (4) year term.
    - II. The length of term of the appointed committee members is to effect continuity of the

functionality of the committee and they are eligible for re-appointment.

- III. The committee shall present to the Annual Meeting of the Congregation a proposed balanced budget for the following fiscal year for approval. It is charged with:
- a. 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 method(s) to fund it.
  - b. presenting to the Board specific proposals for the solicitation and procurement, investment and administration of Congregational funds and donations; and
  - c. 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 Spiritual Leader(s) shall be member(s) of this committee.
- c. **Ritual:** This committee and the Spiritual Leader(s), shall oversee 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 Spiritual Leader(s) and the Board.
- i. All members of this committee shall be Jewish persons under the standards of United Synagogue of Conservative Judaism.
  - ii. The Committee shall offer to the Spiritual Leader(s) such advice and guidance as they may require regarding the character and mode of the various services.
  - iii. The Committee shall oversee **honors** at services during the High Holy Days and at other times during the year.
  - iv. The Committee shall have the responsibility of electing a Gabbi for a two (2) year term to run concurrently with the term of the President with the concurrence of the President. The duties of the Gabbi shall be established by the Spiritual Leader(s) and the Ritual Committee.
- d. **Membership Engagement:** This committee shall be charged with the engagement of the members of the Congregation and the community and shall act through the following subcommittees.
- i. The New/Prospective Member subcommittee shall be responsible for keeping in touch with Jewish families in the community who are not affiliated with any Congregation, particularly with new families in the community. This subcommittee shall also receive applications for membership, review such applications with the Spiritual Leader(s)' assistance and guidance, and present them to the Board.
  - ii. The Event Planning Subcommittee shall be charged with the responsibility of developing and implementing a range of programs for members' activities (youth, singles, 50+s, young married, LGBTQ+, interfaith etc.) including educational programs. 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 Spiritual Leader(s) and the Board.
- e. The Member Involvement and Inreach Subcommittee shall reach out to and engage with the

membership, particularly those who are not active, to involve them in Congregational activities

- f. **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.
- 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 Spiritual Leader(s) shall be a member of this committee.
- h. **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.
- i. **Communications and Marketing:** This committee is charged with maintaining a highly public image of the Congregation through the various available public channels including social media. It will support the efforts of the Membership Engagement Committee.
- j. **Technology:** This committee shall be responsible for designing, developing, implementing, and maintaining all automated systems to support the various functions of the Congregation.
- b. **Adult Education:** This committee shall be charged with the development of adult 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 Spiritual Leader(s).
- k. **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.
- l. **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. An ad hoc 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 and with the approval of the Board.

- 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 or provision of these By-laws 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: 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. 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.

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.

## **ARTICLE XX: AMENDMENTS**

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

- Section 1. A proposal to amend this Constitution and By-laws, 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) member units of the Congregation.
- 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) member units of the Congregation.
  - d. A two-thirds (2/3) vote of the Congregation's member units present in the 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. 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(s).

### **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.
5. The Constitution and By-laws were FURTHER amended and approved by the Congregation on October 21, 2018. Amendments were made to Articles IV – VIII, XVI and XVII.
6. The Constitution and By-laws were FURTHER amended and approved by the Congregation on February 28, 2022. Amendments were made to Article XII along with related wording throughout; pronoun updates, and minor punctuation and grammatical corrections throughout.

## INDEX

ARTICLE	TITLE	PAGE
I	NAME	1
II	MISSION	1
III	AFFILIATION	1
IV	MEMBERSHIP	1
V	SUSTAINING SHARE	2
VI	PRIVILEGES OF MEMBERSHIP	2
VII	MEETINGS	3
VIII	BOARD OF GOVERNORS	3
IX	EXECUTIVE COMMITTEE	5
X	OFFICERS	5
XI	ELECTIONS	8
XII	PULPIT	8
XIII	THE CANTOR	9
XIV	AUXILIARY ORGANIZATIONS	9
XV	BOARD OF TRUSTEES	9
XVI	COMMITTEES	10
XVII	PARLIAMENTARY PRACTICE	13
XVIII	CONGREGATIONAL ARCHIVES	13
XIX	CHARITABLE STATUS	13
XX	AMENDMENTS	14
NOTES		14
INDEX		15