

# Congregation Adat Reyim Bylaws Amended December 6, 2020

## ARTICLE I

### NAME

The name of this Organization shall be CONGREGATION ADAT REYIM, hereafter referred to as the Congregation.

## ARTICLE II

### PURPOSE

The purpose of this Congregation shall be to establish and maintain a synagogue of the Jewish faith in the County of Fairfax, Commonwealth of Virginia, and such religious, educational, social, civic, community, and recreational activities as will help further the cause and objectives of the Congregation and Judaism. These Bylaws are to be interpreted consistently with the current Articles of Organization of Congregation Adat Reyim.

## ARTICLE III

### MEMBERSHIP

#### SECTION I: ELIGIBILITY

Any person who shall support the purposes of the Congregation as set forth in Article II shall be eligible for membership.

#### SECTION II: CATEGORIES OF MEMBERSHIP

Categories of membership will be determined by the Board of Directors (hereafter referred to as the Board), but will separately provide for family memberships, to include spouses and dependent members of households, individual memberships, to include single adults and single heads of households, and other categories of membership. The Board shall have the authority to establish and define other categories of memberships and shall determine which of these shall have the right to vote, hold office in the Congregation, and sit on the Board.

#### SECTION III: MEMBER IN GOOD STANDING

Any member no more than sixty (60) days in arrears of financial obligations as enumerated in Article V shall be a member in good standing and shall be entitled to the privileges of membership.

SECTION IV: PRIVILEGES OF MEMBERS IN GOOD STANDING

Members in good standing shall be entitled to the following rights:

- A. To participate in divine worship at all religious services by or for the Congregation, subject to the rules and regulations which may be established by the Board and in consonance with the religious practices of the Congregation.
- B. To enroll and maintain their children in the religious school of the Congregation, subject to the rules and regulations which may be established by the Board.
- C. To attend and have a voice at all membership and Board meetings.
- D. Each spouse of a family membership and each member of record for an individual membership shall have the right to vote at Congregational meetings. The Board shall determine those rights applicable to other categories of membership.
- E. Only Jewish members may serve as Elected Officers and vote on the Board.

SECTION V: SPECIAL FINANCIAL CONSIDERATION

No member shall be denied the privileges of a member in good standing as herein provided solely because of inability to fulfill financial obligations provided that the member shall make application to and receive certification at least annually of such inability from a financial review committee which shall be established by the Board.

ARTICLE IV  
AFFILIATION

This Congregation may affiliate with any recognized national or regional organization of Jewish synagogues or congregations by a vote of the membership pursuant to Article VIII.

ARTICLE V  
FINANCIAL OBLIGATIONS OF MEMBERSHIP

SECTION I: DUES

The annual dues for each category of membership shall be payable in installments and shall be in such amount as may be fixed annually by the Board. Members joining after September 1 and prior to November 1 shall be obligated for the full amount of annual dues; members joining after November 1 shall be obligated for a pro-rata amount based on a fiscal year starting July 1.

SECTION II: BUILDING ASSESSMENT

A building assessment in an amount to be determined by the affirmative vote of two-thirds (2/3) of the Board, subject to the approval of a vote of a majority of the membership of the Congregation voting in person or by proxy shall be established for the purposes of the construction or purchase of a facility or facilities for the

Congregation. The Board shall give written notice to the membership of its approval of a building assessment within thirty (30) days thereof, and the membership may, within ninety (90) days of such approval, call for a meeting pursuant to Article VIII for the purpose of voting on the Board's approval.

SECTION III: TUITION

Annual tuition and associated charges for the religious school and any other additional programs, payable in full or in installments, as determined by the Board, may be fixed from time to time by the Board.

SECTION IV: SPECIAL ASSESSMENTS

Special financial assessments, other than those defined in Sections I, II, and III of this Article, may be imposed upon the membership by approval of two-thirds (2/3) of the voting members in good standing present (in person and not by proxy) at a membership meeting called for that purpose.

ARTICLE VI  
OFFICERS

SECTION I: ELECTED OFFICERS

- A. President;
- B. Executive Vice-President;
- C. Administrative Vice-President ;
- D. Secretary;
- E. Treasurer;
- F. Vice-Presidents as enumerated below.

SECTION II: DUTIES OF OFFICERS

- A. The President shall preside at all membership meetings of the Congregation and at all meetings of the Board, of which the President shall be Chair; shall exercise supervision over the officers, operations, and activities of the Congregation; shall call all membership meetings and all meetings of the Board; shall sign all legal documents for the Congregation pursuant to appropriate resolutions by the Board or the Congregation; and shall sue in the name of the Congregation. The President shall be an ex-officio member of all committees enumerated in Article XI and ad hoc committees without the right to vote.
- B. The Executive Vice-President shall assume the duties of the President during their absence and shall assist the President in their general supervisory capacity.
- C. The Administrative Vice-President shall assume the duties of the President in the absence of both the President and Executive Vice-President. The Administrative Vice-President shall assist the President in their general supervisory capacity, and shall coordinate and maintain links of communications among the Vice-Presidents enumerated below.
- D. The Secretary shall be responsible for the maintenance of an accurate record of all proceedings of the Congregation and of the Board; the Secretary shall cause to be issued all notices for membership and Board meetings; shall sign such instruments or documents as may be necessary to effectuate the instructions of the Congregation or of the Board.

- E. The Treasurer shall be responsible for the maintenance of all financial accounts and records of the Congregation; shall receive all funds of the Congregation; shall keep them in a federally-insured institution or other institutions approved by the Board; and shall pay out funds upon authorization of the Board or of the membership as required by these Bylaws.
- F. Miscellaneous Vice-Presidents are:
  - 1. Religious School VP
  - 2. Preschool VP (Preschool Vice-President)
  - 3. Membership VP (Membership Vice-President)
  - 4. Religious Practices VP
  - 5. Fundraising VP
  - 6. Adult Education VP
  - 7. Social Action VP
  - 8. Finance VP
  - 9. Communications VP
- G.
  - 1. Sisterhood. The Sisterhood of Adat Reyim through its President or designee shall be entitled to a seat on the Board of Adat Reyim and can vote as the other similarly situated entities enumerated in this section.
  - 2. Men's Club. The Men's Club of Adat Reyim through its President or designee shall be entitled to a seat on the Board of Adat Reyim and can vote as the other similarly situated entities enumerated in this section.
- H. No member of the Board shall be paid by the Congregation for their service on the Board.

SECTION III. BOARD AND EXECUTIVE COMMITTEE

- A. The voting members of the Board shall consist of the aforementioned officers plus the President of the Congregation for the previous two fiscal years. The Board shall meet at least ten times per year to conduct the business of the Congregation.
- B. An Executive Committee shall consist of the President, Past President, Executive VP, Admin VP, Financial VP and others as the President may appoint. The Executive Committee shall be convened at the discretion of the President.

SECTION IV: DUTIES OF THE BOARD

The Board shall be responsible for operations and activities of the Congregation pursuant to these Bylaws, and shall adopt the annual budget of the Congregation and authorize payments thereunder. The Board shall have the authority to employ such personnel as it deems necessary or appropriate to properly operate the facility and to carry out the Congregational activities. The Board may, except as otherwise provided herein, delegate such authority to appropriate committees or designated officers of the Congregation. The Board shall have authority to fix, from time to time, the fees, charges, and conditions for the use of Congregational facilities. The Board may satisfy the 'Notification' and 'Mailing' Requirements<sup>1</sup> of these Bylaws by using email and/or other common electronic communications.

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<sup>1</sup> The following provisions of these Bylaws require the Congregation or Board be notified by 'mail' or be 'mailed' a document: Notice of Elections and List of Nominees (Article VI, Section VII), Notice of Membership Meetings and Additional Agenda Items (Article VII, Section I, Paragraphs C and E, respectively), and Board

SECTION V: NOMINATIONS

- A. Nominating Committee: The Board, not later than its August meeting, shall approve a Nominating Committee, as recommended by the Immediate Past President who serves as Chair, consisting of five members in good standing, all of whom have been members of the Congregation for at least 6 months.
- B. Submission of Nominations: The Nominating Committee shall advise the Board, at its October meeting, of the Committee's recommendations for officers to be elected at the next annual membership meeting, and shall cause the list of its nominees to be published to the membership immediately thereafter. The Nominating Committee may nominate more than one member for each position to be filled, but shall not nominate any person without the person's prior consent.
- C. Additional Nominations: Additional nominations may be made by any member in good standing, in writing to the Chair of the Nominating Committee, within thirty (30) days after the Committee's submittal for its slate to the membership. The Nominating Committee shall cause to be published to the membership, at least ten (10) days prior to the elections, the list of additional nominees. There will be no nominations from the floor at the election meeting.

SECTION VI: TERMS OF OFFICE

Officers shall serve for a term of one (1) year commencing on January 15th of each year. The President shall not serve more than three (3) consecutive terms.

SECTION VII: ELECTION

Election of officers shall be held annually during the month of December at a membership meeting called for that purpose. Notice of the meeting and names of all nominees shall be mailed to all members of the Congregation at least ten (10) days in advance of such meeting. The election shall be by secret ballot if requested by any member present at the December membership meeting.

SECTION VIII: VACANCIES

Vacancies occurring in any elected position shall be filled through appointment by the Board for the unexpired term, provided that a vacancy in the office of the President shall be filled by the Executive Vice-President and a vacancy in the office of the Executive Vice-President shall be filled by the Administrative Vice-President.

SECTION IX: IMPEACHMENT

Two-thirds (2/3) of the members in good standing shall be required to constitute an impeachment panel at a meeting called for that purpose. A three-fourths (3/4) vote of the impeachment panel, by secret ballot, shall be required to effect the removal of the officer impeached.

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Meetings (Article VII, Section II, Paragraph B), and Text of the Amendment to these Bylaws (Article VIII, Section II).

## ARTICLE VII MEETINGS

### SECTION I: ANNUAL MEMBERSHIP MEETING

- A. Annual Meeting: The annual membership meeting shall be held during December, at which time the election of officers shall be held.
- B. Other Membership Meetings: Additional membership meetings shall be held upon the call of the President, upon vote of the Board, or within thirty (30) days of receipt by the President of a petition for a membership meeting signed by the lesser of fifty (50) members or ten percent (10%) of the members in good standing and eligible to vote, provided however, that the call for such meeting shall be accompanied by specific agenda items to be discussed and voted upon thereat.
- C. Notice: Notice of membership meetings shall be given by the Secretary in writing, by mail, to all members of the Congregation, directed to their addresses as they appear on the books of the Congregation, and mailed not less than ten (10) days prior to such meeting. The notice shall set forth the purpose of such meeting and shall include an agenda. In the event that the President failed to issue a timely call for such meeting, any other member of the Board may issue such a call through the Secretary.
- D. Quorum: Unless otherwise stipulated in these Bylaws, five percent (5%) of all members eligible to vote thereat shall constitute a quorum for the conduct of business.
- E. Additional Agenda Items: Additional agenda items shall be added to be considered and voted upon at a membership meeting upon the direction of the President, at the request of the Board, or upon the receipt by the President of a petition signed by the lesser of thirty-five (35) members or five percent (5%) of the members in good standing and eligible to vote, provided however, that such additional agenda items shall be set forth, with specificity, and made known to the President not later than ten (10) days prior to such meeting. Notice of any additional agenda items to be considered must be mailed to all members of the Congregation prior to the membership meeting.

### SECTION II: BOARD MEETINGS

- A. Call for a Meeting: The Board shall hold meetings at the call of the President, at least 10 times per year, and shall hold additional meetings within ten (10) days of receipt by the President of a petition signed by eight (8) members of the Board calling for such a meeting.
- B. Notice: Notice of each Board Meeting shall be mailed to all members of the Board not less than seven (7) days in advance thereof together with the proposed agenda for such meeting. In the event that the President fails to issue a timely call for a petitioned meeting, any other member of the Board may issue a call through the Secretary. The required notice for any additional meeting of the Board may be waived by approval of two-thirds (2/3) of the Board.
- C. Quorum: A majority of the Board shall constitute a quorum for the conduct of business.
- D. Attendance - Requirement: Any member of the Board who fails to attend three (3) consecutive Board meetings shall be automatically relieved of their duties as a Board member.

## ARTICLE VIII

### PULPIT

#### SECTION I: REQUIREMENTS

The pulpit of the Congregation, when occupied, shall be by an ordained Rabbi.

#### SECTION II: SELECTION

A rabbinical Selection Committee will, as necessary, be appointed by the Board to present a candidate to the membership. After a Board meeting, to which the entire membership shall receive written notice, the Board will recommend selection of a Rabbi to the membership at a Special Meeting called for the purpose. The notice of that Special Meeting shall include the general terms of the Rabbi's contract. The election of a Rabbi shall be by a majority vote of those eligible members of the Congregation present, and voting in person or by proxy.

#### SECTION III: RESPONSIBILITY

The Rabbi shall have the overall responsibility of implementing the religious aims and objectives of the Congregation. The Rabbi shall enjoy freedom of the pulpit.

## ARTICLE IX

### AUXILIARY ORGANIZATIONS

#### SECTION I:

The Congregation shall have such auxiliary organizations as shall be approved by the Board.

#### SECTION II:

The Bylaws, activities, and other regulations of all auxiliary organizations shall be consistent with these Bylaws and policies of the Congregation.

## ARTICLE X

### COMMITTEES

#### SECTION I: STANDING COMMITTEES

The chair of the standing committees shall be the Vice-Presidents as designated below:

- A. Religious School (Religious School Vice-President): With advice of the Rabbi, Education Director, and Executive Director to oversee the religious school policies and regulations; to evaluate programs; to oversee the Religious School budget; to provide support to the Religious School Director and programming for students and their families.

- B. Preschool (Preschool Vice-President): With advice of the Rabbi, Preschool Director, and Executive Director to oversee the preschool policies and regulations; to evaluate programs; to oversee the Preschool budget; to provide support to the Preschool Director and programming for students and their families.
- C. Membership (Membership Vice-President): To increase Congregation membership by seeking Jewish families in the community not affiliated with any congregation and reduce attrition of existing members. To plan, organize, and supervise social, cultural, and athletic programs for the Congregation, to imbue in the Congregation's membership an attachment to, and participation in Congregational activities. To publicize the activities of the Congregation in Northern Virginia.
- D. Religious Practices (Religious Practices Vice-President in consultation with the Rabbi) : To supervise all matters pertaining to the conduct of religious services and to purchase and keep safe all items needed to conduct the religious services.
- E. Fundraising (Fund-Raising Vice-President): To increase income via fund-raising projects appropriate to a synagogue.
- F. Adult Education (Adult Education Vice-President): With the advice of the Rabbi, to promote, organize, and conduct classes, lectures, seminars, and the like for the advancement of a better understanding of Judaism and Jewish culture among adult members of the community.
- G. Social Action (Social Action Vice-President): With the advice of the Rabbi, to identify and promote Tikkun Olam activities for the Congregation.
- H. Finance (Finance Vice-President): To develop an annual budget following the procedures in Article XIV; to monitor the approved budget; to provide a quarterly financial report to the Board, to provide an annual financial report to the membership at the Annual Meeting; to plan for the long-range financial needs of the Congregation.
- I. Communications (Communications Vice-President): To publicize the events of the Congregation and promote a positive image of the Congregation to the **external and internal** community; publicizes events; advertises event successes; posts event photos; works with news/media outlets to report on events; coordinates paid advertising; and creates physical advertisements (e.g., fliers); **and works to facilitate stronger internal communications.**

## SECTION II: NON-VOTING COMMITTEES

The President may appoint such non-voting committees as the President deems necessary to carry out the objectives and activities of the Congregation.

## ARTICLE XI PARLIAMENTARY PROCEDURES

*Robert's Rules of order, revised*, shall be the standard for parliamentary practice and procedure at all meetings of the Congregation and the Board.

ARTICLE XII  
DISSOLUTION

In the event of the dissolution of the Congregation, all net assets shall be donated to one or more Jewish charities or Jewish educational non-profit organizations which are exempt from Federal income taxes pursuant to §501(c)(3) of the Internal Revenue Code of 1954, as amended, as may be recommended by the Board.

ARTICLE XIII  
AMENDED PROCEDURE

The procedure for amending these Bylaws shall be as follows:

SECTION I: PROPOSED AMENDMENT

There are two discrete means of amending the Bylaws:

- A. A proposed amendment, as approved by the Board, will be presented to the membership for a vote at the next scheduled Annual Membership Meeting.
- B. An amendment may also be proposed in writing by the lesser of fifty (50) families or ten percent (10%) of the members in good standing. This proposed amendment must be delivered to the Board at least thirty (30) days prior to being presented to the membership in accordance with Article VII (Meetings), Section I (Annual Membership Meeting), Paragraph B (other membership meetings).

SECTION II: TEXT OF THE AMENDMENT

The text of the amendment, and the text of the existing provisions which it seeks to amend, shall be included in the written notices mailed to the members announcing at the aforesaid meeting at least ten (10) days prior to such meeting.

SECTION III: ADOPTION OF AMENDMENT

At said meeting, the proposed amendment shall be voted upon and adopted if approved by two-thirds (2/3) of the members in good standing present and voting.

## ARTICLE XIV

### BUDGET

The preparation of a new budget in any upcoming year (beginning July 1) is drafted beginning in January. The Executive Director shall compile the general operating budget. The Education Director and Preschool Director shall compile their budgets. The Executive Director, Religious School Director, and Pre-school Director shall present their proposed first draft at the January or February Finance Committee meeting where it shall be reviewed and discussed. If initial edits are to be made, the budget is sent back to the respective Directors to make changes and then brought back to the Finance Committee. The Finance Committee may make changes to the proposed budget before presentation to the Board of Directors. The Directors shall be notified of any changes to their budget. The proposed budget shall be approved by the Finance Committee before being presented to the Board of Directors. The deadline to present a new budget to the Board of Directors is April, but no later than May, if further changes need to be made. A majority vote of the Board of Directors is required to approve the budget.

## ARTICLE XV

### ADOPTION

The Bylaws shall be effective upon adoption by the Congregation.