



B'NAI HAVURAH BYLAWS

ARTICLE I – NAME AND PURPOSE

1. The name of this organization shall be “Colorado Jewish Reconstructionist Federation, d/b/a B’nai Havurah, Denver Jewish Reconstructionist Congregation” hereafter referred to as “B’nai Havurah.”
2. B’nai Havurah is and shall continue to be registered as a non-profit organization under the laws of the State of Colorado and the United States of America.
3. The purposes of B’nai Havurah are:
 - a) To foster and develop the spiritual and social welfare of its members and havurot in the best tradition of Jewish study, prayer and community, pursuant to the Reconstructionist philosophy of Judaism; and
 - b) To maintain membership in and contribute to the support of Jewish Reconstructionist Communities in Association with the Reconstructionist Rabbinical College.
4. B’nai Havurah may aid, organize, or cooperate in any cause that has for its purpose the interests of Reconstructionist Judaism or the Jewish People.

ARTICLE II – MEMBERSHIP

1. Eligibility. Any person of the Jewish faith as defined by the Reconstructionist Movement, as well as his or her Jewish or non-Jewish partner, who has completed the orientation process and who undertakes to abide by the bylaws and other materials deemed appropriate by B’nai Havurah, shall be eligible to become members of B’nai Havurah. An exception may be made under special circumstances for a non-Jewish person seeking membership. Such exception shall require the approval of both the Rabbi and the Board of Trustees Chair.
2. Havurot.
 - a) All members shall be strongly encouraged to belong to and participate in a havurah.

- b) For the purposes of this document, a havurah is defined as a group of people drawn together to enhance Jewish life. All members of a havurah must be members in good standing of B'nai Havurah. A havurah shall consist of at least five households who are B'nai Havurah members in good standing, who meet at least three times during the B'nai Havurah fiscal year. A havurah ceases to be a havurah when it no longer meets the criteria stated in the preceding sentence, or when it votes/decides to no longer be a havurah. A havurah that ceases to be a havurah shall promptly notify the Board of that fact.

3. Dues.

- a) Members shall be assessed and shall pay annual dues in accordance with schedules and policies established by the Board of Trustees on the recommendation of the Budget and Finance Committee. Any increase in the annual dues greater than ten percent from the prior year's dues shall be approved by the membership.
- b) No member shall be considered in good standing who is in arrears in payment of dues, assessments or other charges in accordance with the policies and schedules established by the Board of Trustees or who has not made satisfactory arrangements for their payment with the B'nai Havurah Treasurer or the Treasurer's designee.

4. Membership Rights and Privileges. Members in good standing shall be entitled to the following rights and privileges:

- a) to vote at the B'nai Havurah Annual Meeting;
- b) to be nominated to serve as officers of B'nai Havurah;
- c) to be nominated to serve as members of the Board of Trustees;
- d) to attend all B'nai Havurah and havurah services and functions, subject to any applicable fee;
- e) to the services of the Rabbi in officiating at local life cycle events, subject to such regulations as may be established by the Board of Trustees;
- f) to religious school instruction of their children, subject to any applicable fees;
- g) to Bar and Bat Mitzvah, if qualified; and
- h) to other rights and privileges as specified by the Board of Trustees.

5. Membership Expectations.

- a) All members shall be expected and strongly encouraged to volunteer their time and energy for the implementation of the programs and goals of B'nai Havurah.
- b) All members are encouraged to participate in B'nai Havurah programs, religious services, activities, and religious school.

ARTICLE III – FISCAL YEAR

The fiscal year of B'nai Havurah shall commence on January 1 of each year.

ARTICLE IV – BOARD OF TRUSTEES

The affairs of B'nai Havurah shall be governed by a Board of Trustees, constituted in the manner and having the powers and responsibilities set out in this Article, subject to Article IX.

1. Powers and Responsibilities of the Board of Trustees.

- a) The Board of Trustees and each of its members shall have a fiduciary duty to and represent the interests of the entire B'nai Havurah community.
- b) The Board shall have full powers to implement the purposes of B'nai Havurah, which, without limiting the generality of the foregoing, include:
 - i) Establishing the policies of B'nai Havurah.
 - ii) Forming and dissolving ad hoc committees as needed to carry out its responsibilities.
 - iii) Establishing membership dues, subject to Articles II and IX.
 - iv) Approving an annual budget.
 - v) Approving, rejecting or otherwise dealing with reports and submissions of all committees, officers and employees of B'nai Havurah.
 - vi) Making such rules and regulations, consistent with B'nai Havurah's Articles of Incorporation and Bylaws, as it may deem advisable for the proper conduct of meetings and for the furtherance of the purposes of B'nai Havurah.
 - vii) Scheduling meetings of the Board of Trustees and such meetings of B'nai Havurah members as it deems necessary.
 - viii) Approving the addition of any new havurah to B'nai Havurah. Approval shall not be unreasonably withheld.

- ix) Approving any employment contract of fixed term (with the exception of teachers in the Religious School), or terminating any such contract prior to the expiration of its term. For a contract with a Rabbi, a majority vote of Board of Trustees members is required for approving an initial contract, for renewing a contract, and for terminating a contract prior to the expiration of its term. Such decision to enter into, renew, or terminate an employment contract with a Rabbi shall be made at any regular or special Board of Trustees meeting. Notice of the meeting, including notice of the matters to be considered, shall be presented in writing to the membership, at least 30 days prior to the meeting.
 - x) Delegating administrative duties and decisions to B'nai Havurah staff consistent with the staff members' job descriptions.
 - xi) Adopting and amending the Bylaws of B'nai Havurah, subject to Article XII.
2. Composition of Board. The number of members of the Board of Trustees shall be at least 15, and at most equal to the number of havurot plus the number of officers of B'nai Havurah (including the immediate past Chair. The Board of Trustees shall be comprised of the following members:
- a) The officers of B'nai Havurah and the immediate past Chair.
 - b) A member appointed by each havurah that chooses to make such an appointment. A havurah shall decide whether to appoint a Board member in time to present its decision at the April Board of Trustees meeting. At the time that it presents its decision to appoint a Board member, a havurah shall certify that it meets the requirements of Article II. 2. B. Such certification shall be subject to Board of Trustees review.
 - c) Members elected at the Annual Meeting from a slate presented by the Leadership Development Committee and/or from members in good standing nominated from the floor.
3. Leadership Development Committee Procedure.
- a) In order to create the slate referenced in Article IV.2.c), the Leadership Development Committee shall nominate one-half as many members to the Board of Trustees as are appointed by the havurot, subject to the following:
 - i) If this would result in fewer than 15 members of the Board, the Committee shall nominate enough members to bring the total Board membership to 15.
 - ii) If this would result in more than the maximum number prescribed by Article IV.2, the Committee shall nominate enough members to bring the total Board membership to the maximum.

- b) In selecting its nominees for officers and members of the Board, the Leadership Development Committee may nominate any member in good standing and shall use its best efforts
 - i) to create a Board that reflects the diversity of B'nai Havurah's membership;
 - ii) to create a Board with the knowledge and experience to effectively govern B'nai Havurah;
 - iii) to select members who have served on B'nai Havurah committees or have otherwise demonstrated a familiarity with and commitment to B'nai Havurah; and
 - iv) to nominate officers from among past and current members of the Board of Trustees and/or committee chairs.
- 4. Eligibility. Any person who has been a member in good standing for at least two years shall be eligible for appointment or election to the Board of Trustees. A havurah that has existed for fewer than two years shall be exempt from this provision when appointing a member to the Board.
- 5. Term of Service.
 - a) The term of service on the Board of Trustees shall be two years.
 - b) No member of B'nai Havurah shall serve on the Board of Trustees for more than ten consecutive years.
 - c) If a member of the Board of Trustees is absent for three consecutive meetings, or for more than four meetings in a year, that member shall be considered to have resigned from the Board. Exceptions to this provision may be made by the Board of Trustees Chair.
 - d) A member of the Board of Trustees who resigns from the Board may not be replaced until the next year. The Board may make an exception to this provision under exceptional circumstances.
 - e) A member of the Board of Trustees whose havurah ceases to meet the requirements of Article II. 2. b). may complete the year on the Board. The Board may make an exception to this provision under exceptional circumstances.
 - f) A member of the Board of Trustees who ceases to be a member in good standing of B'nai Havurah shall cease to be a member of the Board of Trustees.
- 6. Meetings of the Board of Trustees.

- a) The Board shall meet a minimum of two times per quarter, with the schedule for the next year to be established in June. Notices of such meetings shall be published in *What's Nu* and the B'nai Havurah calendar.
 - b) Special meetings of the Board may be called by the Chair at their discretion, provided that notice of the date and purpose of the special meeting is provided to all Board members at least seven days before the meeting.
 - c) All members in good standing may attend Board meetings. Meetings that deal with personnel or legal issues may be closed to non-members of the Board of Trustees.
 - d) The Board shall hold an annual orientation/evaluation meeting as soon as practical after the Annual Meeting. All current and newly elected Board members shall be encouraged to attend. The purposes of this meeting are:
 - i) to evaluate the past year's activities of B'nai Havurah, and
 - ii) to orient new members of the Board to their duties and responsibilities.
7. Voting. Each member of the Board of Trustees shall have one vote. No member may vote by proxy. A majority of votes cast shall carry any resolution unless a special majority is called for in these bylaws.
8. Quorum. A majority of the number of members of the Board of Trustees shall constitute a quorum for the transaction of business at a Board meeting.

ARTICLE V – RESPONSIBILITIES FOR HIRING, SUPERVISION, EVALUATION, RETENTION AND TERMINATION OF RABBI AND EXECUTIVE DIRECTOR

- 1. Hiring. The Board of Trustees shall be responsible for hiring the Rabbi and Executive Director, taking into consideration the recommendations of the Search Committee.
- 2. Supervision. The Chair shall be responsible for supervising the Rabbi and Executive Director.
- 3. Evaluation. The Chair shall be responsible for assuring that evaluations of the Rabbi and Executive Director are conducted in accordance with the procedures outlined in the Employee Manual.
- 5. Retention and/or Termination. The Executive Committee will make a recommendation to the Board of Trustees taking into consideration previous evaluations and any additional relevant information. The Board of Trustees shall make the final decision.

ARTICLE VI - OFFICERS

The following officers shall be nominated by the Leadership Development Committee from among eligible members of B'nai Havurah: Chair, Chair-elect, Vice-Chair for Education, Vice-Chair for Administration, Vice-Chair for Programs and Services, Treasurer, Secretary. The Chair-elect may also be one of the other officers.

1. Eligibility. Any member in good standing who has been a member of B'nai Havurah for at least two years shall be eligible for nomination as an officer. The Leadership Development committee shall attempt to nominate officers from among current or past members of the Board of Trustees and/or committee chairs.
2. Term of Office. The Chair and Chair-elect shall each serve in their positions for one year. The other officers shall serve for a period of two years. No officer shall be eligible for election to the same office for more than three consecutive terms.
3. Powers and Duties of Officers.
 - a) The CHAIR shall preside at all meetings of the Board and at the Annual Meeting. He or she shall be an ex-officio member of all committees. As stated in Article V, the Chair shall be responsible for supervising the Rabbi and Executive Director. The Chair shall appoint chairs for all standing and ad hoc committees, except that upon request of any Board member, such committee chair shall be voted upon and elected by the Board after having heard the Chair's recommendations. The Chair shall sign all official documents and perform other such functions as authorized and directed by the Board.
 - b) The CHAIR-ELECT shall attend all Executive Committee meetings to learn the functions of the Chair and how the Executive Committee operates. The Chair-elect shall act as Chair in the Chair's absence.
 - c) The VICE-CHAIRS FOR EDUCATION, FOR ADMINISTRATION AND FOR PROGRAMS AND SERVICES shall each work with specific committees and/or functional areas as enumerated in their job descriptions; consult with the Rabbi and staff as appropriate; serve as contact persons for the committee chairs; act as the committee chairs' liaisons to the Board of Trustees; and arrange for regular reports to the Board. The Vice-Chair for Education shall serve as Chair of the Integrated Learning Committee.
 - d) The TREASURER shall;
 - i) Serve as Chair of the Budget and Finance Committee.
 - ii) Have charge of all funds and negotiable instruments of B'nai Havurah.
 - iii) Supervise the collection of all monies due or pledged to B'nai Havurah.

- iv) Arrange for the funds of B'nai Havurah to be deposited, in the name of B'nai Havurah, into a chartered bank or trust company and/or up to \$500,000 of value, either securities or cash, with any Broker/Dealer registered with the Securities and Exchange Commission which is subject to a minimum of \$500,000 of security protection and \$250,000 of cash balance protection provided by the Securities Investor Protection Corporation.
 - v) Make all authorized expenditures.
 - vi) Prepare a financial statement monthly.
 - vii) Present a financial statement to the Board at each Board meeting.
 - viii) Present an annual financial report to the Board.
 - ix) Arrange for the purchase of such insurance coverage, as is authorized by the Board, to protect B'nai Havurah against loss or damage by fire, theft, casualty and liability.
 - x) Keep or cause to be kept all books, documents, and financial records of the transactions of B'nai Havurah.
 - xi) File the necessary documentation as required by government.
 - xii) Keep or cause to be kept records of all monies or endowments and legacies for designated purposes.
 - xiii) Arrange for the deposit of funds designated for endowments into the B'nai Havurah Endowment Funds at the Rose Community Foundation.
 - xiv) Cause to be maintained books of accounting.
- e) The SECRETARY shall be responsible for preparing minutes of Board meetings, Executive Committee meetings, and the Annual Meeting; and for providing official minutes of Board meetings to all Board members.
4. Vacancies. In the event of a vacancy in the Chair, the Board of Trustees shall appoint the Chair-elect to assume, for the remainder of the term, all duties and responsibilities of the Chair. If there is a vacancy in any other office, the Board shall appoint from among its members an officer to assume the position for the balance of the term.

ARTICLE VII – COMMITTEES

1. Chairs. The Board of Trustees Chair shall appoint all committee chairs, subject to Article VI.3.a)
2. Composition. The Chair of each committee shall strive to select a cross-section of B'nai Havurah membership as committee members.
3. Duties and Functions.
 - a) The activities of the committees are subject to the direction and approval of the Board.
 - b) Each committee chair shall report to its respective Officer after each meeting or quarterly, whichever occurs first.
 - c) Committee reports or minutes shall be filed in the B'nai Havurah office.
 - d) All books, records, vouchers, and other documents of the respective committees shall be made available to the Board.
 - e) No committee shall incur expenditures exceeding its budget unless authorized by the Executive Committee (for amounts under \$500) or the full Board (for amounts of \$500 or more).
4. Standing Committees. In addition to any other committees that the Board may establish from time to time, there shall be the following standing committees:
 - a) The EXECUTIVE COMMITTEE shall consist of all officers and the most recent past Board of Trustees Chair. The Executive Committee shall advise the Board of Trustees Chair and the full Board as they request and shall act on an emergency basis, as necessary, between Board meetings. In addition, the Executive Committee shall perform the duties and have the powers that are delegated to it from time to time by the Board of Trustees.
 - b) The BUDGET AND FINANCE COMMITTEE shall be chaired by the Treasurer. This committee shall be responsible for and direct the financial and fiscal affairs of B'nai Havurah. It shall make periodic reviews of the financial operations of B'nai Havurah and report said findings from time to time to the Board. Working with appropriate staff, the committee shall prepare an annual budget of projected income and expenditures in cooperation with the various chairs of the other committees, and shall present such proposed budget annually to the Board at a time set by the Board for approval. It shall review the dues and fee structure of B'nai Havurah annually and shall recommend to the Board any changes it deems advisable.

- c) The LEADERSHIP DEVELOPMENT COMMITTEE shall consist of at least four members in good standing appointed by the Board. The previous past Board Chair shall be requested and encouraged to chair the Leadership Development Committee. This committee will create and implement a program for future leadership development with robust training sessions for Board members and committee chairs. In addition, this committee shall advise all B'nai Havurah members when it is prepared to receive suggestions for B'nai Havurah officers and other Board of Trustees members. At the May Board meeting the Leadership Development Committee shall present to the Board a list of nominees for election as officers and Board of Trustees members.

- d) The MEMBERSHIP/ORIENTATION COMMITTEE, working with the Rabbi and appropriate staff, shall conduct orientation programs for potential new members. Orientation shall include, but not be limited to, an introduction to B'nai Havurah and an introduction to Reconstructionism. Potential members shall receive a copy of these Bylaws as part of their orientation. The Membership/Orientation Committee shall aid in the formation of new havurot and/or in the placement of new members in existing havurot. The committee shall perform membership functions, including but not limited to, membership retention and inreach. Nothing herein shall limit the right of individual havurot to determine membership qualifications, accept new members, and decide on the size of their own havurot.

- e) The PERSONNEL COMMITTEE, shall be responsible for any personnel decision delegated to it by the Board.

- f) The SCHOOL COMMITTEE, working with appropriate staff, shall be responsible for the activities of the school, with the exception of hiring and evaluating school employees and preparation of the school budget. The School Committee shall make recommendations to the School Principal and the Board concerning issues that affect the overall Mission of the School, and shall, with the approval of the Board, set policy for the School. Although the School Committee shall not have responsibility for preparation of the school budget and hiring and evaluating school employees, it shall participate in the preparation of the budget and the hiring, evaluation and/or termination of the School Principal.

- g) The INTEGRATED LEARNING COMMITTEE shall be responsible for development of adult educational opportunities, review of the orientation curriculum, review of the school curriculum as it relates to furthering the mission of integrated learning at B'nai Havurah, and coordination of any other educational activities offered to members of B'nai Havurah. A representative of the School Committee and a representative of the Membership/Orientation Committee shall serve as members of the Integrated Learning Committee.

- h) The BYLAWS COMMITTEE shall periodically (at least once every two years) review these Bylaws and shall recommend amendments for the consideration of the Board.
- i) The RITUAL COMMITTEE, working with the Rabbi, shall be responsible for the public religious and ritual practices of B'nai Havurah, including the content and conduct of all religious services. The Ritual Committee shall not create standards or obligations for personal behavior of individual members of B'nai Havurah.

ARTICLE VIII – ANNUAL MEETING

- 1. Date. The Annual Meeting shall be held no later than May 30 each year. The specific date shall be determined by the Board when it sets its annual calendar pursuant to Article IV.6.a).
- 2. Notice. At least thirty days' notice of the Annual Meeting shall be provided to the membership in a manner to be determined by the Board.
- 3. Quorum. A majority of B'nai Havurah's members in good standing, present or by proxy, shall constitute a quorum at the Annual Meeting.
- 4. Voting. Each adult member in good standing shall have one vote at the Annual Meeting. Members in good standing may vote by proxy in a form to be determined by the Board. Unless otherwise expressly provided, a majority of the votes cast on any matter shall carry that matter.
- 5. Order of Business.
 - a) Review of past year's B'nai Havurah activities;
 - b) Election of Officers and Board members; and
 - c) Other business, including discussion of any topic concerning B'nai Havurah presented by the Board or any member in good standing.

ARTICLE IX – MATTERS REQUIRING MEMBERSHIP APPROVAL

- 1. Subjects. The following matters shall be referred to the membership for decision in accordance with the procedure set out in Section 2 of this Article:
 - a) Any major decision which a majority of a quorum of the Board of Trustees determines would significantly alter the basic structure, philosophy, objectives and/or practices of B'nai Havurah;

- b) Financial assessments of members above the annual dues set by the Board;
 - c) Any increase in the annual dues over 10% from the prior year;
 - d) Issues referred to the membership by the Board; and
 - e) Issues referred to the membership by a member in good standing, who has obtained the signatures on a petition of one-fifth of the members in good standing.
2. Procedure.
- a) Each adult member in good standing shall have one vote.
 - b) The Board will approve a ballot to be sent to each member eligible to vote. The ballots shall be numbered and votes will be anonymous. The ballot shall be provided by U.S. mail and/or electronically in a manner to be determined by the Board. The ballot shall clearly indicate that it must be returned within twenty days of receipt, unless the ballot is sent in July or August, in which case it will state that it must be returned within thirty days of receipt. A majority of the votes cast will carry the matter.

ARTICLE X – INDEMNIFICATION

1. Parties and Matters. B'nai Havurah shall, to the fullest extent provided by law, indemnify any Board member or Officer, committee member, Rabbi, employee, representative, or agent acting on behalf of B'nai Havurah ("Indemnified Parties") against loss, costs and expenses, including counsel fees, reasonably incurred by him/her in connection with any action, suit or proceeding to which he/she may be made a party by reason of his/her service in such capacity as an Indemnified Party.
2. Exceptions. B'nai Havurah shall not provide indemnification in matters in which the Indemnified Party is finally adjudged in the action, suit or proceeding to be liable for breach of fiduciary duty, gross negligence, willful misconduct or criminal behavior.
3. Settlement. In the event of a settlement, indemnification shall be provided only in connection with matters covered by the settlement as to which the Board determines, with the advice of counsel, that the person to be indemnified has not been guilty of breach of fiduciary duty, gross negligence, willful misconduct or criminal behavior in the performance of his/her duties as an Indemnified Party in relation to the matter involved.
4. Other rights. The foregoing rights shall not be exclusive of other rights to which an Indemnified Party may be entitled.

5. Operating Expenses. All liability, loss, damage, cost and expense incurred by B'nai Havurah by reason or arising out of or in connection with the foregoing indemnification provisions shall be treated as operating expenses of B'nai Havurah.
6. Actions by B'nai Havurah. In the event B'nai Havurah brings any action against any person entitled to indemnification, such person shall be entitled to indemnification if such party prevails in the action brought.
7. Insurance. The Board may purchase and maintain insurance on behalf of any person who is or was an Indemnified Party against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, regardless of whether B'nai Havurah would have the power to indemnify him/her against such liability hereunder or otherwise, provided, however, that the cost of such insurance shall be reasonable in relation to the risks involved.

ARTICLE XI – PARLIAMENTARY AUTHORITY

In the event of any dispute regarding the conduct of any B'nai Havurah meeting, *Roberts Rules of Order, Newly Revised*, will be the standard for parliamentary procedure, except where provided otherwise in these Bylaws.

ARTICLE XII – AMENDMENTS

1. Procedure. These Bylaws may be amended by a three-fourths vote of the Board of Trustees at any regular or special meeting of the Board, provided that notice of the meeting at which the amendments will be considered and the amendment(s) have been presented in writing to the membership at least sixty (60) days prior to the meeting.
2. Source of Amendments. Amendments may originate in the Board or from individual members in good standing, in which latter case they will be submitted to the Board for consideration and discussion.

Adopted by the Board of Trustees on May 18, 2015