

# CONSTITUTION AND BY-LAWS OF CONGREGATION BETH YESHURUN

(Approved August 23, 2015)

## ARTICLE I

### Name

This Congregation shall be known as Congregation Beth Yeshurun.

## ARTICLE II

### Mission

Congregation Beth Yeshurun was established to build and maintain a *kehillah*, a religious community encompassing roles as *beit Knesset* – a place to assemble, *beit midrash* – a place to study, and *beit tefillah* – a place to pray.

The mission of Congregation Beth Yeshurun is to be a synagogue that embraces the philosophy and values of Conservative Judaism by providing:

- A spiritual community celebrating the richness and traditions of Torah, prayer and life cycle events;
- A learning community enriching Jewish knowledge and experience for all ages; and
- A caring community encouraging social interaction and *tikkun olam* (repairing the world) in order to strengthen ourselves, our families, the Jewish people, and Eretz Yisrael.

## ARTICLE III

### Membership

Section 1: Classification of Membership. The Board of Trustees is empowered to create membership categories and to define appropriate limitations and restrictions. Membership in the Congregation shall typically fall within one of the following classifications:

- (a) Regular Membership. Any person of the Jewish faith over the age of 34 years shall be eligible for a Regular Membership. A Regular Membership shall entitle the holder thereof to all of the rights and privileges of the Congregation,

including the right to vote and to hold office in the Congregation. The Regular Membership shall include all family members, at least one of whom shall be of the Jewish faith. The non-Jewish member's rights and privileges will be defined by *halakhic* standards, and the customs of Congregation Beth Yeshurun. They will not have the right to vote or hold an office. Family shall be defined as all the members of a household living under one roof (including dependent children and/or dependent parents) as communicated by the person or persons making application for membership.

Regular membership may be extended for a complimentary one year period after marriage or conversion by Congregation clergy or after the marriage of a current Congregation member or child of a current Congregation member.

- (b) Young Adult Membership. Any person of the Jewish faith between 18 and 34 years of age shall be eligible for a Young Adult Membership. A Young Adult Membership shall entitle the holder thereof to all of the rights, privileges, and obligations of a Regular Member of the Congregation, including the right to vote and to hold office in the Congregation.
- (c) Associate Membership. Any person of the Jewish faith who contributes financially to the Synagogue may be eligible for an Associate Membership. An Associate Membership does not have the rights and/or privileges of Regular Membership; however, such Associate Members shall be entitled to receive all Synagogue publications and mailings.
- (d) Dual Membership. Any person of the Jewish faith who holds a concurrent membership at a synagogue in the greater Houston area shall be eligible for a Dual Membership. A Dual Member shall have certain rights and privileges of membership as defined by the Board of Trustees.
- (e) Honorary Membership. Any person of the Jewish faith who is a full-time member of the professional staff of the Congregation, including the rabbi, cantor, executive director, and director of education, and their respective spouses and/or children (through college graduation); and other deserving persons in the community as determined by the Board of Trustees. Honorary members do not have a vote.

Section 2: Application for Membership. Any person desiring membership in the Congregation shall submit in writing an application to the Board of Trustees, which application shall be referred to the Membership Committee. The right to approve or disapprove membership applications may be delegated by the Board of Trustees to the Membership Committee. The Membership Committee functions under policies and procedures determined and approved by the Board of Trustees. Membership once established renews itself automatically from year to year so long as the member complies

with the By-Laws and Rules of the Congregation or until membership is discontinued by death, resignation, suspension or expulsion.

Section 3: Member in Good Standing. A member in good standing is one who satisfies the requirements as defined by the Membership Committee and approved by the Board of Trustees.

Section 4: Resignations. Resignations from membership in the Congregation shall be presented in writing or electronically and addressed to the Membership Committee.

Section 5: Suspensions. Any member not in good standing may be suspended from membership by the Board of Trustees. Such suspension, however, shall not take effect until after 30 days' notice in writing from date of mailing, by registered or certified mail, to the last address of record on the books of the Congregation, shall have been directed to the member. A member thus suspended may be reinstated by the Board of Trustees (or the Membership Committee) upon the payment of all arrears or upon complying with such adjustments or other terms as may be designated by the Board or Membership Committee.

#### ARTICLE IV

##### Privileges and Obligations of Regular Membership

Section 1: Rights and Privileges. Regular members in good standing shall have the following rights and privileges, among others, subject to *halakhic* standard as interpreted by the Senior Rabbi:

- To participate in *tefillah and Talmud Torah* (religious services and study) conducted or sponsored by the synagogue, subject to rules and regulations which may be established by the Board of Trustees, or its designated committee.
- To enroll children in the educational programs, religious school and youth activities of the Congregation, subject to rules and regulations which may be established by the Board of Trustees.
- To participate in the ritual observance of a *Bar/Bat Mitzvah*.
- To secure seating for *Rosh Hashanah* and *Yom Kippur*.
- To participate in the educational, cultural and social programs of the Congregation.
- To attend meetings of the Congregation and to have a voice and a vote at such meetings.
- To call on the clergy and professional staff for Jewish needs, Jewish life cycle events, and pastoral support.
- To secure a location in a Congregation-affiliated cemetery.
- To hold an office in the Congregation, when eligible.

Section 2: Obligations. Members are expected to honor their financial obligations to the Synagogue and to participate in the community *mitzvot* of worship, *tzedakah* (charity), *gemilut chesed* (acts of loving-kindness), *bikur holim* (visiting the sick), *livayat ha-met* (death and mourning obligations), *m'sameah hatan v'kallah* (celebrating marriages), and support of Jewish education.

## ARTICLE V Meetings

Section 1: Annual Meeting. The annual meeting of the members of the Congregation shall be held during the first two calendar months of each year at a time and place to be selected by the President and approved by the Board of Trustees. The annual meeting may be postponed, at the discretion of the Board of Trustees, for a period not exceeding 30 days.

Section 2: Business at Annual Meeting. The following order of business shall prevail at annual meetings of the Congregation:

- (a) Meeting called to order;
- (b) Reports of Officers and Committees;
- (c) Ratification of actions taken by the Executive Committee and Board of Trustees during the previous fiscal year;
- (d) Unfinished business;
- (e) New business;
- (f) Election of Trustees and Officers;
- (g) Discharge of outgoing Trustees and Officers; and
- (h) Installation of Trustees and Officers.

Section 3: Special Meetings. Special meetings of the members of the Congregation may be called in any of the following ways:

- (a) By the President on his own initiative.
- (b) Upon written request of ten or more members of the Board of Trustees, which request shall state the object of the proposed meeting.

- (c) Upon written request of 50 or more Regular Members in good standing of the Congregation, which request shall state the object of the proposed meeting.

At all special meetings no other business shall be presented except that for which it is called and so stated in the notice of the meeting.

Section 4: Notice of Meetings.

- (a) Notice of the annual meeting shall be mailed by post or electronically to each member at his address as reflected by the books of the Congregation at least seven days prior to the date of the meeting.
- (b) Notice of each special meeting shall be mailed by post or electronically to each member at his address as reflected by the books of the Congregation at least ten days prior to the date of the meeting and shall state the object of the meeting. Such notices shall be mailed by the Secretary not later than 30 days after a proper request therefore has been made, as provided in these By-Laws.

Section 5: Quorum. One hundred regular members of the Congregation in good standing shall constitute a quorum for the transaction of business at any annual or special meeting of the Congregation.

Section 6: Voting.

- (a) The voting at all meetings of the members of the Congregation except as limited in Section 6(b) of this article shall be *viva voce*, or by roll call if a majority of the members present and voting shall vote to cast their votes by roll call or by secret ballot if two-thirds of those members present and voting shall vote to cast their votes by secret ballot. No vote shall be cast by proxy.
- (b) Voting for any member of the Board of Trustees shall be by separate ballot, or *viva voce*, where no more than two candidates are nominated for each position. If more than two candidates are nominated for any one position, those persons, with the exception of the two receiving the largest number of votes on the first ballot, shall be eliminated. The two receiving the largest number of votes shall remain for a run-off ballot. In the run-off, a majority of the votes cast shall be required to elect to office. Any election for any officer or Trustee shall be by secret ballot if two-thirds of those members present and voting shall vote to cast their vote by secret ballot.

Section 7: Civility. At all congregational meetings, members shall be required to speak and act with *derekh eretz* (civility; decent respect for others) in order to promote *shalom bayit* (peace in the house). *Lashon hora* (evil words about another individual) shall not be permitted.

Section 8: Parliamentary Procedure. All meetings of the Congregation shall be conducted according to and governed by parliamentary law as referenced in the latest edition of Sturgis' *Standard Code of Parliamentary Procedure* or other edition of parliamentary procedure as determined by the Parliamentarian. The Parliamentarian shall act as an advisor to the President and the Board of Trustees regarding parliamentary matters.

**ARTICLE VI**  
**Board of Trustees**

Section 1: Number. The Board of Trustees shall consist of the Officers, together with no more than 36 other Trustees to be elected by the Congregation at the annual meeting, and such additional Trustees as are, or may be, provided for by these By-Laws.

Section 2: Special Representatives. The Sisterhood and the Brotherhood of the Congregation shall each designate one voting representative to serve on the Board of Trustees. The Chapel Minyan and the Museum Minyan shall each designate one voting representative to serve on the Board of Trustees. Such designations shall be made in January of each year and shall hold office for a one year term. No such designee may serve in such capacity for more than two such successive terms.

Section 3: Senior Advisory Board. The Senior Advisory Board shall consist of not more than ten members of the Congregation in good standing appointed by the President with the advice and consent of the Board of Trustees.

- (a) No person shall be eligible to serve on the Senior Advisory Board unless he shall have had prior service with the Congregation in any of the following capacities and for the respective periods or terms designated:
  - (1) A Vice President, Secretary or Treasurer of the Congregation, or in any combination of such positions, for four years.
  - (2) As a member of the Board of Trustees of the Congregation for at least two terms.
- (b) Each member of the Senior Advisory Board shall be entitled to attend the meetings of the Board of Trustees and to participate in the discussion of all questions arising at such meetings but shall not be entitled to vote as a member of the Board of Trustees.
- (c) The tenure of a member of the Senior Advisory Board shall correspond with the tenure in office of the President from whom he received his appointment.

(d) Any vacancies on the Senior Advisory Board may be filled by the President with the advice and consent of the Board of Trustees.

Section 4: Past Presidents. All Past Presidents of the Congregation, and who are members of the Congregation in good standing, shall be members of the Board of Trustees with full right to vote.

Section 5: Term of Office. At each annual meeting of the Congregation there shall be elected no more than 18 Trustees for each two year term to succeed the members whose terms have expired.

Section 6: Period of Service. Any person who has served as an elected Trustee may be re-elected to such office; provided however, that no person who has served as an elected Trustee for two consecutive terms of two years each may be re-elected for a third consecutive term.

Section 7: Qualification. No person shall be eligible to election to the office of Trustee unless he is a member in good standing and shall have been a member of the Congregation for at least one year prior to election.

Section 8: Regular Meetings. The Board of Trustees shall meet at least once each month, notice of each meeting to be directed by the Secretary to the members of the Board at least three days before said meeting. The President or Board of Trustees, in their discretion, may suspend meetings during the months of July and August of each year.

Section 9: Special Meetings. Special meetings of the Board of Trustees may be called by the President at any time, and shall be called if requested in writing by five or more Trustees. Notice of such special meeting may be given by mail or by telephone or electronically at least five days before the meeting date. At any special meeting of the Board of Trustees, no business shall be transacted other than that specified in the notice of said meeting unless all of the members of the Board are present at said special meeting and no objection is raised for the transaction of any other business.

Section 10: Voting. The vote of a majority of the members of the Board of Trustees present and voting at any meeting at which a quorum is present shall control the action of the Board of Trustees unless otherwise specifically restricted by parliamentary law or by this Constitution and By-Laws.

Section 11: Quorum. Twenty-one members of the Board of Trustees shall constitute a quorum.

Section 12: Attendance at Meetings. If any Trustees shall fail to attend more than three successive regular monthly meetings of the Board of Trustees without good and valid reason for his absence, in the judgment of the Board of Trustees, then such Trustee shall cease to be a member of the Board of Trustees, and the vacancy thereby created shall be

filled as provided in Article V, Section 13, of these By-Laws. The provisions of this section shall not be applicable to the Senior Advisory Board members or to Past Presidents.

Section 13: Vacancies. Any vacancies occurring in the office of an elected Trustee between annual meetings shall be filled by an appointment by the President to be ratified by a majority vote of the Board of Trustees at the next meeting of the Board of Trustees. The person filling the vacancy shall serve the remainder of the term held by the person they replaced. Any vacancy occurring in the office of a Trustee designated as a Special Representative pursuant in Article VI, Section 2 shall be filled by the applicable group.

Section 14: Duties and Powers. The Board of Trustees, without limitation, shall:

- (a) possess any and all powers and authority not otherwise limited by the By-Laws
- (b) execute all measures and proceedings necessary to advance the welfare of the Congregation;
- (c) have the entire charge, control, administration and management of the affairs and business of the Congregation;
- (d) keep or cause to be kept a correct record of its proceedings;
- (e) elect the officers of the Congregation;
- (f) receive all reports of committees and take such action thereon as may be necessary;
- (g) determine the rules governing membership in accordance with the By-Laws and fix, or cause to be fixed, assessments, classes of membership and qualifications for membership;
- (h) have the power to suspend any member who is in arrears in the payment of assessments, or other charges for a period in excess of 90 days as provided in Article XII, Section 5, of these By-Laws;
- (i) act upon all applications for membership and resignations from membership, unless such duty is delegated to the Membership Committee;
- (j) submit to the members of the Congregation for their consideration a suggested detailed budget for the next fiscal year;
- (k) have control of all property of the Congregation, real, personal, or mixed, and regulate the use thereof;



- (l) fix the amount of any indemnity bond or surety bond of any officer or employee of the Congregation and shall approve said bonds, if any;
- (m) for other than capital improvements, have the power to borrow any sum or sums of money not exceeding an outstanding total indebtedness of \$50,000 during one fiscal year from external sources with a majority vote of the Board of Trustees. However, upon a majority vote of voting members of the Board of Trustees present at any meeting, such \$50,000 amount may be increased;
- (n) have the right to borrow money in the Congregation's behalf for capital improvements upon a majority vote of voting members of the Board of Trustees present at the meeting;
- (o) have the power to establish a line of credit upon a majority vote of voting members of the Board of Trustees present at the meeting. However, such vote may not be held unless notice has been provided to all Board of Trustees members either by post or electronically at least 30 days prior to the meeting;
- (p) have the power to authorize the officers of the Congregation to enter into any contract or agreement and shall further authorize the officers of the Congregation to execute, affix the corporate seal thereto, and deliver any deed, mortgage, deed of trust, conveyance, agreement, note, or other obligation in writing;
- (q) designate such bank, banks or trust companies in which the funds of the Congregation or any department thereof shall be deposited;
- (r) consider and act upon, by approval or otherwise, the reports of all officers or employees handling the funds or property of the Congregation;
- (s) annually obtain an outside audit of the Congregation's financial status;
- (t) determine requirements and qualifications for admission to the Religious Schools;
- (u) have the power to elect persons as Honorary Members of the Congregation;
- (v) appoint and, at its discretion, remove or suspend permanently or temporarily such subordinate officers, agents, and/or servants as it deems fit unless otherwise limited by these By-Laws and shall determine their duties from time to time and shall fix their salaries or emoluments;

- ( w ) have the authority to employ all clergy including, but not limited to, a Senior Rabbi, Assistant or Associate Rabbis, a Senior Cantor, and Assistant or Associate Cantors, and to fix their salaries and define their duties;
- ( x ) have the power and authority to terminate or retire from active service any Rabbi or Cantor; and
- ( y ) possess any and all powers and authority not otherwise limited by the By-Laws.

## **ARTICLE VII**

### **Officers**

Section 1: Enumeration. The officers of the Congregation shall consist of a President, a President-Elect, three (3) Vice Presidents, a Secretary and a Treasurer.

Section 2: Election. Following the election of Trustees at the annual meeting of the Congregation, the Board of Trustees elected at such annual meeting, together with the incumbent members of the Board of Trustees, shall, by a majority vote of those present at such annual meeting, elect the officers of the Congregation and each party so elected shall hold office until the next annual meeting or until a successor shall have been elected and qualified.

Section 3: Qualification of Officers. Persons who are eligible to any office shall be members in good standing of the Congregation and shall have been a member of the Board of Trustees for at least one year prior to election. The President shall have served at least two consecutive years on the Executive Committee prior to serving as President.

Section 4: Vacancies. If a vacancy shall occur in the office of President, President-Elect, Vice President, Secretary or Treasurer by reason of death, resignation or otherwise, a successor shall be chosen promptly by the Board of Trustees, provided that the office of President shall be filled by the then current President-Elect. If the President-Elect is unwilling or unable to assume the office of President, the successor will be selected by the Board of Trustees from among the then Vice Presidents of the Congregation.

Section 5: Limit of Terms. No person shall hold the office of President for more than two (2) consecutive one-year terms. There shall be no limit on the number of consecutive terms during which any other officer is permitted to hold any one office.

## **ARTICLE VIII**

### **Duties of Officers**

Section 1: President. The President of the Congregation shall:

- preside at all meetings of the members of the Congregation and at all meetings of the Board of Trustees;
- enforce the By-Laws;
- appoint all committee chairs, except for the Chair of the Nominating Committee;
- to the extent possible, require all officers and members of committees to perform their duties;
- on behalf of the Congregation and in its corporate name, execute all deeds, mortgages, deeds of trust, conveyances, agreements, notes, and all other written obligations and all other legal documents authorized by the Board of Trustees;
- be available to countersign all checks and vouchers, when called upon to do so, providing that they meet his approval;
- appoint a current member of the Board of Trustees to serve as Parliamentarian;
- meet with the Congregation's rabbinical, cantorial and principal executive staff personnel for the purpose of discussing and evaluating their prior year's performance and shall have the right to invite the Executive Committee to participate in such a meeting. These actions should take place each year, prior to such time as the proposed condensed budget has been mailed to members of the Congregation pursuant to Section 1(b) (1) of Article XII (entitled "Budget, Assessments and Pledges") of this Constitution and By-Laws;
- be an ex officio member of all committees except the Nominating Committee and shall not have the right to vote; and
- at the expiration of his term, deliver to the duly qualified successor in office any and all property and effects in the President's possession belonging to the Congregation.

Section 2: President-Elect. The President-Elect shall assist the President in the discharge of the President's duties and during the absence or disability of the President, shall perform all of the duties of the President.

Section 3: Vice Presidents. The Vice Presidents shall assist the President and President-Elect in the discharge of the President's duties and during the absence or disability of the President and President-Elect, shall perform all of the duties of the President. If presidential authority is required during a temporary absence of the president, any two (2) Vice Presidents may sign documents in place of the President providing that a majority of available executive officers are polled and support the proposed action. Each Vice President shall be assigned oversight responsibility by the President for certain standing committees.

Section 4: Secretary. The Secretary of the Congregation shall:

- keep a record of the proceedings of the Congregation and of the Board of Trustees;
- issue all notices required by the By-Laws;
- coordinate with the Executive Director to handle all correspondence to and from the Board of Trustees;
- record all votes at all meetings of the members of the Congregation and of the Board of Trustees;

- execute, with the President, all instruments requiring the signature of the Secretary and shall affix the corporate seal of the Congregation thereto;
- perform all of the general duties incident to the office of the Secretary, subject to the control of the Board of Trustees; and
- shall submit such reports to the Board of Trustees as may be requested by the Board.

In the event of the death, disability, resignation, or removal from office of the Secretary, all books, papers and property of whatever kind, in the possession, control or custody of the Secretary belonging to the Congregation, shall be surrendered to the Congregation.

Section 5: Treasurer. The Treasurer of the Congregation, subject to the supervision and direction of the Board of Trustees, shall:

- oversee the collection of all moneys due the Congregation and the deposit of such funds into the bank or banks designated by the Board of Trustees;
- ensure the maintenance of proper books of account which shall at all times be subject to the inspection of the officers and the members of the Board of Trustees;
- review and approve payment of all bills submitted to the Congregation and, when appropriate, prepare or cause to be prepared checks or vouchers therefore and shall sign the same according to the then-current policies of the Congregation; and
- ensure that a correct and faithful account of all receipts and expenditures is kept.

In the event of the death, disability, resignation, or removal from office of the Treasurer, all books, papers, vouchers, money and property of whatever kind, in his custody or possession belonging to the Congregation, shall be surrendered to the Congregation during the absence of the Treasurer. The Treasurer shall make arrangements with the Congregation's depositories concerning the countersigning of checks as may be determined by the Board of Trustees from time to time.

Section 6: Secretary/Treasurer. The Offices of the Secretary and the Treasurer may be combined into a single office by the Board of Trustees.

## **ARTICLE IX** **Spiritual Leaders**

Section 1: Selection. The Senior Rabbi and the Cantor of the Congregation shall be selected in the following manner:

- (a) A special committee for the selection of the Senior Rabbi or a Cantor, as the case may be, shall be appointed by the President, which committee shall consist of not less than three members of the Board of Trustees together with a reasonable representation of Congregation members in good standing.
- (b) Said special committee shall report to the Board of Trustees the result of its efforts, with recommendation.

- (c) The Senior Rabbi and/or Cantor, as the case may be, shall be selected by a vote of at least two-thirds of those Trustees present at the meeting at which such vote occurs. The terms and conditions of the employment shall be as determined by such two-thirds vote of the Trustees.
- (d) Should the recommendation of the Committee be rejected, the procedure for the selection of a Senior Rabbi and/or Cantor as set forth in Section 1(a), (b) and (c) above, shall again be followed.

Section 2: Duties.

- (a) The Senior Rabbi of the Congregation shall be duly ordained and must be a member in good standing of the Rabbinical Assembly, and shall profess and observe the tenets of Conservative Judaism consistent with the tenets of the Rabbinical Assembly. The Senior Rabbi shall have the responsibility of religious leader, teacher and preacher of the Congregation. He shall also supervise the activities of all Assistant and Associate Rabbis. The Senior Rabbi shall ensure that appropriate clergy are present as needed at all religious services and shall perform all duties pertaining to his office. He shall also perform such other duties in conformity with the dignity of his position as may be assigned to him by the Board of Trustees. He must abide by the Constitution and By-Laws of the Congregation, a copy of which will be furnished to him.
- (b) The Cantor of the Congregation shall profess and observe the tenets of Traditional Conservative Judaism. He shall act as the *ba'al nusach* (religious musical expert) and principal *sheliach tzibbur* (prayer leader) of the Congregation. He shall be available to teach in the religious school and assist in the conducting of other educational activities of the Congregation. He shall ensure that a member of the cantorial staff or designee is available to attend religious services as appropriate and chants the service on all religious occasions and shall perform such other duties as pertained to the office of Cantor. He shall also perform such other duties in conformity with the dignity of his position as may be assigned to him by the Board of Trustees. He shall abide by the Constitution and By-Laws of the Congregation, a copy of which will be furnished to him.
- (c) Duties of Assistant or Associate Rabbi. The Board of Trustees shall have the power and authority to employ an Assistant Rabbi(s) and/or Associate Rabbi(s), and shall fix the salaries and define the duties for such person. The duties and responsibilities of the Assistant and Associate Rabbis shall be assigned by the Senior Rabbi.

Section 3: Disagreement. In the event of any disagreement between the Ritual Committee and the Rabbis or the Cantor, such disagreement shall be submitted to the Board of Trustees. The Ritual Committee, the Rabbis and the Cantor must abide by the ruling of the Board of Trustees.

**ARTICLE X**  
**Professional Staff**

Section 1: Executive Director. The Board of Trustees shall have the power to employ and fix the salary of an Executive Director who need not be a member of the Congregation. Such Executive Director shall not be a member of the Board of Trustees, but should attend all meetings of the Board of Trustees, unless otherwise requested by the Board of Trustees not to attend. The Board of Trustees shall have the power to allocate to the Executive Director such duties of the other officers of the Congregation or other duties as in the judgment of the Board seems proper; and in such event, such specific duties as have been allocated to be performed by the Executive Director shall be carried out.

Section 2: Education Director. The Board of Trustees shall have the power to employ and fix the salary of an Education Director for the William S. Malev Schools which is comprised of the Sunday School, the Religious School, Sulam, and Kehillah High School. Such Education Director need not be a member of the Congregation. The Education Director shall be charged with the responsibility of implementing the policy of the Education Committee and such other duties as may be determined by the Board of Trustees.

**ARTICLE XI**  
**Committees**

Section 1: Appointment of Chairpersons. The President shall appoint the Chairpersons of all Standing Committees. All Chairpersons shall be appointed after the annual meeting and each Chairperson shall be a member of the Board of Trustees. Each Chairperson is limited to serve as Chairperson of a particular committee for two two-year terms unless a longer term is approved by the Executive Committee. The President shall also select the Chairpersons of any *ad hoc* committees created to address special needs.

Section 2: Executive Committee. The Executive Committee shall consist of the officers of the Congregation and the immediate Past President. Four (4) members of the Committee shall constitute a quorum for the transaction of business. The President shall serve as Chairman of the Committee. The Executive Committee shall be vested with the power to act for the Board of Trustees and shall exercise such other powers as may be delegated to it by the Board of Trustees from time to time.

Section 3: Standing Committees. The Congregation may have the following standing committees:

- ( a ) Budget Committee
- ( b ) Audit Committee
- ( c ) Membership Committee

- ( d ) Education Committee
- ( e ) Ritual Committee
- ( f ) Building Properties Committee
- ( g ) *Kabbalat Panim*/Welcoming Committee
- ( h ) Legal Committee
- ( i ) House Committee
- ( j ) Nominating Committee
- ( k ) Personnel and Administrative Practices Committee
- ( l ) Technology Committee
- ( m ) *Hesed*/Social Action Committee
- ( n ) Building Arts and Museum Committee
- ( o ) Investment Committee
- ( p ) Security Committee
- ( q ) Ways and Means Committee

Section 4: Committee Members. Each committee shall consist of at least three members who shall serve until their successor has been appointed and accepted. Members who are not Trustees may serve as members of each committee.

Section 5: Powers of Committees. Committees shall have such powers as may be delegated to them by these By-Laws and such other powers as may be delegated to said committees by the Board of Trustees. The President shall be an ex officio member of all committees with the power to vote, except the Nominating Committee. In addition to the committees named herein, the President may, from time to time, appoint such other committees as the President deems necessary or desirable.

Section 6: Approval of Actions. All actions of all committees, as hereinafter authorized, shall be subject to the action and approval of the Board of Trustees, notwithstanding any other provisions hereinafter set out in these By-Laws.

Section 7: Designation and Duties of Standing Committees. The following standing committees shall have the duties designated:

- (a) Budget Committee. The Budget Committee shall meet when necessary to examine all books, vouchers and accounts of the Congregation. Such Committee shall also prepare a budget showing the estimated annual expense of the Congregation and the anticipated income from dues and other sources necessary to meet such budget, which budget shall be submitted at a meeting of the Board of Trustees.
- (b) Audit Committee. The Audit Committee shall conduct periodic audits of the financial statements of the Congregation. The Committee may have the aid of a Certified Public Accountant, approved by the Board of Trustees, whose fee shall be paid by the Congregation, and shall report thereon to the Board of Trustees.
- (c) Membership Committee. The Membership Committee shall receive and review applications for membership and shall periodically review and re-evaluate member assessments and financial obligations. The Committee shall review records to ensure that all membership assessments and other financial obligations remain current. The Committee shall promulgate rules, subject to approval by the Board of Trustees, as necessary, to carry out its responsibilities. The structure of Congregational assessments and financial obligations may, as required, be revised by the Committee, subject to the approval by the Board of Trustees.
- (d) Education Committee. The Education Committee shall formulate policies, procedures and guidelines and prepare a proposed budget for the operation of the William S. Malev Schools. The Educational Director and a Rabbi shall serve as ex officio members of the Education Committee
- (e) Ritual Committee. The Ritual Committee shall include representatives of the Chapel Minyan and the Museum Minyan and shall cooperate with the Rabbis in formulating policies to be observed in the conduct of all religious services. This Committee shall have authority to recommend changes in the customary ritual or to recommend that certain proposed changes not be established. The Ritual Committee shall, in cooperation with the Rabbis, arrange for services which are in conformance with the religious principles of the Congregation.

The Ritual Committee may appoint sub-committees as necessary to coordinate and schedule the required functions and activities for the High Holidays and other services.

- (f) Building Properties Committee. The Building Properties Committee shall work with the Executive Director to ensure the ongoing maintenance of the



building and physical properties of the Congregation, to keep same in good order and repair, to supervise and direct the operation and use of the building and to make such rules and regulations as may be necessary or advisable in connection therewith.

- (g) Kabbalat Panim/Welcoming Committee. The *Kabbalat Panim* Committee shall serve as the welcoming and inclusion committee for the Congregation and shall be responsible for the retention of existing members and solicitation of new members. It may include subcommittees to provide programs for and communicate with non-affiliated Jewish families in the community to encourage them to become members of the Congregation. The *Kabbalat Panim* Committee shall work with responsible staff and others to sponsor a variety of cultural and recreational activities for the Congregation and shall have the use of Congregational facilities to further such activities.
- (h) Legal Committee. The Legal Committee shall arrange for the representation of the Congregation on legal matters presented to it by the Executive Committee as authorized by the Board of Trustees.
- (i) House Committee. The House Committee shall establish rules for the use and operation of the Synagogue facilities and rooms within the Synagogue, subject to the approval of the Board of Trustees.
- (j) Nominating Committee. Within 90 days after the annual meeting, the Executive Committee shall appoint a Nominating Committee composed of seven members in good standing of the Congregation, three of whom are not on the Board of Trustees and three of whom are members of the Board of Trustees and a Chairperson of the Nominating Committee who must be a current member of the Board of Trustees.
  - (i) Vacancies occurring on said Committee shall be filled by the Executive Committee, maintaining at all times the ratio set out above.
  - (ii) Four members of the Committee shall constitute a quorum for the transaction of business.
  - (iii) Nominations and other matters coming before the Committee shall be decided by a majority of those present and voting.
  - (iv) The Nominating Committee shall make a written report to the Executive Committee at least 60 days before the date set for the annual meeting certifying the Officers and Trustees whose terms of office will expire at the next annual meeting and certifying a slate of candidates duly nominated by it to fill such offices and trusteeships.

One or more candidates for each office to be filled shall be submitted.

- (v) The report of the Nominating Committee shall be submitted at the annual meeting.
- (vi) Nothing herein shall be construed as preventing or abridging the right of any member in good standing to make additional nominations from the floor for any office or for any Trustee. It shall be the duty of the President to call for any additional nominations for every office and for Trustee before proceeding with an election.
- (vii) A member of the Nominating Committee currently serving as a member of the Board of Trustees shall be eligible to be nominated for a second term as a member of the Board of Trustees at the election for which the Nominating Committee is selecting candidates. A member of the Nominating Committee who is not currently an officer of the Congregation shall not be eligible to be nominated for the position of any of said offices at the election for which the Nominating Committee is selecting.
- (k) Personnel and Administrative Practices Committee. The Personnel and Administrative Practices Committee shall interpret and review personnel and administrative policies of the Congregation and the William S. Malev Schools subject to approval by the Legal Committee and the Executive Committee.
- (l) Technology Committee. The Technology Committee shall develop and review policies and procedures relating to technology issues and interact with professional staff to meet the technology needs of the Congregation.
- (m) Hesed/Social Action Committee. The *Hesed*/Social Action Committee is responsible for acting as liaison between the Congregation and its members and with the community in general on charitable matters of mutual interest. The *Hesed* Committee shall develop and maintain a plan to provide kindness and support for congregants at times of need including comfort for the living, visiting the sick, and providing Sabbath meals to families celebrating a new birth.
- (n) Building Arts/Museum Committee. The Building Arts/Museum Committee is responsible for recommending to the Board of Trustees rules, policies and practices relating to the utilization and administration of the Museum of Judaica at the Congregation's premises and shall exercise such responsibilities with respect to the Museum of Judaica as the Board of Trustees may, from time to time, designate for the purpose of carrying out such rules, policies and practices. The Building Arts/Museum Committee is

responsible for approving all gifts of art to the Congregation and art acquisitions by the Congregation as well as the method and location of displaying such works of art.

- (o) Investment Committee. The Investment Committee is responsible for supervising the management of the Congregation's monies set aside for investment according to an investment policy statement as reviewed and approved by the Board of Trustees.
- (p) Security Committee. The Security Committee shall be answerable to the Board of Trustees and shall be responsible for overseeing the security of the physical premises of the Congregation as well as the safety of the individuals visiting same.
- (q) Ways and Means Committee. The Ways and Means Committee shall oversee all fund-raising activities of the Congregation and shall submit proposals of all fund-raising activities to the Executive Committee for review and approval by the Board of Trustees.

## ARTICLE XII

### Budget, Assessments and Pledges

Section 1: Fiscal Year. The fiscal year of the Congregation shall begin on the 1<sup>st</sup> day of July of each calendar year and end on the 30<sup>th</sup> of June of the following calendar year.

#### Section 2: Approval of Budget.

- (a) At least three months prior to the end of the fiscal year, the Budget Committee shall formulate and approve a proposed budget for the forthcoming fiscal year.
- (b) At the April meeting of the Board of Trustees, the proposed budget formulated and approved by the Budget Committee shall be presented to and reviewed by the Board of Trustees. The Board of Trustees may discuss and approve the proposed budget formulated and approved by the Budget Committee or vote on modifications in the proposed budget.
- (c) The proposed budget approved by the Board of Trustees (inclusive of such changes, if any, as were made by the Budget Committee) shall, in condensed form, be mailed by U.S. Mail or electronically to all members of the Congregation not less than 20 days prior to the May meeting of the Board of Trustees at which the proposed budget is to be voted upon by the Board of Trustees.
- (d) At the May meeting of the Board of Trustees, the detailed budget for the forthcoming fiscal year shall be voted upon by the Board of Trustees. At such

meeting, that segment of the meeting related to the budget shall be considered an open meeting and any member of the Congregation in good standing desiring to present his or her views and recommendations shall have an opportunity to appear before the Board of Trustees.

Section 3: Fixing of Assessments and Pledges. The assessments and pledges of all members shall be fixed by the Membership Committee with approval by the Board of Trustees. There shall be a periodic review of the assessments of all members.

Section 4: Payment of all Assessments and Pledges.

- (a) Membership assessments shall be made on a fiscal year basis.
- (b) All assessments shall be prorated and invoiced on a monthly basis. Every member shall complete payment of annual assessments on or before June 30<sup>th</sup> of the calendar year. All pledges shall be due and payable in accordance with the executed pledge agreement.
- (c) All pledges to the building fund that were a pre-requisite to membership are due and payable in the same manner prescribed in the Members Application for Membership and approved by the Board of Trustees.

Section 5: Failure to Pay Contributions, Assessments and Pledges.

- (a) Any member who fails to comply with the provision of Section 4 above and has not met the requirements of a member in good standing as defined by the Membership Committee and approved by the Board of Trustees shall not have the right to vote or hold office or be permitted to enroll his children in the religious school of the Congregation unless prior approval (in writing) has been granted by the Chair of the Membership Committee.
- (b) Any member who fails to comply with the provisions of Section 4 shall be given 30 days' notice of such fact which notice shall provide that he will be suspended if his contributions, assessments or pledges remain unpaid unless satisfactory arrangements are made therefor. The Membership Committee must specifically vote to approve such a notice before it is sent.

Section 6: Reinstatement. Any suspended member may be reinstated by payment of the amount of the arrears due or payment of any other amount agreed to by the Membership Committee consistent with policies approved by the Board of Trustees.

Section 7: Remission or Reduction of Dues. If any member is, by reason of financial difficulty, unable to pay the contributions, assessments or pledges owed, he may file an application to the Membership Committee for a suspension of remission of the contributions, assessments or pledges and the Membership Committee shall review such

request. If the Membership Committee refuses to grant a remission or suspension of dues, such member shall have the right to appeal the decision to the Board of Trustees. A member whose dues or pledge are remitted or suspended shall continue with all the rights and privileges of membership during the period of such suspension or remission.

### ARTICLE XIII

#### Adoption of Constitution and By-Laws and Amendments

Section 1: Adoption of Constitution and By-Laws. This Constitution and By-Laws shall become effective upon adoption by a majority vote of the members of the Congregation present at an annual meeting or special meeting.

Section 2: Method of Amending. This Constitution and By-Laws may be amended at any annual meeting or at a special meeting of the Congregation called for that purpose upon a majority vote of the members present and voting at such meeting.

Section 3: Initiation of Amendments. Amendment to this Constitution and By-Laws may be initiated by any of the following:

- (a) The Board of Trustees may submit such amendments as it deems advisable in its discretion;
- (b) Any member of the Congregation in good standing may submit a proposed amendment by filing a petition requesting the submission thereof signed by not less than 50 members of the Congregation in good standing, which petition must be filed with the Secretary of the Congregation at least 45 days prior to the date of the annual meeting of the Congregation.
- (c) The President shall have the right to submit such amendments as the President deems beneficial.

### ARTICLE XIV

#### Title to Property

Title to all property (real, personal and mixed) shall be taken in the name of and shall be maintained in the corporate name of the Congregation.

### ARTICLE XV

#### Corporate Seal

APPROVED AS AMENDED AT SPECIAL MEETING 8/23/2015

The seal of the Congregation shall be in the form reflected by the signature line of the Secretary on the last page of this Constitution and By-Laws, or in any other manner determined by the Board of Trustees.

**ARTICLE XVI**  
**Suspension of By-Laws**

Any section of the foregoing Constitution and By-Laws, except Article XIII dealing with amendments, may be suspended by a vote of two-thirds (2/3rds) of the members in good standing present at any duly constituted meeting of the Congregation. The effect of such suspension shall be limited to such meeting.

**ARTICLE XVII**  
**Construction**

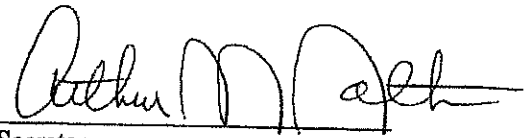
Section 1: Gender Included. Wherever in these By-Laws pronouns of the masculine or feminine gender are used, they shall be construed as also including the other gender.

Section 2: Singular Include Plural. Whenever in these By-Laws the singular or plural is used, such term shall, when appropriate, also include the other.

ADOPTED at the annual/special meeting of the Congregation held on August 23, 2015, and supersedes the prior Constitution and By-Laws, and any amendments thereto.

  
\_\_\_\_\_  
President

ATTEST:

  
\_\_\_\_\_  
Secretary