

**B'NAI CHAIM BYLAWS
AS AMENDED**

ARTICLE 1

NAME

This congregation shall be known as Congregation B'nai Chaim, hereinafter referred to as the Congregation.

Article II

PURPOSE

The purposes of the Congregation are to promote the enduring and fundamental principles of Reform Judaism and to ensure the continuity of the Jewish people; to enable its adherents to develop a relationship with God through communal worship, study and assembly; and to apply the principles of Reform Judaism and the values and conduct of the individual family, and the society in which we live.

ARTICLE III

NATIONAL AFFILIATION

The Congregation shall affiliate with the Union for Reform Judaism (URJ), shall abide by the URJ constitution and bylaws, and shall support the URJ through annual proportional dues in agreement with the Maintenance of Union Membership (MUM) department of the URJ.

ARTICLE IV

RITUAL AND RELIGIOUS PRACTICES

- Section 1. The Congregation shall interpret Judaism in the tradition of Reform Judaism.
- Section 2. The official ritual of worship shall be according to the Reform movement's prayer books in gender sensitive versions, if available, as published by the Central Conference of American Rabbis.
- Section 3. The Congregation shall be guided in its religious practices by its rabbi/cantor and/or ritual committee.

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ARTICLE V

MEMBERSHIP

- Section 1. Any person of the Jewish faith by birth, by choice, or by practice, and at least eighteen (18) years of age or, if less than eighteen (18) years of age, with consent of a parent or legal guardian, may be granted membership upon application. A Jew by choice is defined as someone who has formally completed conversion to the faith.
- Section 2. The unit of membership shall be the family. For the purpose of this article, the family shall be construed to mean husband, wife, partner, or significant other, and their unmarried children (or other minors for whom an adult, who is a member of the family, serves as his or her legal guardian) under age eighteen (18), or eighteen (18) and above, while attending an educational institution as a full-time student, or who are not self-supporting, and other persons residing in the same household, who are related by blood or marriage. A non-Jewish family member shall be considered a member in good standing and welcome to share in the kinship of the Congregation and serve as a member of a committee. Serving as a member of the Board of Directors, and the holding of office, shall be reserved for Jews by birth and Jews by choice.
- Section 3. Members shall have the right to vote on all matters coming before meetings of the Congregation and the privilege of voting shall be vested in the family membership, with one vote per family.
- Section 4. Members of the Congregation shall have all the privileges of membership, subject to the rules and regulations established from time to time by the Board of Directors, including, but not limited to, worship, religious school for their children, participation in life-cycle events and adult education.
- Section 5. In the event of the death or divorce of the Jewish member, the surviving or remaining spouse or significant other may continue to be a member.
- Section 6. The Board of Directors may establish special membership classifications. Membership may be denied or rescinded at the discretion of the Board.
- Section 7. Members shall be responsible for support of the Congregation through payment of pledges, assessments, and other fees as shall be determined by the Board of Directors. All members shall be eligible to attend all worship services, adult classes, and social activities. No one will be denied membership because of financial hardship.
- Section 8. The resignation of any member shall not relieve him/her from payment of any obligation due at the time of resignation.

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ARTICLE VI

MEETINGS

- Section 1. The Annual Meeting of the Congregation shall be convened by the president during the month of June. At this meeting, reports shall be submitted by the president, the rabbi/cantor, and such other officers, officials, auxiliaries, and committees as may be requested to do so by the Board of Directors; a Board of Directors-approved budget for the coming fiscal year shall be presented and such Board of Directors members and officers as necessary shall be elected. Every member of the Congregation shall be notified by mail or email at least fourteen (14) days prior to the time of the Annual Meeting. No business shall be transacted at such meeting except that specified in the notification.
- Section 2. Special meetings of the Congregation may be called by the president or shall be called at the request of a majority of the Board of Directors or on written application of thirty-six (36) percent of the membership. The call for a special meeting shall set forth the purpose of the meeting and written notice thereof shall be mailed or emailed to all members at least fourteen (14) days prior to the time of the meeting. No business shall be transacted at such meeting except that specified in the call.
- Section 3. Twenty (20) percent of the members of the Congregation (exclusive of the Board) plus a majority of the Board of Directors shall constitute a quorum at congregational meetings.

ARTICLE VII

OFFICERS

- Section 1. The officers of this Congregation shall consist of president, vice president, treasurer and secretary, all to be elected for a maximum of two (2) consecutive terms of two (2) years each, at the annual meeting of the Congregation. These officers shall assume office within fourteen (14) days following the annual meeting, but not before July 1. An officer must fulfill the qualifications as set forth in Article V, Section 2.
- Section 2. The duties of the president shall be to act as chair at all Congregational, Executive Board, and Board of Directors meetings; to appoint committees, on all of which s/he is to be an ex-officio member; to call special meetings; to sign all legal documents; and to perform such other duties incidental to the office.

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- Section 3. The vice-president shall automatically succeed to the office of president in case of vacancy and shall act as the chair in case of absence or temporary disability. The vice-president shall perform such duties as may be assigned by the president.
- Section 4. The treasurer shall have oversight of funds and disbursements of all funds of the Congregation, as authorized by the Board of Directors. S/he shall present a financial report to the Congregation at annual meetings and when requested in advance at other meetings. In the absence of the vice-president, the treasurer shall assume the duties and responsibilities incumbent upon that office.
- Section 5. The duties of the secretary are to keep the minutes of both the Congregation and the Board of Directors, as well as the Executive Board, to send out notices of all meetings and to perform such other duties as are incident to the office. In the absence of the treasurer, the secretary shall assume the duties and responsibilities incumbent upon that office.
- Section 6. All disbursement of Congregational funds over twelve hundred dollars (\$1200) shall require the signatures of two (2) officers as designated by the Board of Directors, except in cases of emergency.

ARTICLE VIII

BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of the four (4) officers of the Congregation, and six (6) members elected to staggered three (3) year terms by the Congregation. The immediate past-president of the Congregation, shall serve on the Board, with the right to vote. In addition the rabbi/cantor, the religious school director, the administrator, the committee chairs, the Congregation's representative to the Union of Reform Judaism, and a representative of the Youth Group, as well as other officially sanctioned auxiliary groups affiliated with the Congregation, are welcome as ex-officio Board members (in an advisory, non-voting capacity).
- Section 2. The Board of Directors shall have responsibility for the general management of the affairs, funds, records, and the property of the Congregation. It shall act on all matters of policy and fill all vacancies on the Board, created by resignations, as soon as possible. These new members shall serve until voted upon by the Congregation at the next annual meeting. The Board shall perform such other duties as the

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members of the Congregation in regular or special meetings may prescribe.

- Section 3. At the annual meeting, the Congregation shall elect Board of Directors' members to replace those whose three (3) year term is expiring and will also vote on those members appointed by the Board to fill vacancies left because of resignations. The term of office of the newly elected members will coincide with that of the Board member whom s/he replaced.
- Section 4. The Board of Directors shall meet once a month and, in addition, may meet at the call of the president or by petition of five (5) members of the Board. It is the obligation of Board members to attend Board meetings and to serve as an ex-officio member of at least one (1) Congregational committee or event to be determined by the Executive Board.
- Section 5. Six (6) members of the Board shall constitute a quorum. A simple majority vote is required to pass any motion. The Board president does not vote except in the event of a tie.
- Section 6. Board of Directors members are expected to be present at all Board meetings. Any Board member having missed three (3) consecutive meetings may constitute grounds for review of Board membership status. The Executive Committee shall have the power to take action deemed appropriate, including dismissal.
- Section 7. The Board of Directors shall have the authority, in consultation with the rabbi/cantor, to engage professional staff, and other employees, and to determine their duties and compensation.
- Section 8. The Board of Directors shall designate the bank(s) or trust company for deposit of Congregational funds.
- Section 9. Members of the Board of Directors, as chosen lay leaders of the Congregation, shall individually and collectively set the example to the membership by active participation in the life and activities of the Congregation. In order to be a member of the Board of Directors, the individual must be a member in good standing in the Congregation.
- Section 10. No paid employee may have a vote on any Board decision regarding issues of his/her area of employment.

ARTICLE IX

THE EXECUTIVE BOARD

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- Section 1. The Executive Board shall consist of the officers of the Congregation, the rabbi/cantor, administrator, and the immediate past president. The rabbi/cantor and administrator shall be non-voting members of the Executive Board.
- Section 2. Executive Board meetings shall be held as needed with the purpose of improving communication between the Congregations' committees, auxiliaries and staff; conducting staff evaluations; researching issues and proposals; approving reimbursement requests and discretionary expenditures over twelve hundred dollars (\$1200) if such monies can be allocated within the existing budget; making recommendations for Board of Directors action and performing non-policy, administrative acts to expedite Board business or other such acts as the Board directs.

ARTICLE X

RABBI/CANTOR

- Section 1. The rabbi or cantor shall be recommended by an Ad Hoc Rabbi or Cantor Search Committee and presented to the Board of Directors for approval. The rabbi/cantor shall be hired upon the approval of the two-thirds (2/3) vote of the Board.
- Section 2. Upon completion of the term of the rabbi/cantor's initial period of service, the Board of Directors shall make a recommendation as to reappointment. The rabbi/cantor shall be reappointed upon the approval of the two-thirds (2/3) vote of the Board members present at the meeting. Following the rabbi/cantor's initial election by the Board, the Board shall be guided in reference to future tenure, life tenure, retirement, or termination of service, as well as rabbi/cantor-congregation relationship, by the procedures recommended by the CCAR/ACC and URJ.
- Section 3. The rabbi/cantor shall have the right to attend all meetings of the Board of Directors and the Congregation, except when requested for some special reason to be absent. S/he shall be an ex-officio, non-voting member of all committees.

ARTICLE XI

PROFESSIONAL STAFF

- Section 1. In consultation with the rabbi/cantor, the Board of Directors may create and fill all professional staff positions, including, but not limited to: 1.) a Cantor who is not the spiritual leader of the congregation, 2.) Religious

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School Director, 3.) Youth Group Director, and 4.) Administrator. Only the Cantor, Religious School Director, Educators, and Youth Group Director positions must be filled by Jews by birth and/or Jews by choice.

- Section 2. B'nai Chaim follows an equal opportunity employment policy, and employs personnel without regard to race, creed, color, religion (except as identified above), national origin, sex, sexual orientation, age, physical or mental handicap, veteran status, and marital status. This policy applies to all B'nai Chaim employees and contractors.

ARTICLE XII

COMMITTEES

- Section 1. A committee may be created and abolished by the president as needed. A Board of Directors member shall serve as ex-officio member on each established committee, as determined by the Executive Board. The Board of Directors has the authority to overrule any committee decisions. Committees may include, but are not limited to the following:
- a fund raising committee
 - a capital campaign committee
 - a building facilities committee
 - a long range planning committee
 - a budget and finance committee
 - a membership committee
 - a youth committee
 - a communications committee
 - a social action/justice committee
 - a nominating committee
 - a rituals committee
 - a marketing committee

ARTICLE XIII

NOMINATIONS

- Section 1. Nominations of officers and Board of Directors members shall be made by a nominating committee appointed by the president, with the consent of a majority of the Board. The nominating committee shall consist of two (2) members of the Board whose terms of office do not expire at the next ensuing election and three (3) members of the Congregation at large.

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- Section 2. The slate of nominees shall consist of a minimum of one (1) nomination for each office and for each Board of Directors member whose term of office shall expire at the close of the then current fiscal year.
- Section 3. Selections of the nominating committee shall be reported to the Board of Directors, and notice of said nominations shall be mailed or e-mailed to the Congregation at least twenty-eight (28) days prior to the annual meeting.
- Section 4. Nomination for any officer or Board of Directors' position may be made by petition of fifteen (15) percent of the Congregation, said nomination to be filed with the secretary at least twenty (20) days before the election.
- Section 5. Notice of nominations by petition must be mailed or e-mailed to all members of the Congregation at least fourteen (14) days before the election.
- Section 6. Any member who is a Jew by birth or Jew by choice and in good standing may run for a position on the Board of Directors or as an officer.
- Section 7. Elections will be held at the annual congregational meeting during the month of June, with installation in July.
- Section 8. Absentee ballots are available and will be accepted if received by a current officer of Board of Directors member prior to the meeting, and will be counted as part of the quorum defined in Article VI, Section 3. An affirmative vote of a simple majority of the members in attendance is required for the election to carry.

ARTICLE XIV

FISCAL YEAR

- Section 1. The fiscal year shall begin annually on July 1.

ARTICLE XV

AMENDMENTS

- Section 1. Amendments to the constitution and by-laws shall be presented in writing and shall be initiated by the Board of Directors or by at least fifteen (15) percent of the members of the Congregation, and shall be filed with the secretary. Such amendments may be acted upon at any regular meeting of the Congregation or at any special meeting called for that purpose. Copies of the proposed amendments shall be mailed or e-mailed to each member along with notice of the meeting at least fourteen (14) days prior thereto.

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Affirmative vote of two-thirds (2/3) of the members present and voting shall be necessary to adopt any amendment.

- Section 2. Absentee ballots are available and will be accepted if received by a current officer or Board of Directors member prior to the meeting, and will be counted as part of the quorum.

ARTICLE XVI
RULES OF ORDER

- Section 1. The rules of procedure at meetings shall be determined by *Roberts Rules of Order*, latest revised edition. The president may appoint a parliamentarian to rule on points of order.

ARTICLE XVII
PROHIBITED ACTIVITIES

- Section 1. No member of the Congregation shall receive any of the earnings or pecuniary profit from the operation of the Congregation. This shall not prevent the payment to any such person for reasonable compensation for services rendered to or for the Congregation in carrying out any of its tax-exempt purposes.
- Section 2. Notwithstanding any other provision of these by-laws, no officer, employee, director, or representative of the Congregation shall take any action or carry on any activity by or on the behalf of the Congregation not permitted to be taken or carried on by an organization exempt under Section 501, (c) (3) of the IRS code and regulations promulgated thereunder as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under Section 170, (c) (2) of such Code and regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

ARTICLE XVIII
INDEMNIFICATION

The Congregation shall indemnify and advance expenses to any person who is, or who is threatened to be made, a party to any legal proceeding, because he or she is a Board member, officer, employee, professional staff, rabbi, cantor, or agent of the Congregation to the fullest extent permitted by Colorado law, as the same exist or may hereafter be amended.

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ARTICLE XIX

DISSOLUTION OR MERGER

In the event of the dissolution or merger of the Congregation, no officer, director, employee, or representative of the Congregation shall be entitled to any distribution or division of its remaining property, assets, or proceeds. The balance of all money and other assets or property owned, held, or received by the Congregation from any source, after the payment of all debts and obligations of the Congregation, shall be used exclusively for exempt purposes within the intention and purpose of the IRS code as it now exists or may be amended from time to time, or it shall be distributed to an organization or organizations exempt under said section of the IRS code. Moreover, any such use or distribution of the money or property of the Congregation shall be in accord with the Congregation's purpose as set forth above, and, to the extent possible, shall promote similar or related purposes.