

Proposed Bylaws Revisions – DRAFT 2-2-2023

Note that Articles IV, V, VI, and VIII were revised and approved in 2022.

Proposed revisions are highlighted.

<u>2013 Bylaws</u>	<u>2022 Proposed Revisions</u>
<p>Article I Name</p> <p>This organization shall be known by the name of Congregation Shearith Israel (the “Congregation”).</p>	<p>Article I Name</p> <p>This organization shall be known by the name of Congregation Shearith Israel (the “Congregation”).</p>
<p>Article II Purpose</p> <p>Section 2.1 <u>General Purpose.</u> The purpose of the Congregation shall be to offer a place in metropolitan Atlanta, Georgia for the advancement of Judaism, to provide people of the Jewish faith a place and opportunity for conducting all services as determined by the Congregation’s Rabbi, to foster the teaching of Judaism for young and old, and to develop the mental, moral and spiritual growth of the members of the Jewish Community. The Congregation is committed to the principles of Conservative Judaism. The Congregation shall exist principally for the benefit of its Members and shall also recognize its role in the community in general and endeavor to be an active participant in that community.</p> <p>Section 2.2 <u>Compliance.</u> The Congregation shall, at all times, be operated in such manner that it qualifies as an exempt organization as said term is referred to in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or any provision corresponding thereto from time to time in effect. The Congregation shall not be operated for pecuniary gain or profit but is organized under, and shall</p>	<p>Article II Purpose</p> <p>Section 2.1 <u>General Purpose.</u> The Purpose of Congregation Shearith Israel shall be to provide a place in Atlanta, Georgia for prayer (Avodah), learning (Torah), and acts of loving kindness (Gemilut Hasidim) in accordance with egalitarian Conservative Judaism. The Congregation shall serve its Membership as well as endeavor to be an active participant in the greater metropolitan Atlanta community.</p> <p>Section 2.2 <u>Compliance.</u> The Congregation shall, at all times, be operated in such manner that it qualifies as an exempt organization as said term is referred to in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or any provision corresponding thereto from time to time in effect. The Congregation shall not be operated for pecuniary gain or profit but is organized under, and shall engage only in lawful acts and activities which may be engaged in by corporations organized under the Georgia Nonprofit Corporation Code. These Bylaws shall be interpreted accordingly.</p>

<p>engage only in lawful acts and activities which may be engaged in by corporations organized under the Georgia Nonprofit Corporation Code. These Bylaws shall be interpreted accordingly.</p>	
<p>Article III Membership</p> <p>Section 3.1 Eligibility. Any adult person of the Jewish faith, as determined by the Congregation’s Rabbi (as defined in Section 7.2), shall be eligible for membership.</p> <p>Section 3.2 Categories. There shall be such categories of membership as shall, from time to time, be determined by the Board of Trustees (the “Board”). pursuant to Section 4.1(c).The Board shall establish the rights, privileges and responsibilities of each category of membership within the context of Sections 3.6 and 3.7.</p> <p>Section 3.3 Applications. Applications for membership shall be made on a form approved by the Board. Applications shall be submitted to the Membership Engagement and Involvement Committee or its designee, which shall report on each application to the Board not later than the first meeting taking place at least thirty (30) calendar days after receiving the application.</p> <p>Section 3.4 Approval of Applications. Once an applicant is deemed to be eligible according to Section 3.1, the applicant shall become a member (“Member”) upon (i) the Board accepting and approving his/her application for membership, which shall be deemed to have occurred unless the Board chooses, in a timely fashion, to deny membership</p>	<p>Article III Membership</p> <p>Section 3.1 Eligibility. Jewish adults (over the age of 18), the spouses or domestic partners of Jewish adults, and, at the rabbi’s discretion, those who are actively pursuing conversion to Judaism, who complete an application and pay annual dues are eligible for membership.</p> <p>Restored Section 3.2 Categories</p> <p>Section 3.2 Categories. There shall be such categories of membership as shall, from time to time, be determined by the Board of Trustees (the “Board”). pursuant to Section 4.1(c). The Board shall establish the rights, privileges and responsibilities of each category of membership within the context of Sections 3.6 and 3.7.</p> <p>Section 3.3 Applications. Applications for membership shall be made on a form approved by the Board. Applications shall be submitted to the Executive Director, who is responsible to report applications to the Senior Rabbi and Board not later than the first meeting taking place or within thirty (30) calendar days after receiving the application.</p> <p>Section 3.4 Approval of Applications. Membership is granted unless there is a Rabbi’s recommendation and/ or a motion to deny the application. Membership may be denied by a</p>

by a majority vote of those members of the Board present and voting; and (ii) arrangements are made for payment of dues in accordance with policies adopted by the Board.

Section 3.5 Membership in Good Standing. Each Member who is current in all financial obligations to the Congregation according to criteria that are established by the Board shall be deemed to be a member in good standing (“Member in Good Standing”).

Section 3.6 Privileges of Membership. Members in Good Standing shall enjoy the privileges set forth below except as specifically limited by the Board pursuant to its authority as delegated in Section 3.2. The limitations of non-member Affiliates, if any, are set forth in Section 3.10. Such privileges are subject to modification by the Board from time to time. Members who are not in good standing shall not enjoy these privileges. Members in Good Standing shall have the following privileges:

- a) To attend and to participate in all religious services and study conducted by the Congregation.
- b) To attend High Holiday services, pursuant to procedures, prices and restrictions as determined by the Board from time to time.
- c) To attend all general and special meetings of the Congregation and meetings of the Board and committees, except (i) as specifically

majority vote of those members of the Board present and voting. After the 30-day period referred to above, membership is established when arrangement is made for payment of dues and the first payment is received.

Section 3.5 Membership in Good Standing. Each Member who is current in all financial obligations to the Congregation according to criteria that are established by the Board shall be deemed to be a member in good standing (“Member in Good Standing”).

Section 3.6 Privileges of Membership. Members in Good Standing shall enjoy the following privileges:

- a) To attend and participate in all activities conducted by the Congregation. Participation by non-Jewish members in religious rituals shall be determined by the Rabbi, in consultation with the Religious Life Committee.
- b) To receive tickets for High Holiday services.
- c) To attend all general and special meetings of the Congregation and meetings of the Board and committees, except (i) as specifically restricted elsewhere in these Bylaws, (ii) when the President shall deem it necessary or appropriate to hold or continue a meeting in Executive Session, or (iii) when restricted by Parliamentary Procedures.
- d) To vote at all general and special meetings of the Congregation.

restricted elsewhere in these Bylaws, (ii) when the President shall deem it necessary or appropriate to hold or continue a meeting in Executive Session, or (iii) when restricted by Parliamentary Procedures.

d) To have a voice and to vote at all general and special meetings of the Congregation. Each adult Member, defined for purposes of these Bylaws as an individual who isa Member in his or her own right (that is, not by virtue of such individual's parent being a Member), shall be entitled to one (1) vote at all general and special meetings of the Congregation. Anything herein to the contrary notwithstanding, a Member must be at least eighteen (18) years of age to be entitled to vote.

e) To hold office in the Congregation, to be a member of the Board, and to serve on Committees of the Congregation in accordance with the terms and conditions of these Bylaws.

f) To enroll his/her/their children in the Religious School of the Congregation, subject to such rules, regulations and tuition policies as shall be adopted by the Board from time to time.

g) To purchase a cemetery lot through the Congregation according to such rules and regulations as shall be adopted by the Board from time to time.

h) To use the Congregation's building for authorized functions, subject to such fees, rules, and regulations as

e) To serve on the Board and serve on Committees of the Board or Congregation. Non-Jewish members may not Chair the Religious Life Committee or serve on the Executive Committee.

f) To enroll his/her/their children in the Religious School of the Congregation, subject to such rules, regulations and tuition policies as shall be adopted by the Board.

g) To purchase a cemetery plot through the Congregation according to such rules and regulations as shall be adopted by the Board and established by the cemetery property.

h) To use the Congregation's building for authorized functions, subject to such fees, rules, and regulations as shall be adopted by the Board.

i) To receive the services of the professional staff and the Clergy for religious functions and life cycle events, at the determination of the Rabbi.

Section 3.7 Expulsion of Member.

a) A Member may be expelled from the Congregation for either of the following reasons:

- 1) Failure to pay dues, assessments, pledges, or other financial obligations in accordance with policies set by the Board; or
- 2) Conduct which brings discredit upon the Congregation, as determined by the Board in its sole discretion.

shall be adopted by the Board from time to time.

i) To receive the services of the professional staff and the Clergy for religious functions and life cycle events, subject to such rules and regulations as shall be adopted by the Board from time to time.

Section 3.7 Expulsion of Member.

a) A Member may be expelled from the Congregation for either of the following reasons:

1) Failure to pay dues, assessments, pledges, or other financial obligations in accordance with policies set by the Board; or

2) Conduct which brings discredit upon the Congregation, as determined by the Board in its sole discretion.

b) A Member who may be expelled pursuant to subsection (a)(1) above shall be expelled by administrative action after failing to comply with the applicable policies of the Board.

c) If there is to be an expulsion for any reason other than that set forth in subsection (a)(1) above, a Member, Officer or Board Member must notify the Board in writing of the alleged justification for expulsion. The notification received by any Officer shall be brought to the Board during Executive Session.

b) A Member who may be expelled pursuant to subsection (a)(1) above shall be expelled by administrative action after failing to comply with the applicable policies of the Board.

c) If there is to be an expulsion for any reason other than that set forth in subsection (a)(1) above, a Member, Officer or Board Member must notify the Board in writing of the alleged justification for expulsion. The notification received by any Officer shall be brought to the Board during Executive Session. If a motion to expel is accepted at the Executive Session, the President or his/her appointee on the Board must notify the Member in writing of the pending motion to expel. This notice shall be transmitted at least 15 calendar days prior to an Executive Session of the Board at which the Member shall have an opportunity to address the Board. Following this opportunity, the Board shall vote on the motion to expel, and approval of the motion shall require a two-thirds (2/3) majority of the full Board. The Member shall be notified, in writing, of the result of the vote on the motion to expel.

Section 3.8 Reinstatements.

a) Any former member of the Congregation who requests reinstatement as a Member shall be required to reapply for membership and must, as a condition to

If a motion to expel is accepted at the Executive Session, the President or his/her appointee on the Board must notify the Member in writing of the pending motion to expel. This notice shall be transmitted at least ninety (90) calendar days prior to an Executive Session of the Board at which the Member shall have an opportunity to address the Board. Following this opportunity, the Board shall vote on the motion to expel, and approval of the motion shall require a two-thirds (2/3) majority of the full Board. The Member shall be notified, in writing, of the result of the vote on the motion to expel.

Section 3.8 Reinstatements.

a) Any former member of the Congregation who requests reinstatement as a Member shall be required to reapply for membership and must, as a condition to reinstatement, pay all unpaid dues, assessments, pledges, and financial obligations which became due and owing prior to termination of such former member's membership.

b) Members expelled for reasons other than financial may only be reinstated after application to the Board and approval of the application by a two-thirds (2/3) majority of the full Board.

Section 3.9 Surviving Obligations.

Termination of membership, either by resignation or by expulsion, shall not relieve that individual from any accrued

reinstatement, pay all unpaid dues, assessments, pledges, and financial obligations which became due and owing prior to termination of such former member's membership.

b) Members expelled for reasons other than financial may only be reinstated after application to the Board and approval of the application by a two-thirds (2/3) majority of the full Board.

Section 3.9 Surviving Obligations.

Termination of membership, either by resignation or by expulsion, shall not relieve that individual from any accrued financial obligations owed to the Congregation at the time of the termination.

Section 3.10 Non-Jewish Membership and Continuation.

a) Any decision relating to the qualification for membership or a privilege of membership set forth in these Bylaws based on being of the Jewish faith shall be made by the Senior Rabbi of the Congregation in consultation with the other clergy of the Congregation.

b) If the Jewish spouse or domestic partner predeceases the non-Jewish spouse or domestic partner, the surviving spouse and their dependents shall be eligible to continue an existing membership.

c) Upon the end of the marriage or domestic partnership, the non-Jewish spouse or domestic partner and their dependents shall be eligible to continue an existing membership.

financial obligations owed to the Congregation at the time of the termination.

Section 3.10 Non-Jewish Affiliation. A non-Jew or non-Jewish family shall not be a Member, but may affiliate with the Congregation with the consent of the Rabbi; provided, however, that if the Rabbi shall give such consent, such individual or individuals shall not have any right to vote and all other terms and conditions of the affiliation shall be set by the Board and shall address, without limitation, policies addressing such matters as:

- a) Participation in the Congregation's religious services and rituals, including life cycle events and other functions, all of which must be consistent with *halacha* as determined by the Rabbi.
- b) Participation in any other religious activities of the Congregation; and
- c) The general financial arrangements.

Article VII Clergy Hiring

Section 7.1 Decision to Hire. Subject to Section 7.4 regarding the process for hiring Clergy, the decision whether to authorize the hiring of Clergy shall be made by the Congregation following recommendation by the Board. Approval of such recommendation shall require the affirmative vote of two-thirds (2/3) of the Members voting (i) in person and (ii) by absentee ballot in accordance with such rules and regulations as shall be

Article VII Clergy Selection

(restored Section 7.1)

Section 7.1 Definitions. "Rabbi" means an individual who has been ordained by an authority satisfactory to the Board. If the Congregation shall have more than one Rabbi, the Board shall clearly designate who is the Senior Rabbi and who (if any) is the Assistant Rabbi (or other designation) in their contracts. "Clergy" means, collectively, the Rabbi

established by the Board, so long as the total number of votes cast is enough to satisfy the applicable quorum requirement for such meeting.

Section 7.2 Definitions. "Rabbi" means an individual who has been ordained by an authority satisfactory to the Board. If the Congregation shall have more than one Rabbi, the Board shall clearly designate who is the Senior Rabbi and who is the Assistant Rabbi in their contracts. "Clergy" means, collectively, the Rabbi and any Assistant Rabbi or Cantor engaged by the Congregation in accordance with the terms of this Article VIII.

Section 7.3 Authority of Rabbi. The Rabbi is the *mara d'atra* and, as such, shall be the *halachic* authority of the Congregation, working with the Religious Life Committee. The authority of any Assistant Rabbi shall be delegated to him/her by the Senior Rabbi, subject to the terms of any contract with the Assistant Rabbi.

Section 7.4 Search, Selection and Contracting Process.

a) Promptly following the authorization to hire Clergy as provided for in Section 7.1, the President shall, subject to the approval of the Board, form a Search Committee comprised of no fewer than nine (9) and no more than thirteen (13) members, at least one-half (1/2) of whom shall not be Board Members at the time of their appointment and all of whom shall be Members in Good Standing. At its first meeting, the Committee shall select a Chairperson and, if unable to do so at such meeting,

and any **other** Rabbi or Cantor engaged by the Congregation in accordance with the terms of this Article VII.

Section 7.2 Authority of Rabbi. The Rabbi is the *mara d'atra* and, as such, shall be the *halachic* authority of the Congregation, working with the Religious Life Committee. The authority of any Assistant Rabbi (**or other clergy**) shall be delegated to him/her by the Senior Rabbi, subject to the terms of any contract with the Assistant Rabbi.

(Formerly 7.1)

Section 7.3 Decision to Hire. The decision whether to authorize the hiring of Clergy shall be made by the Congregation following recommendation by the Board. Approval of such recommendation shall require the affirmative vote of two-thirds (2/3) of the Members voting (i) in person and (ii) by absentee ballot in accordance with such rules and regulations as shall be established by the Board, so long as the total number of votes cast is enough to satisfy the applicable quorum requirement for such meeting.

Section 7.4 Search, Selection and Contracting Process.

a) Promptly following the authorization to hire Clergy as provided for in Section 7.3, the President shall, subject to the approval of the Board, form a Search Committee comprised of no fewer than nine (9) and no more than thirteen (13) Members in Good Standing, at least one-half (1/2) of whom shall not be Board Members at the time of their appointment. At its first meeting, the Committee shall select a Chairperson and,

the President shall select the Chairperson.

b) The Search Committee shall establish the process to be used for such search. The Search Committee shall, as soon as practicable, provide written notice to the Congregation of the general process to be followed for the search, including without limitation a description of the process for Members to vote, in accordance with subsection (c) below, following candidate interviews with the Congregation, candidate presentations to the Congregation, or both.

c) The President shall call a Special Meeting of the Congregation to be held as soon as is practicable after the end of all candidate interviews and presentations for the purpose of a preference vote on such candidates. At such meeting, the Members shall be presented with a ballot that shall set forth the name of each candidate and next to each candidate's name a place to vote on whether such candidate is approved or not approved. Following such vote, the Search Committee shall have the authority to make an offer to a candidate who shall have been approved by a simple majority of those Members who cast a vote for such candidate.

d) Clergy engagement contracts shall be prepared and negotiated by a Contract Committee appointed by the President. The members of the Contract Committee shall include the President and at least one (1) member of the Search Committee and shall be approved by the Board. Once a contract

if unable to do so at such meeting, the President shall select the Chairperson.

b) The Search Committee shall establish the process to be used for such search. The Search Committee shall, as soon as practicable, provide written notice to the Congregation of the general process to be followed for the search, including without limitation a description of the process for Members to vote, in accordance with subsection (c) below, following candidate interviews with the Congregation, candidate presentations to the Congregation, or both.

c) The President shall call a Special Meeting of the Congregation to be held as soon as is practicable after the end of all candidate interviews and presentations for the purpose of a preference vote on such candidates. At such meeting, the Members shall be presented with a ballot that shall set forth the name of each candidate and next to each candidate's name a place to vote on whether such candidate is approved or not approved. Following such vote, the Search Committee shall have the authority to make an offer to a candidate who shall have been approved by a simple majority of those Members who cast a vote for such candidate.

d) Clergy engagement contracts shall be prepared and negotiated by a Contract Committee appointed by the President. The members of the Contract Committee shall include the President and at least one (1) member of the Search Committee and shall be approved by the Board. Once a contract with a candidate shall be approved by the Contract Committee, it

<p>with a candidate shall be approved by the Contract Committee, it shall be presented to the Board of Trustees for approval, and the decision of the Board of Trustees shall be final and binding on the Congregation.</p> <p>Section 7.5 <u>Contract Renewal or Termination.</u> The renewal or termination of the contract with any Clergy shall be upon the recommendation of the Board and voted upon by the Congregation at a meeting called for this purpose and at which a quorum is present. The decision to renew or terminate a contract shall require the affirmative vote of two-thirds (2/3) of the Members voting (i) in person and (ii) by absentee ballot in accordance with such rules and regulations as shall be established by the Board so long as the total number of votes cast is enough to satisfy the applicable quorum requirement for such meeting.</p>	<p>shall be presented to the Board of Trustees for approval, and the decision of the Board of Trustees shall be final and binding on the Congregation.</p> <p>Section 7.5 <u>Contract Renewal or Termination.</u> The renewal or termination of the contract with any Clergy shall be upon the recommendation of the Board and voted upon by the Congregation at a meeting called for this purpose and at which a quorum is present. The decision to renew or terminate a contract shall require the affirmative vote of two-thirds (2/3) of the Members voting (i) in person and (ii) by absentee ballot in accordance with such rules and regulations as shall be established by the Board so long as the total number of votes cast is enough to satisfy the applicable quorum requirement for such meeting.</p>
<p>Article IX Indemnification</p> <p>The Congregation’s trustees, directors, officers, employees, and agents shall be entitled to the broadest indemnification authorized and permitted by Part 5, Section 14-3-850, <u>et seq.</u>, of the Georgia Nonprofit Corporation Code, or any act amending, supplementing or substituting therefor, which provisions are incorporated into these Bylaws by this reference.</p>	<p>Article IX Indemnification</p> <p>Section 9.1 <u>Indemnity.</u> The Congregation’s trustees, directors, officers, employees, and agents shall be entitled to the broadest indemnification authorized and permitted by Part 5, Section 14-3-850, <u>et seq.</u>, of the Georgia Nonprofit Corporation Code, or any act amending, supplementing or substituting therefor, which provisions are incorporated into these Bylaws by this reference. Further, the Congregation shall indemnify and hold harmless to the fullest extent allowed under Georgia law, any officer, director or employee who shall be made a party or threatened to be made a party to any lawsuit or other legal proceeding, or against judgments rendered or liability incurred or amounts paid in settlement</p>

	<p>in connection with any such suit or legal proceeding (including all costs, fines and attorneys' fees) so long as the claim of liability arises from actions taken in good faith by said officer, director or employee in the course of and within the scope of his or her authority as an officer, director or employee. However, an officer, director or employee shall not be entitled to indemnification if the claim arises out of conduct which was fraudulent or in willful disregard of, the policies of the Congregation or the duties of such officer, director or employee. Any officer, director or employee seeking indemnification hereunder shall promptly notify the Board of Directors upon being made a party to any proceedings or upon notice of any potential claim.</p> <p>Section 9.2 Non-Exclusivity. The right to indemnification conferred in this Article XVI shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Congregation's Articles of Incorporation, the Bylaws or any agreement which is entered into by the majority vote of disinterested Directors.</p> <p>Section 9.3 Insurance. The Congregation shall maintain insurance, at its expense, to protect itself and any Director, Officer, Trustee, employee, or agent of the Congregation or another corporation, partnership, joint venture, trust, or other enterprise against any expense, liability, or loss, whether or not the Congregation would have the power to indemnify such person against such expense, liability, or loss under Georgia law.</p>
Article X Amendments	Article X Amendments

Section 10.1 Proposal. A proposal to alter, amend, add to or delete from all or any part of these Bylaws may be made as follows:

a) the Board shall have the right to make any such proposal; or

b) a proposal may be made by Members; provided, however, that any such proposal must be submitted to the President in writing at least forty-five (45) calendar days in advance of an Annual Meeting or Special Meeting of the Congregation and must be signed by at least ten (10) Members in Good Standing.

Section 10.2 Board Recommendation. The Board shall vote upon each proposed alteration, amendment, addition or deletion to these Bylaws which shall be made in accordance with Section 10.1(b) above. At the Annual Meeting or Special Meeting of the Congregation, the Congregation shall be apprised of the recommendation of the Board concerning such proposed change(s).

Section 10.3 Required Vote. These Bylaws may be amended, in whole or in part as contemplated by Section 10.1, at the Annual Meeting or any Special Meeting of the Congregation by a two-thirds (2/3) favorable vote of those Members present and voting.

Section 10.1 Proposal. A proposal to alter, amend, add to or delete from all or any part of these Bylaws may be made as follows:

a) the Board shall have the right to make any such proposal; or

b) a proposal may be made by Members; provided, however, that any such proposal must be submitted to the President in writing at least forty-five (45) calendar days in advance of an Annual Meeting or Special Meeting of the Congregation and must be signed by at least ten (10) Members in Good Standing.

Section 10.2 Board Recommendation. The Board shall vote upon each proposed alteration, amendment, addition or deletion to these Bylaws which shall be made in accordance with Section 10.1(b) above. At the Annual Meeting or Special Meeting of the Congregation, the Congregation shall be apprised of the recommendation of the Board concerning such proposed change(s).

Section 10.3 Required Vote. These Bylaws may be amended, in whole or in part as contemplated by Section 10.1, at the Annual Meeting or any Special Meeting of the Congregation by a two-thirds (2/3) favorable vote of those Members present and voting.