

**NOTICE OF PROPOSED AMENDMENTS TO THE  
CONSTITUTION AND BY-LAWS OF CONGREGATION B'NAI ZION**

**Special Congregation Meeting on Thursday, August 17, 2017, at 6:30 p.m.**

Dear Congregation B'nai Zion Members,

At the July 11 and August 1, 2017, board meetings, the Board passed four proposed amendments to the Constitution and By-Laws of Congregation B'nai Zion ("CBZ"). The amendments are in red and underlined in Articles VIII, IX and X below.<sup>1</sup> In summary, the amendments:

- allow for the election of a member in good standing to be a director, even if he has not been a member of CBZ for a year, if a director position is not filled at the annual election, Art. VIII, Sec. 8 (proposed);
- allow for the election of a member in good standing to be an officer, even if he has not completed one term as a director, if an officer position is not filled at the annual election, Art. IX, Sec. 6 (proposed);
- provide for temporary succession if an officer becomes unable to fulfill his duties, Art. IX, Sec. 6.C (proposed); and
- allow the Board to appoint an officer to sign of checks and notes if there are insufficient signers of checks and notes, Art. X, Sec. 7 (proposed).

The full text of the current Constitution and By-Laws is available on our website, [www.congregationbnaizion.org](http://www.congregationbnaizion.org).

These proposed amendments must be approved by the congregation in order for the Constitution and By-Laws to be amended. They will be presented for a vote at a special congregational meeting on Thursday, August 17, 2017, in the Friedman Social Hall directly following the 6:30pm minyan. Thirty-nine (39) voting members must be present. Please plan to attend this important special meeting. I look forward to seeing you on August 17.

Sincerely,

David Sabal  
President, Congregation B'nai Zion

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<sup>1</sup> Our Constitution and By-laws provides that use of the masculine pronoun includes the feminine.

ARTICLE VIII  
BOARD OF DIRECTORS

SECTION 1 - The management and administration of the affairs of this congregation shall be vested in a Board of Directors of twenty-one (21) regular members as follows:

- A. The officers of the congregation as defined in Article IX, Section 1.
- B. Twelve (12) members of congregation elected by the congregation.
  - 1. Six (6) directors shall be elected by the congregation at each annual meeting, for a term of two (2) years.
  - 2. Qualifications for board members: A congregant, to be eligible for election to the Board of Directors, must have been either a family or individual member of the congregation in good standing for at least one (1) year prior to nomination.
  - 3. Directors may be re-elected for one (1) additional term and shall not again be eligible for election to the Board of Directors until after the lapse of one (1) year.

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SECTION 8 - Filling director vacancies.

- A. In the event of the death, resignation, incapacity or removal of an elected director, a successor may be elected by the Board of Directors, at its discretion, to fill the vacancy created thereby, for the unexpired term, upon recommendation of the nominating committee. Nominations from the floor shall be accepted provided the nominee meets the qualifications for board members as defined in Section 1(B) (2) above. Election shall be by a majority of the votes cast. If no candidate receives a majority, a second election shall be held immediately thereafter between the two (2) candidates receiving the most votes.
- B. In the event a vacancy cannot be filled under subsection (A) above, or a director position is not filled at the annual election, a successor may be elected by the Board of Directors, at its discretion, to fill the vacancy for the unexpired term, upon recommendation of the nominating committee. Nominations from the floor shall be accepted. Nominees must be members in good standing but do not otherwise have to meet the eligibility requirements of Section 1(B)(2) above. Election shall be by a majority of the votes cast. If no candidate receives a majority, a second election shall be held immediately thereafter between the two (2) candidates receiving the most votes.

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ARTICLE IX  
OFFICERS

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SECTION 3 - Qualifications for officers: A congregant, to be eligible for election as an officer, must be a member, either family or individual, in good standing and must have served on the Board of Directors for at least one (1) full term.

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SECTION 6 - Filling officer vacancies.

A. In the event of the death, resignation, incapacity or removal of an officer, a successor shall be elected by the Board of Directors to fill the vacancy for the unexpired term, upon recommendation of the nominating committee, at the next board meeting. Nominations from the floor shall be accepted provided the nominee meets the qualifications for officers defined in Section 3 above. Election shall be by a two-thirds (2/3) majority of the votes cast. If no candidate receives a two-thirds (2/3) majority, a second election shall be held immediately thereafter between the two (2) candidates receiving the most votes.

B. In the event a vacancy cannot be filled under subsection (A) above, or an officer position is not filled at the annual election, a successor may be elected by the Board of Directors, at its discretion, to fill the vacancy for the unexpired term, upon recommendation of the nominating committee. Nominations from the floor shall be accepted. Nominees must be members in good standing but do not otherwise have to meet the eligibility requirements of Section 3 above. Election shall be by a two-thirds (2/3) majority of the votes cast. If no candidate receives a two-thirds (2/3) majority, a second election shall be held immediately thereafter between the two (2) candidates receiving the most votes.

C. If it is determined by a majority of the Board of Directors at a regular or special meeting, that the president is unable or unwilling to fulfill his duties hereunder on a temporary basis, defined as a period of time not to exceed six months, the Board of Directors may appoint, by majority vote, an officer to assume the duties, responsibilities and authority of the president. Such temporary assumption of the president's duties, responsibilities and authority shall be for a period of time, not to exceed six months, specified by the Board of Directors. This temporary appointment shall apply only in the circumstance described above. Any other vacancy of the office of president shall be filled as set forth in Article IX, Sections 6(A) and (B). In the event the president's temporary disability is resolved, as determined by the majority of the voting directors, the Board of Directors shall terminate the temporary appointment and the president shall resume his duties.

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## ARTICLE X

### DUTIES OF OFFICERS

SECTION 1 - President: It shall be the function of the president to preside at all meetings of the congregation and the Board of Directors of which he shall be the chairperson, to call all the meetings of the congregation and the Board of Directors, to give a yearly report at the annual meeting, to sign all agreements, contracts, deeds, and other documents for the congregation, pursuant to appropriate resolutions by the congregation or the Board of Directors, ~~to countersign all checks and notes, together with the treasurer, as may be directed by the congregation or the Board of Directors,~~ to appoint all committee chairpersons, including chairpersons of ad-hoc committees for special purposes, to appoint a parliamentarian, and to assign the duties of the other officers. He shall be an ex-officio member of all committees without the right to vote, with the exception of the nominating committee, upon which he may not serve, the endowment committee, upon which he is a regular voting member, and the personnel committee, upon which he serves as chairperson with full voting rights. The president shall have the right to suspend any paid employee of the congregation, for good cause, pending final action of the Board of Directors.

SECTION 2 - Vice Presidents: It shall be the duty of each vice president to carry out the duties assigned to him by the president and to supervise and coordinate the activities of the chairpersons assigned to his vice-presidency.

SECTION 3 - Secretary: The secretary or his designated assistant shall keep an accurate record of all the proceedings of the congregation and of the Board of Directors, issue all notices for meetings, carry on all correspondence of the congregation and the Board of Directors, and sign such instruments as may be necessary to effectuate the proper instructions, directions and interests of the congregation and the Board of Directors, and to supervise and coordinate other duties assigned to him by the president.

SECTION 4 - Treasurer: The treasurer or his designated assistant shall keep an accurate and correct record of the receipts and expenditures of the congregation and of the accounts between the congregation, its members and others, which records at all times shall be open for inspection by the Board of Directors and the appropriate committee; he shall notify all members of the congregation of their indebtedness to it, receive all monies which shall, from time to time, be payable to the congregation, giving his receipt therefore, and cause the same to be deposited or invested, in the congregation's name as directed by the Board of Directors. ~~He shall make withdrawals upon an order from the president, and then only by check signed by himself and countersigned by the president or any other authorized individual;~~ he shall render a written report of the finances of the congregation at all meetings of the Board of Directors, at the annual meeting of the congregation, and at such other meeting or occasions as he may be directed to do so by the congregation or the Board of Directors. Said report shall be affixed to the minutes of the meeting at which the same is presented. He is to supervise and coordinate the activities of the chairpersons assigned to him by the president and serve as a regular member of the endowment committee.

SECTION 5 - Immediate Past President: The immediate past president shall serve as a counselor to the president and the other officers. He shall be available to supervise and coordinate any function of the congregation that he and the president deem appropriate and shall serve as chairperson of the nominating committee.

SECTION 6 - The president and/or his designate shall attend national and/or regional conventions of the United Synagogue of Conservative Judaism. The congregation shall bear the cost of transportation, registration and lodging for one (1) delegate.

SECTION 7 - The president, as directed by the congregation or the Board of Directors, shall order the treasurer to make withdrawals on the congregation's account. Such withdrawals shall be by check countersigned by the president or his authorized substitute and the treasurer or his authorized substitute. Any authorized substitute must be an officer authorized to countersign checks by majority vote of the Board of Directors. Such authorization shall not extend beyond the end of the fiscal year in which the authorization is made.