

CBI Bylaws Revision – FINAL DRAFT 8/28/18

ARTICLE I: NAME

The name of the Congregation is CONGREGATION B'NAI ISRAEL OF ST. PETERSBURG, FLORIDA, Inc., hereafter referred to as "CBI".

ARTICLE II: PURPOSE

The purpose of CBI is to promote, administer, and maintain a Conservative synagogue which meets the needs of its members and the greater Jewish Community of St. Petersburg and Pinellas County, Florida through religious, educational, cultural, and recreational programs and activities.

ARTICLE III: MANNER OF WORSHIP

The religious services of CBI are conducted consistent with the Standards for Synagogue Practice of the United Synagogue of Conservative Judaism.

ARTICLE IV: MEMBERSHIP

Section 1: Any person of the Jewish faith, 18 years of age or older, who is not a dependent, and who is interested in the welfare of the Congregation, is eligible for a voting membership in CBI and entitled to one vote. The non-Jewish spouse or domestic partner of a voting member, or the non-Jewish survivor of a deceased voting member is eligible for a non-voting membership in CBI.

Section 2: Membership dues and assessments are established by the Board of Trustees. Membership categories include:

Household Membership – A Household Membership is defined as more than one adult who meets the criteria for membership in Section 1, and their dependent children living in the same household. A Household Membership has no more than two votes.

Individual Membership – An Individual Membership is defined as one adult who meets the criteria for membership in Section 1, and any dependent children, or the surviving spouse or domestic partner of a voting member and any dependent children.

Section 3: Special Membership Categories

(a) Honorary Membership – The Board may confer honorary membership upon persons who have distinguished themselves in their support of CBI and/or the

greater Jewish Community. Honorary members do not have a vote and may not serve on the Board of Trustees or Executive Committee.

- (b) Seasonal Membership – Individuals or households who do not maintain a permanent residence in the Tampa Bay area, but maintain a secondary residence, may join CBI through Seasonal Membership. Seasonal members do not have a vote and may not serve on the Board of Trustees or Executive Committee.
- (c) Associate Membership – Individuals or households who are current members of another synagogue may join CBI through Associate Membership. Associate members do not have a vote and may not serve on the Board of Trustees or Executive Committee.
- (d) Life Membership – Individuals or Households who have been members of CBI in good standing for 50 years are Life Members. The years need not be consecutive. Life Membership does not change any membership unit’s previous right to vote or ability to serve on the Board of Trustees or Executive Committee.
- (e) Staff Membership - Paid staff of CBI, of the Jewish faith, their spouse or domestic partner, and their dependent children are Staff Members. Staff Members have the right to vote but may not serve on the Board of Trustees or Executive Committee.

Section 4: Membership Application

- (a) All applications for membership in CBI are to be executed and signed by the applicant. An online application may be submitted with an e-signature.
- (b) A majority vote of the Board of Trustees is required to approve membership.

Section 5: Members in Good Standing - A member is in good standing when they are current on membership financial obligations.

Section 6: Suspension or Termination of Membership - Upon written notice to the member from the President or Treasurer, the Board of Trustees may suspend or terminate a membership for failure to honor financial responsibilities to CBI. The Board of Trustees, without notice, and upon a two-thirds vote, may suspend or terminate a

membership for conduct that is injurious to the welfare of, or reflects poorly upon, or that is contrary to the Purpose of CBI, as defined in Article II.

ARTICLE V: FINANCIAL COMMITMENTS

Section 1: Assessments - The Board of Trustees may assess dues, assessments, or any other financial obligations upon the membership of CBI. Members will act in good faith to fulfill their financial obligations to CBI.

Section 2: Special Accommodations - Members of any category may request and receive special accommodations regarding their financial responsibilities to CBI. Only the President and Treasurer, and their designees, may extend these accom- modations, which otherwise remain confidential.

ARTICLE VI: BENEFITS AND PRIVILEGES OF MEMBERSHIP

Section 1: Members in good standing receive the following benefits and privileges subject to the rules, regulations, and policies of CBI:

- (a) To exercise all voting privileges permitted by these Bylaws and the Articles of Incorporation.
- (b) To serve on the Board of Trustees, except as provided in Article IV.
- (c) To enroll their children in the religious schools and to hold their Bar or Bat Mitzvah in the Synagogue.
- (d) To attend all religious services.
- (e) To participate in Youth and Adult Activities programs.
- (f) To utilize Clergy, or upon their unavailability, Clergy's designee, to officiate at Jewish Life Cycle events, and to use the Synagogue building for Jewish Life Cycle events, at an established rate.
- (g) To join the Mitzvah Men's Club or Sisterhood.
- (h) To serve on committees.
- (i) To have any other privileges extended by CBI and its Board of Trustees.

Section 2: Annual Meeting - CBI will hold an annual meeting of its members in the spring of each year. The President or Secretary will notify the membership of the date, time, location, and agenda of the meeting at least 14 days in advance. This notice may be via U.S. Mail or e-mail.

Section 3: Special Meetings - The Board of Trustees, by a majority vote, may call a special meeting of the members of CBI. Any 25 members in good standing may also call a special meeting by submitting their written request and signatures to the President. Such special meetings may transact only the business for which they were called. The President or Secretary will notify the membership of the date, time, location, and agenda of the meeting at least 5 days in advance. This notice may be via U.S. Mail or e-mail.

Section 4: Quorum for Annual and Special Meetings - 50 voting members, in good standing, constitute a quorum of any Congregational meeting. Absentee ballots are not counted to constitute this quorum.

ARTICLE VII: OFFICERS

Section 1: The Elected Officers consist of a President, First Vice President, Second Vice President, Third Vice President, Secretary, and Treasurer.

Section 2: The President will appoint a Parliamentarian. The Parliamentarian does not have a vote on matters coming before the Executive Committee or Board of Trustees.

Section 3: Officers serve a term of two-years. All terms of office begin on the first day of CBI's fiscal year, which is July 1.

ARTICLE VIII: OFFICER DUTIES

Section 1: President: The President is the Chief Executive Officer of CBI. The duties of the President are:

- (a) To chair the meetings of the Board of Trustees, Executive Committee and the Congregation.
- (b) To enforce the Articles of Incorporation and Bylaws of CBI.
- (c) To appoint chairpersons of all standing committees and any other committees which may be created by the Board of Trustees, unless otherwise provided.
- (d) To create any other committees which he/she may deem necessary to carry out the objectives of CBI.
- (e) To sign all official documents, to be an authorized signatory on all CBI accounts, and to be the custodian of all titles, documents and books of records belonging to CBI.

- (f) To call Special Meetings as authorized by Article VI, Sections 2 and 3 of these Bylaws.
- (g) To sign all legal or financial documents after proper authorization by the Board of Trustees, if such authorization is required.
- (h) To appoint the Parliamentarian. If the Parliamentarian is absent from any meeting, the President has the discretion to appoint a temporary Parliamentarian for such meeting.
- (i) To serve as, or to appoint, a delegate to Regional and National meetings of the United Synagogue of Conservative Judaism and to such other groups with which CBI is affiliated.
- (j) To serve as a member of all committees. The President shall not serve on the Nominating Committee.

Section 2: First Vice-President: The duties of the First Vice-President are:

- (a) To chair any standing or special committees as directed by the President.
- (b) To assist the President in the discharge of his/her duties.
- (c) To assume the office of President in the case of the President's resignation, death, or removal from office.
- (d) To discharge the duties of the President during any period of disability or absence.

Section 3: Second Vice President: The duties of the Second Vice-President are:

- (a) To chair the Personnel Committee and any other standing or special committees as directed by the President.
- (b) To assume the office of First Vice-President, in addition to his/her duties as Second Vice-President, in the case of the First Vice-President's resignation, death, or removal from office.
- (c) To discharge the duties of the First Vice-President during any period of disability or absence.
- (d) To ensure the maintenance and confidentiality of CBI's personnel records.

Section 4: Third Vice-President: The duties of the Third Vice-President are to coordinate and supervise the fundraising activities of CBI and to serve on any standing or special committees as directed by the President.

Section 5: Secretary: The duties of the Secretary are:

- (a) To record the proceedings of all meetings of the Executive Committee, the Board of Trustees, and the Congregation, and to maintain the records of these meetings.
- (b) To list under separate cover all motions which have been passed.
- (c) To ensure that all amendments to these Bylaws, or the Articles of Incorporation are recorded.
- (d) To perform those duties, along with the Treasurer, as described in Article XI, Section 7 of these Bylaws regarding absentee ballots.
- (e) The Secretary must ensure that Notice sent pursuant to these Bylaws is timely.

Section 6: Treasurer: The Treasurer is the Chief Financial Officer of CBI. The duties of the Treasurer are:

- (a) To chair the Finance Committee.
- (b) To supervise the preparation and presentation of the budget to the Congregation at the Annual Meeting.
- (c) To serve on the Investment Committee.
- (d) To be responsible for all funds and accounts of CBI.
- (e) To be an authorized signatory on all accounts of CBI.
- (f) To ensure proper accounting procedures.
- (g) To maintain a list of all members in good standing who are eligible to vote.

Section 7: Parliamentarian: The duties of the parliamentarian are:

- (a) To interpret Roberts Rules of Order as required by the President or presiding officer of meetings of the Executive Committee, Board of Trustees, or the Congregation.
- (b) To maintain the Bylaws of CBI and to chair the Bylaws Committee.

(c) To ensure that the Officers and Trustees of CBI operate within the parameters of the Articles of Incorporation and these Bylaws.

Section 8: All Officers, except the Parliamentarian, may serve as signatories on CBI's financial accounts.

ARTICLE IX: BOARD OF TRUSTEES

Section 1: Composition: The Board of Trustees of CBI consists of eight elected members in good standing, the elected Officers, Parliamentarian, Immediate Past President, and one delegate chosen by both the Sisterhood and Mitzvah Men's Club.

Section 2: Voting Privileges: Only the elected Officers and Trustees, the Immediate Past President, and the Sisterhood and Mitzvah Men's Club delegates have the right and responsibility to vote on the Board of Trustees.

Section 3: Meetings and Quorum: The Board of Trustees will hold at least 10 monthly meetings during each fiscal year.

The President has the authority to call for an electronic vote of the Board of Trustees on specific issues which are time-sensitive or deemed an emergency. The Board of Trustees will vote to ratify such electronic votes at its next scheduled meeting.

50 percent plus one of the voting members of the Board of Trustees constitute a quorum.

Section 4: Elected Trustees serve two year terms. These terms are staggered with the Congregation electing 4 Trustees each year. All terms of office begin on the first day of CBI's fiscal year, which is July 1. These terms will commence with the election of the Board of Trustees for FY 2019-2020.

Section 5: Executive Committee: The Executive Committee consists of the elected Officers of CBI, the Parliamentarian, and the Immediate Past President. The Executive Committee has general supervision of the affairs of CBI, but may not take action conflicting with the authority of the Board of Trustees. The Executive Committee, as one of its functions, makes recommendations to the Board of Trustees. The President calls its meetings when he/she deems it necessary. A quorum consists of 4 members.

Section 6: No more than one member of a household may serve on the Board of Trustees at the same time.

Section 7: If the Immediate Past President is unable, unwilling, or unqualified to serve, the President appoints another past president whom the Board of Trustees then approves.

ARTICLE X: DUTIES AND RESPONSIBILITIES OF THE BOARD OF TRUSTEES

Section 1: The duties of The Board of Trustees are to:

- (a) Have care, custody and control of CBI's real and personal property except as otherwise provided; make and enforce rules and regulations governing the use of its property; and enter into contracts in the name of CBI through its appropriate Officers regarding its property.
- (b) Submit for approval by the membership of the Congregation any acquisition, disposition, sale or encumbrance of real property, the value of which is in excess of 25% of the current budget.
- (c) Submit for approval by the membership of the Congregation any expenditure that is not budgeted, except those funded by gifts, grants or bequests, which exceed 12.5 % of the current budget, and have authority to borrow necessary funds for purposes of carrying out the normal functions of CBI unless required to seek membership approval pursuant to subparagraph (b) of this Section.
- (d) Approve the submission of the annual budget to the membership of the Congregation for approval.
- (e) Have discretion to reject any gifts, grants, or bequests deemed not to be in the best interest of CBI.

Section 2: The Board of Trustees must approve the terms and conditions of the employment of a Rabbi, Cantor, or other clergy.

Section 3: The Board of Trustees has the authority within the approved budget to engage, or dismiss, professional, administrative, and support personnel as deemed necessary to further the objectives of CBI. The Board may delegate such authority to parties of its choosing.

Section 4: The Board of Trustees has the authority and obligation to retain legal counsel for CBI to assist with its legal needs as necessary.

Section 5: Each member of the Board of Trustees has a fiduciary duty of care, loyalty, and fidelity to purpose to CBI. Each member of the Board of Trustees must also actively participate in synagogue life.

ARTICLE XI: NOMINATIONS, ELECTIONS, AND REMOVAL OF BOARD MEMBERS

- Section 1: Nominating Committee: The Nominating Committee consists of no less than three nor more than five members in good standing, including at least one past president, as Chair, and one member of the most recent Nominating Committee. It is the purpose of the Nominating Committee to propose a slate of Officers and elected members of the Board of Trustees. The Board of Trustees, after its approval, submits the proposed slate to the Membership of the Congregation pursuant to Article VI, Section 2 of these Bylaws.
- Section 2: Nomination by Petition: Nominations for Officers and elected members of the Board of Trustees may also be made by petition with the signatures of at least 25 members in good standing of the Congregation. The petition is timely if it is submitted to the President and Secretary of CBI no later than 7 days prior to the Annual Meeting, where it will be submitted to the Congregation.
- Section 3: Vacancies: Upon the vacancy of any elected Officer or Trustee position the President must recommend a replacement within a reasonable period of time. The Board of Trustees must approve these recommendations and the replacement will serve the remainder of the term.
- Section 4: Dismissal by the President: The President has the authority to dismiss any member of the Board of Trustees due to unexcused absences from more than 2 consecutive meetings, or from 4 meetings within the fiscal year, or due to the member no longer being in good standing.
- Section 5: Dismissal by the Board: The Board of Trustees, at a regular or special meeting, upon 5 days written or electronic notice, for due cause, and after careful consideration, may remove any elected or appointed Officer or Trustee by a two-thirds vote of the members present.
- Section 6: Manner of Election: All elected Officers and Trustees are elected by a majority of the members in good standing present, or by absentee ballot, at the Annual Meeting. A member in good standing is defined in Article IV, Section 5.
- Section 7: Absentee and Secret Ballots:
- (a) Absentee ballots are permitted at Congregational Meetings. These ballots are obtained from, and submitted to the Synagogue office at least 48 hours prior to the meeting. The eligibility of the member to vote by absentee ballot, and

the validity of the ballot, is determined by the Secretary, and is final and confidential. Absentee ballots do not count towards a Quorum.

- (b) The absentee ballot becomes invalid in the event that a motion for which it was intended is amended.
- (c) Voting by proxy is not permitted at Congregational Meetings.
- (d) There must be a secret ballot for elections held by the Congregation, except where the candidates run unopposed.

ARTICLE XII: CLERGY

Section 1: Only ordained Conservative rabbis may serve as Rabbi for CBI. The selection of a Rabbi should be in accordance with the rules of the Joint Commission on Rabbinic Placement of the Jewish Theological Seminary, the Rabbinical Assembly, and the United Synagogue of Conservative Judaism.

Section 2: The selection of a new Rabbi is made upon the recommendation of the Rabbinic Search Committee, as defined in Article XIII, Section 4, of these Bylaws. This recommendation must be approved by the Board of Trustees and then submitted to the Membership at a Congregational meeting, as defined in Article VI, where a two-thirds supermajority vote of members in good standing that are present, or by absentee ballot, is necessary.

The continuation of employment of a Rabbi currently serving the Congregation is made upon the recommendation of the Board of Trustees, at a Congregational meeting, as defined by Article VI, upon a simple majority vote of members in good standing that are present, or by absentee ballot.

Section 3: The Rabbi is the spiritual leader of the Congregation and enjoys freedom of the pulpit. The Rabbi will seek and receive the advice and guidance of the Board of Trustees, the Ritual Committee, and any special committee established for this purpose to determine the views of the Congregation, and the most effective way of discharging rabbinical duties.

Section 4: The selection of a new Cantor is made upon the recommendation of the Cantorial Search Committee, as defined by Article XIII, Section 4, of these Bylaws. This recommendation must be approved by the Board of Trustees and then submitted to the Membership at a Congregational meeting, as defined by Article VI, where a

two-thirds supermajority vote of members in good standing that are present, or by absentee ballot, is necessary.

The continuation of employment of a Cantor currently serving the Congregation is made upon the recommendation of the Board of Trustees, at a Congregational meeting, as defined by Article VI, upon a simple majority vote of members in good standing that are present, or by absentee ballot.

Section 5: The Cantor is primarily responsible for the musical programming and activities of the Congregation, as well as any other contractual duties, and receives guidance in the performance of his/her duties from the Rabbi, Ritual Committee, and any other committee established for this purpose.

ARTICLE XIII: COMMITTEES

Section 1: Following the Annual Meeting, the President appoints Chairpersons of the Standing Committees of CBI and other such committees as may be necessary. It is the responsibility of each committee to regularly report their activities to the Board of Trustees.

Section 2: The Standing Committees of CBI are the:

Bylaws Committee, Finance Committee, Investment Committee, House Committee, Membership Committee, Nominating Committee, Ritual Committee, and Youth-and-Education Committee.

Section 3: The Board of Trustees may create any other committee it deems appropriate so long as they do not interfere with the operation of these standing committees. The President appoints the Chairpersons of any other committee created by the Board of Trustees.

Section 4: Search Committee: When the position of Rabbi or Cantor is to be filled, the President will initiate a search committee for the purpose of seeking out qualified candidates and making specific recommendations to the Board of Trustees. The search committee includes, at a minimum, the President, another current Officer, one past president, the president of the Mitzvah Men's Club, or their designee, the President of Sisterhood, or their designee, three current members of the Board of Trustees, and three other members not currently on the Board of Trustees. The President will submit the members of the Search Committee to the Board of Trustees for approval.

Section 5: Only members in good standing, regardless of voting privilege, may serve as a voting member of any committee under this Article.

ARTICLE XIV: AMENDMENTS TO THE BYLAWS

These Bylaws may only be amended, altered, or replaced in the following manner:

- (a) The Parliamentarian, as Chair of the Bylaws Committee, may propose to the Board of Trustees to amend, alter, or repeal one or more articles of these Bylaws.
- (b) A proposal to amend, alter, or repeal one or more articles of these Bylaws may also be made by Petition with the names and signatures of at least 25 members in good standing of the Congregation. The proposal must be in writing, and provided, along with the required names and signatures, to the President and Parliamentarian. The Parliamentarian will present these proposed amendments to the Board of Trustees within 30 days of receipt of the Petition.
- (c) The Board of Trustees will place the consideration of any such proposals on its agenda within 60 days of receipt. The Board of Trustees may approve, reject, amend, or table the proposals within this period.
- (d) If the Board of Trustees approves a proposed amendment, it will present it to the Congregation at the next regularly scheduled Congregational meeting, or at a special meeting called for the purpose of considering the proposed changes to the Bylaws.
- (e) Notice of Proposed Amendment: The President or Secretary will provide a written Notice of Proposed Amendment to the Congregation by mail, or e-mail, that includes the proposed amendments, no less than 14 days prior to the Congregational Meeting. The proposed amendment may not be amended at the Congregational Meeting.
- (f) The proposed amendment is adopted if a two-thirds supermajority of members in good standing present at the meeting, or by absentee ballot, vote to approve it.

ARTICLE XV: NOTICE

Whenever Notice is required to be provided to members of CBI, the CBI community as a whole, or it Board members, such Notice may be provided by U.S. Mail, postage prepaid, or by electronic mail, if the member being provided notice has provided an e-mail address to CBI. Such notice shall be effective, even in the event that the e-mail address has

changed, unless and until the member has provided an updated or corrected e-mail address to CBI.

The Secretary must ensure that Notice sent pursuant to these Bylaws is timely.