

TEMPLE BETH AM

Seattle, Washington

CONSTITUTION AND BY-LAWS

(As revised and approved at Congregational Meeting May 20, 2007)

ARTICLE I - NAME

The name of this congregation shall be Temple Beth Am.

ARTICLE II - PURPOSE

Section 1. We are a Reform Jewish congregation organized for the purpose of uniting Jewish people in a consecrated community. This community shall strive for the understanding and promoting of our common heritage through the practice of the religious, moral and ethical concepts and ideals of Judaism in our daily lives. We aspire to achieve these goals through study (*Torah*), prayer (*avodah*), social justice (*tikkun olam*) and acts of loving kindness (*gemilut chasadim*).

Section 2. The congregation emphasizes the participation of the membership to the fullest extent in congregational activities, thereby providing each member with the opportunity for spiritual and personal growth and involvement in the creation of a vital Jewish community.

ARTICLE III - MEMBERSHIP

Section 1. A) Any person of the Jewish faith, 18 years of age or over, may be elected as a member upon approval of his or her application by the governing board of the congregation, hereinafter referred to as the "governing board".

B) Any person, 18 years of age or over, not of the Jewish faith who is: 1) a spouse or domestic partner of a member; or 2) the parent of a Jewish child, who wishes to associate with and follow the principles of this congregation, may be elected as a Non Jewish member upon approval of his or her application by the governing board .

Section 2. The unit of membership shall be the individual, or in case of a family, the immediate family consisting of the marital couple and children or the individual and children. A marital couple is comprised of two adults who are legally married or who are domestic partners. Self-supporting children, over 18 years of age, shall not be deemed part of the unit of membership. A unit of membership may hereinafter be referred to as a " Member Unit".

Section 3. Each of the following members in good standing shall be entitled to vote:

- A) The individual member
- B) In the case of a family, each of the adult members including children 18 years of age or older who are not self-supporting shall each be entitled to one vote.

Section 4. Every applicant for membership shall be called upon by a representative of the membership committee prior to being offered to the governing board for approval.

Section 5. A) Each Member Unit is obligated to make payment to the operating fund and building fund in accordance with policies and procedures established by the congregation and governing board.

B) A Member Unit in good standing is one whose scheduled payments to the operating fund and building fund are completely paid through the last preceding August 31st, November 30th, February 28th, or May 31st, whichever of these dates is the nearest preceding the date of determining the member's status.

Section 6. A member in good standing shall be entitled to all the rights and privileges of membership, including:

- A) Participation in all congregation activities;
- B) Eligibility for election as an officer or as a trustee of the congregation;
- C) Voting at all meetings of the congregation in the manner provided herein;
- D) Attendance of his or her Jewish children at the religious school of the congregation, and having such children become B'nai Mitzvah in the House of Worship of the congregation; in accordance with the rules and regulations of the governing board;
- E) Seats for the immediate family in the House of Worship of the congregation for all services including the High Holidays.

Section 7. A) A Non Jewish Member of the congregation, as defined in Section 1, B) above, in good standing shall be entitled to all the rights and privileges of membership specified in Section 6 except that only Jewish members may:

- i) Vote at Congregational Meetings on matters of religious practice;
- ii) Serve as officers or trustees of the congregation;
- iii) Serve on the Religious Practices Committee;
- iv) Chair any Standing Committee;
- v) Chair Religious School Board.

B) The Rabbi(s) may, at their discretion, limit Non Jewish Members' participation in certain aspects of religious services.

Section 8. A) Associate Members shall be defined as any person of the Jewish faith, 18 years of age or older, who requests dual membership and has primary membership, in good standing, in another synagogue or lives out of state, or other as may be established by the Governing Board.

B) Associate Members:

- i) Are entitled to High Holy Day Tickets
- ii) Shall pay dues at a minimum level as set by the Governing Board;
- iii) Shall have access to clergy in accordance with Rabbinic policy;
- iv) Shall not have voting privileges
- v) Shall not chair any committee or serve on the Governing nor Religious School Board.

ARTICLE IV - GOVERNING BOARD

Section 1. The governing board shall consist of the five officers of the congregation, and fourteen trustees. Thirteen of the trustees shall be members elected by the congregation, and the fourteenth shall be the immediate past president. The Chair of the Religious School Board shall be one of the fourteen trustees.

Section 2. The congregation shall elect each trustee for a term of two years; however, no trustee shall be elected for more than two successive terms.

Section 3. The governing board shall be responsible for the general management of the affairs, funds, records, and property of the congregation. It shall act on all matters of policy not herein otherwise provided for, fill all vacancies on the governing board until an election held at the next congregation annual meeting, and perform such other duties as the members in regular or special meeting may prescribe.

Section 4. The governing board meetings shall be open to all members except for discussion of personnel or legal matters. The governing board shall regularly meet once every month on a week day, and in addition, may meet at the call of the president.

Section 5. Nine voting members of the governing board, including at least two officers shall constitute a quorum. A quorum, once established, shall be deemed to remain in effect for the duration of the meeting. Governing board decisions require a simple majority of those present, but in all circumstances at least seven concurring votes shall be necessary to pass a motion.

Section 6. The governing board must consider for removal any trustee who is absent without adequate excuse from four regular monthly meetings of the governing board in one congregational year.

Section 7. To assure adequate maintenance of the Temple's physical plant so as to protect the congregation's investment in physical assets, an amount equal to 2% of the asset value (acquisition cost) of land, buildings, and equipment, shall be included in the Land, Building and Equipment Fund budget each year. This proposed expenditure need not be itemized for purposes of presenting the budget. Items that are directly anticipated are to be budgeted and approved separately from the 2% line item. Expenditures for land, buildings, or equipment which are required during the year beyond the 2% limit, and those items authorized separately, shall require approval of the congregation.

Section 8. The governing board shall have the authority to establish all professional staff positions when desirable and feasible, and shall define the duties, responsibilities and authority of each position. The governing board shall also have the authority to select and engage personnel and delegate responsibilities to such personnel as it deems appropriate, and establish agreements covering compensation and conditions of employment with individuals for such positions.

Section 9. The governing board shall have the authority for the management of all properties, real and personal, belonging to the congregation, including the sale of securities and investment of funds belonging to the congregation. The purchase, sale, disposition, leasing, or mortgaging of real properties shall be in accordance with Article XII - Administration of Real Estate. The board shall designate the bank or banks for the deposit of congregational funds.

ARTICLE V - OFFICERS

Section 1. The officers of this congregation shall consist of a president, a 1st vice-president, a 2nd vice-president, a secretary, and a treasurer; all to be elected for a term of one year at the annual meeting of the congregation, and they shall take office immediately after election. No officer shall be elected to a particular officer position for more than two full successive terms, with the exception of the Treasurer and Secretary, who may serve up to four consecutive terms if the congregation elects the Treasurer to such additional terms at the annual meeting. The terms as an officer shall be in addition to and distinct from the terms permitted as a non-officer trustee under Article IV, Section 2. (*revised and approved at October 23, 2005 congregational meeting.*)

Section 2. The president shall be the chief administrative officer, whose duties are to act as chair at all congregational and governing board meetings, to appoint committees, of all of which the president is to be an ex-officio member, to call special meetings, to sign all legal documents, to exercise ultimate authority over all persons employed by the congregation with the advice and consent of the governing board as appropriate, and to perform all other duties incident to the office.

Section 3. A) The 1st vice-president shall act for the president in case of the president's absence or disability, and shall devote special emphasis to assist the president, and shall perform such other duties as the president may delegate.

B) The 2nd vice-president shall act for the 1st vice-president in case of the 1st vice president's absence or disability and shall perform such other duties as the president may delegate.

Section 4. It shall be the duty of the secretary to keep the records of the meetings of the governing board, the Executive Committee and congregational meetings, and perform all other duties incident to the office.

Section 5. The treasurer shall monitor the finances of the congregation and help set financial policies and practices . The treasurer shall be responsible for the maintenance of the financial accounts and shall be the disbursing agent of the congregation as authorized by the governing board. The treasurer shall report the financial condition of the congregation monthly to the governing board, shall report to the congregation at all regular or special meetings, as needed, and shall perform all other duties incident to the office.

ARTICLE VI - RABBI

Section 1. The Senior Rabbi (hereinafter referred to as “The Rabbi”) is the spiritual leader of the congregation. The Rabbi shall primarily devote his or her time to serving the religious, educational and pastoral needs of the congregation. The Rabbi shall also aid in promoting the general welfare of the congregation in other activities appropriate to his or her office, interests and abilities.

Section 2. The relationship between the Rabbi and the congregation shall be one of mutual confidence and esteem expressing itself in friendly cooperation. Such cooperation shall include agreement on a proper balance of emphasis on and attention to the tasks of the Rabbi.

Section 3. The Rabbi shall at all times enjoy the freedom of the pulpit to preach and teach Judaism both in its fundamental essence and in its practical applications.

Section 4. The Rabbi shall foster every opportunity to lead the congregation in the study of the Torah. The Rabbi shall be the principal and chief operating officer of the religious school. The Rabbi shall initiate and give direction to all programs of religious education. The congregation shall afford the Rabbi reasonable opportunity to enhance his or her scholarly competence by study and research.

Section 5. The Rabbi shall serve the pastoral needs of the congregation by ministering to all those families and individuals who are in need of his or her services in times of joy and sorrow.

Section 6. The Rabbi shall have the privilege of attending and participating without vote in all meetings of the congregation, the governing board, and all committees except when requested for some special reason to be absent.

Section 7. The engaging of a Rabbi for special activities or programs, or for a temporary period not exceeding one year shall be by the governing board. The engaging of a Rabbi for a period of more than one year shall be in accordance with the following sections.

Section 8. The governing board shall adopt procedures for the selection of the Rabbi candidates and shall recommend candidates to the governing board. Upon approval of the governing board, the recommendation shall be referred to a meeting of the congregation where a two-thirds vote of those present shall be required for the election of the Rabbi. Renewal shall be decided by the governing board.

Section 9. The Rabbi may be elected for such period as mutually agreed upon. A written agreement shall be prepared by the governing board setting forth the conditions of relationship, with one copy entered into the permanent records of the congregation, and one copy given to the Rabbi.

Section 10. At least three months prior to the date of ending of the agreement the Rabbi and the governing board may continue their relationships with a new agreement; or they may terminate the relationship by a written notice submitted by either party effective on the date ending the existing agreement. If no formal action is taken to continue or terminate, the then existing agreement shall be considered renewed for one year.

Section 11. The Rabbi or the governing board may cancel an agreement at any time with the date of termination of relationships effective six months after written notice is given by one party to the other, or otherwise agreed upon.

Section 12. The decision to engage an Associate and/or Assistant Rabbi, and the duties and responsibilities of the Associate/Assistant Rabbi shall be determined by the mutual agreement of The Rabbi and the governing board.

Salary and other terms of employment of any Associate/Assistant Rabbi shall be approved by the governing board. Both the Rabbi and the governing board must approve the selection of any Associate/Assistant Rabbi. An Associate/Assistant Rabbi who is expected to serve more than one year must also be approved by the congregation in accordance with the procedures set forth above.

ARTICLE VII - COMMITTEES

Section 1. The following standing committees shall function continuously. No one shall serve as chair of any standing committee for more than four consecutive years unless a longer term is approved by the governing board. In order to facilitate functional coordination between Temple activities and the governance of the organization, at least one member of the standing committee must be a member of the governing board:

- A) Religious Practices: This committee shall, in cooperation with the Rabbi and with governing board approval, consider and establish observances for the Temple, promote practices in the home that will enhance the values of Jewish living, and in other ways provide opportunities in all aspects of congregational activities to experience and learn about Jewish traditions.
- B) Social Action: This committee, with governing board approval, shall be responsible for providing the congregation an opportunity to give voice to its social conscience by initiating and coordinating programs, activities, and outreach relating to issues of social responsibility, social justice and acts of loving kindness (*gemilut hasadim*), within the Temple community as well as in the broader community.
- C) Membership: This committee, with governing board approval, shall develop and implement procedures for recruiting and approving new members for the congregation as well as for the orientation, integration and retention of members.
- D) Facilities: This committee, in conjunction with professional staff and with governing board approval, shall maintain the buildings and property used by the congregation in good order and repair.
- E) Finance: This committee shall be comprised of at least five members including the treasurer and another member of the governing board and, with governing board approval, shall be responsible for oversight of all Temple fiscal issues including but not limited to the following:
 - (i) Proposing an annual budget to the governing board based on detailed estimates of income and expenses, following solicitation of budget recommendations from all Temple committees and other sources as determined by the president and governing board and presenting the annual budget to the congregation for approval.
 - (ii) Monitoring revenue and expenses during the year and alerting the governing board about major discrepancies from the budget with recommendations for response.
 - (iii) Developing procedures to assure that income through dues and other sources are appropriately assessed and collected.
 - (iv) Reviewing proposed major expenditures not provided for in the annual budget with presentation of recommendations on such matters to the governing board in a timely manner.
 - (v) Implementing appropriate fiscal oversight procedures, which may include audit of financial records, in accordance with Temple policies approved by the governing board.
 - (vi) Coordinating with any Temple groups involved in fundraising or other activities having fiscal impact on the congregation.

- (vii) (vii) Review investment portfolios with a view toward preserving principal, maintaining adequate diversification, risk control and liquidity, and generating a reasonable rate of return.

- F) Executive Committee: This committee shall be comprised of the officers of the governing board and the immediate past president of the governing board and shall act in an advisory capacity to the president and shall perform such duties as the governing board may delegate to it.

Section 2. The president or the governing board also may establish, as needed, service and special committees to focus on specific objectives with composition and responsibilities to be determined by governing board policy.

Section 3. The congregation shall be informed by the president as to the Standing and other committees and the name(s) of the chairs of said committees who have been appointed by the president.

Section 4. The chair of each committee identified in accordance with Sections 1, 2 and 3 shall submit to the Finance Committee a proposed annual budget for their committee and shall, in accordance with policies set out by the treasurer and governing board, monitor expenses and revenues and provide feedback to the overall budget process.

ARTICLE VIII - CONGREGATIONAL MEETINGS

Section 1. The annual meeting of the congregation shall be held on the third Sunday in the month of May unless the governing board selects, not later than thirty days prior to the annual meeting, an alternate day in May. At this meeting reports shall be submitted by the president, the Rabbi, and the treasurer. The treasurer's report shall include a proposed balanced operating budget and identification of the status of all Temple funds. At the annual meeting: (a) a balanced budget for the coming year shall be approved; (b) trustees, officers, Religious School Board members and two delegates from the membership at large for the nominating committee shall be elected and shall take office immediately after the election; and (c) other agenda items submitted to the governing board by March 15 of that same fiscal year, approved by the governing board and identified in the notice of the annual meeting shall be discussed and voted on. Every member of the congregation shall be notified by mail at least ten days prior to the holding of the annual meeting or of any adjourned meeting.

Section 2. Special meetings of the congregation may be called by the president, or at the request of a majority of the governing board, or on written application of ten percent of the membership. The call for a special meeting shall set forth the purpose of the meeting and written notice thereof shall be mailed to such members at least ten days prior to the time of such meeting; no business shall be transacted except that specified in the call.

Section 3. Ten percent of the Member Units in good standing shall constitute a quorum at meetings.

Section 4. Absentee ballots will only be accepted for election of officers and trustees. Such absentee ballots are to be obtained from and delivered to the secretary prior to the time of the election.

Section 5. Unless otherwise provided herein, approval of items at congregation meetings shall be by a majority of those voting.

ARTICLE IX - NOMINATIONS AND ELECTIONS

Section 1. Nominations of all officers and trustees should be made by a nominating committee composed as follows:

- A) Two members elected from the membership at large at the time of the previous general election, to serve a one-year term;

- B) Two members of the congregation, one of whom shall be a member of the Religious School Board, designated by the president three to six months before the next general election, to serve a one year term;
- C) Two members elected by the governing board from their own membership, three to six months before the next general election, to serve staggered two-year terms.

Section 2. The nominating committee shall meet and select a slate of nominees at least two months prior to the general election. Each nominee must accept his nomination. Prior to finalizing its slate of nominees, the nominating committee shall submit an open solicitation to the congregation for members interested in serving on its governing board.

Section 3. The list of nominees shall consist of one nomination for president, at least one nomination for each other officer and at least one nomination for each trustee whose term of office shall expire at the close of the then current fiscal year. The list of nominees for trustees shall include the individual nominated for Chair of the Religious School Board unless that individual is currently a member of the governing board with a remaining portion of his or her term still to be served. The nominee for president shall normally be the incumbent president, if eligible, or the vice president.

Section 4. Nominations by the nominating committee shall be reported to the governing board, and notice of their nominations shall be mailed to the congregation at least one month prior to the election.

Section 5. Nomination for any elective office except president may be made by petition of ten members of the congregation with the approval of the nominee; said nominations to be filed with the secretary at least two weeks before the election.

Section 6. Notice of nominations by petition must be mailed to all members of the congregation at least five days before the election.

Section 7. The 1st vice-president shall automatically succeed to office of the president in the case of a vacancy in the office of the president, and said office of vice-president shall then be considered vacant, to be filled at the next regular meeting of the governing board. If the office of another officer or trustee becomes vacant, the governing board shall appoint his successor at the next regular meeting for the balance of the term.

ARTICLE X - FISCAL YEAR

The fiscal year shall begin on the 1st day of June of each year for the purpose of financial budgeting and reporting, and scheduling payments for the operating fund and building fund.

ARTICLE XI - CEMETERY

Section 1. The congregation may acquire and own land and other property for use as a cemetery.

Section 2. The cemetery when acquired is the property of the congregation which is entitled to use the surplus funds derived from its management. The governing board shall endeavor to set aside enough money to maintain the cemetery in Perpetuity. A special fund may be established for this purpose .

ARTICLE XII - ADMINISTRATION OF REAL ESTATE

Before any purchase, sale or encumbrance of real estate, lease agreement in excess of five (5) years, or any material increase to the debt of the Temple, shall be entered into, the governing board shall ascertain all of the relevant material facts and submit them to the Congregation at a regular or special meeting called for that purpose. It shall require a vote of two-thirds (2/3) of the members present and voting to authorize the submitted transaction. This section shall not apply to real estate gifted to the Temple, except for real estate that has been used for Temple programming for two (2) or more budget cycles. *(Revised and approved at Congregational meeting on May 21, 2006)*

ARTICLE XIII - RULES OF ORDER

The rules of procedure at meetings shall be determined by Roberts Rules of Order, latest revised edition.

ARTICLE XIV - AMENDMENTS

Amendments to this constitution and By-laws shall be presented in writing and shall be proposed by the governing board or by at least ten percent of the Member Units of the congregation, and shall be filed with the secretary. Such amendments may be acted on at any special meeting of the congregation or at any special meeting called for that purpose. Copies of the proposed amendments, with the arguments for and against them, shall be mailed to each Member Unit along with the notice of the meeting at least ten days prior thereto. An affirmative vote of two-thirds of the members present and voting shall be necessary to adopt the amendment.

ARTICLE XV - RELIGIOUS SCHOOL BOARD

Section 1. The Religious School Board shall provide oversight of the overall religious school program. The religious school board's responsibilities shall include:

- A) Working with Director of Education and Senior Rabbi (or designee) to review and develop religious school goals, programs and curriculum;
- B) Reviewing annual budget for religious school proposed by Director of Education prior to presentation to Temple Budget Committee and Governing Board for approval;
- C) Helping to define the role of the Director of Education and providing input to the Director of Education's supervisor on the Director of Education's performance;
- D) Participating in the review and development of policies and procedures for the religious school;
- E) Assisting the Director of Education in coordinating parent involvement in the religious school;
- F) Hearing parental concerns as appropriate, and making a recommendation if issues remain unresolved after the parents have first approached their teacher, Director of Education, and then the Rabbi, in that order.

Section 2. The Religious School Board shall consist of at least 12 members, which include the following:

- A) At least six members of the congregation, including, but not limited to, parents of children representing a variety of age groups;
- B) At least two religious school faculty members;
- C) At least two members of the Governing Board; one of whom shall serve as chair of the religious school board;
- D) The immediate past Chair of the Religious School Board;
- E) A Rabbi designated by the senior Rabbi, provided this position shall be without vote; and

- F) The Director of Education, provided this position shall be without vote.
- G) At least 75% of the voting members shall be Jewish.

Section 3. The congregation shall elect on alternate years approximately one-half of the Religious School Board members identified in section 2 a) through c) above. The term of appointment for these members shall be for two years with a limit of two consecutive terms. If a vacancy occurs during the year, the Chair of the Religious School Board may appoint a replacement member until the next election. Selection of the Chair of the Religious School Board shall occur with the intent that the terms of the President of the Governing Board and the Chair of the Religious School Board overlap by one year. The Chair of the Religious School Board shall not be elected for more than two consecutive one-year terms.

Section 4. The Religious School Board Nominating Committee shall be composed as follows:

- A. Two members elected from the membership of the congregation at large at the time of the previous general election, to serve a one-year term;
- B. Two members of the congregation, one of whom shall be a teacher in the religious school, designated by the Religious School Board Chair, six months before the next general election, to serve a one-year term; and
- C. Two members elected by the Religious School Board from their own membership, six months before the next general election, to serve staggered, two-year terms.

The Religious School Board Nominating Committee shall meet and select a slate of nominees at least two months prior to the general election. Each nominee must accept his/her nomination. The Religious School Board Nominating Committee shall confer with the Director of Education and the Governing Board Nominating Committee for coordination of candidates to be nominated. The individual nominated as Chair of the Religious School Board by the Religious School Nominating Committee, in consultation with the President, Rabbi and Director of Education, shall be forwarded to the Governing Board Nominating Committee for inclusion on the list of nominees for the Governing Board, unless that individual is currently a member of the Governing Board with a remaining portion of his or her term still to be served. Nominations by the Religious School Board Nominating Committee shall be reported to the Governing Board and notice of their nominations shall be mailed to the congregation at least one month prior to the general election.

Section 5. The religious School board shall meet monthly and shall provide regular communications, not less than quarterly, to the Governing Board and the congregation. The Religious School Board shall adopt procedures for conduct of its business. The Chair of the Religious School Board shall report to the Governing Board. Any new policies or changes in policies of the religious school shall be brought to the Governing Board for approval. The Governing Board has the authority to revoke or amend any decision of the Religious School Board.

AMENDMENT TO THE ARTICLES OF INCORPORATION

This language is required by the Internal. Revenue Service for us to have a tax-exempt status:

- 1) This corporation is organized exclusively for religious, charitable, scientific ' or educational purposes within the mean of - Section 501(c)(3) of the Internal Revenue Code.
- 2) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from income tax under Section 501(c)(3) of the Internal Revenue Code.

- 3) Upon the winding up and dissolution of this corporation after paying or adequately providing for the debts and obligations of the organization the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

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