

Congregation Eitz Chayim, Inc.

Bylaws

enacted by the Board of Directors, April 10, 2012
(last amended at Board Meeting of May 10, 2022)

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Article I: Name

This Congregation shall be known as Congregation Eitz Chayim, Inc., located in Cambridge, MA.

Article II: Purpose

Congregation Eitz Chayim Inc. (the “Corporation” or the “Community”) is organized exclusively for Jewish religious purposes to operate an egalitarian and inclusive house of worship in accordance with the fundamental and enduring principles of Judaism and the continuity of the Jewish people. The Corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts and which are not inconsistent with Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article III: Independent Congregation

The Congregation is not affiliated with any formal branch, denomination, or movement within Judaism.

Article IV: Guidance for Religious Practice

The Congregation shall maintain its religious practice in the context of liberal Judaism. Major decisions regarding religious policy must be approved by the Board of Directors (hereinafter “the Board”), after consultation with the Rabbi and the Ritual Committee. In making such decisions, the Board shall engage with the Rabbi in a relationship of mutual respect, and shall make every effort to achieve a consensus.

Article V: Membership

The term “Congregation” shall refer herein collectively to all adult members in good standing and any member in good standing shall be a voting member for the purposes of these Bylaws.

Section 1 Eligibility

Any person eighteen (18) years of age or older, wishing to engage in Jewish life with this community, shall be eligible for membership.

Section 2 Types of Membership

There shall be the following types of membership:

- A. Single Membership – Such membership shall be extended to individuals with or without dependent children.
- B. Dual Membership – Such membership shall be extended to two adults with or without dependent children.

Additional types of membership may be designated by the Board.

Section 3 Application for Membership

Signed application for membership shall be made in writing on forms provided by the Congregation. Membership runs until the end of the current fiscal year, and members must indicate in writing that they wish their membership to be renewed each year.

Section 4 Obligations of Membership

A Member shall be considered to be in good standing as long as she or he is no more than ninety (90) days in arrears in financial obligations to the Congregation, or at the discretion of the Board.

The financial obligations of membership (hereinafter “dues”) shall be determined by the Board. Members may apply for reduced dues, subject to approval under conditions set by the Board.

Section 5 Privileges of Membership

All adult Members in good standing shall enjoy the following privileges of membership, which shall be limited to Members:

- A. To attend and vote at meetings of the Congregation on all matters properly presented in accordance with these Bylaws and in accordance with state and federal law.
- B. To hold office in the Congregation as set forth in Articles VII and VIII.

Enrollment of children in the Religious School shall be a privilege reserved for Members in good standing absent special accommodation by the Board.

Section 6 Members Not in Good Standing

- A. Any Member engaged in conduct injurious to the Congregation, as determined by the Board, shall receive a single written warning. If, within 2 weeks of receipt of such warning there has been no change in conduct, that individual’s membership may be suspended or terminated by a 2/3 majority vote of the Board.
- B. Members more than ninety (90) days in arrears in financial obligation to the Congregation shall receive a final statement of unpaid dues. If, within one (1) month of receipt of said statement the overdue amount has not been paid or a financial arrangement reached with the Treasurer, the Member is suspended and considered to be no longer in good standing (inactive).
- C. Suspended Members shall not be eligible to vote and shall lose all other privileges of membership as outlined in Article V Section 5.

Section 7 Non-renewal or Resignation of Members

Resignation or non-renewal by a member does not void preexisting financial obligations.

Article VI: Meetings of the Congregation

Section 1 Annual Meeting

The annual meeting of the Congregation shall be held ninety (90) to thirty (30) days prior to the commencement of its fiscal year (July 1) or at such other date as the Board determines and for

which it provides adequate notice. At this meeting, the President, Treasurer, Rabbi, and any other Officers, staff, affiliates and committee chairs requested to do so by the Board, shall submit reports. At the annual meeting, the Treasurer shall present a financial report and budget for the coming fiscal year and Officers and Board members shall be elected. Every member household shall be notified by postal mail, telephone, or electronic means at least twenty-one (21) days prior to the annual meeting of the date, time and place of the meeting, the matters to be voted on at the meeting, and the names of all nominees for Officers and Board members.

Section 2 Special Meetings

Special meetings of the Congregation may be called at the request of a majority of the Board or by written request of twenty-five (25) percent of the membership. Notice of a special meeting shall be provided to the membership at least seven (7) days in advance, and shall set forth any matters to be voted on at the meeting. No business requiring a community vote shall be transacted at such a meeting without such notice.

Section 3 Quorum for Meetings

The quorum for a meeting of the Congregation shall be twenty-five (25) percent of the Members eligible to vote.

Section 4 Voting Eligibility

All eligible Members who are present at a meeting will be entitled to vote. Proxy votes and written absentee votes will be accepted with approval of the Board, subject to rules set forth by the Board.

Section 5 Meetings by Remote Communication

One or more Members may attend any Annual or Special meeting of the Congregation through telephonic, electronic, or other means of communication by which all Members have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

Article VII: Officers

Section 1 Officers & Elections

The Officers of the Congregation shall be a President or two Co-Presidents, a Vice -President, a Clerk, a Treasurer, and any other officers as shall be designated by the Board. Officers shall be members in good standing of the Congregation. Officers shall be elected at the annual meeting of the Congregation for a term of two (2) years. For any term, there shall be a minimum of either a President and a Vice President or two Co-Presidents. There may also be two Co-Presidents and a Vice President, but it is not required. No Officer, except the Treasurer, may serve for more than two (2) successive terms in the same position. If the same individual serves successive terms as Vice President, President

and/or Co-President, such individual may only serve a total of three (3) successive terms in any combination of such positions. Newly elected Officers shall assume office at the start of the next fiscal year, provided, however, that each officer shall hold office until a successor shall have been elected and qualified.

Section 2 Duties of the President

The duties of the President shall be to preside or designate a facilitator to preside as chair at all Congregational and Board meetings and to appoint all committees. The President shall be an ex-officio member of all committees except the Nominating Committee. He or she shall call the annual meeting and special meetings, and perform such other duties as are incident to the office. The President shall appoint the chairpersons of all committees unless otherwise provided in these Bylaws. In the instance of a Co-Presidency, all references in these Bylaws to the President shall apply to one or both Co-Presidents, as designated by the Board.

Section 3 Vacancy of an Office

A vacancy in the office of President or any other officer because of death, resignation, disqualification, or otherwise may be filled by the board of directors with a Member of the Congregation for the unexpired portion of the term.

Section 4 Duties of the Treasurer

The Treasurer shall be the custodian of all funds of the Congregation and shall be the disbursing agent of the Congregation as authorized by the Board. The Treasurer shall present regular financial reports to the Board and an annual report to the Congregation. The Treasurer shall chair or serve on the Budget and Finance Committee and the Investment Committee, if any.

Section 5 Duties of the Clerk

The Clerk shall keep accurate and complete minutes of meetings of the Congregation, the Board, and the Executive Committee; maintain the Policy Manual of Board-approved policies, if any; send out notices of all meetings; and perform such other duties as are incident to the office according to applicable law, or as specified by action of the Board. The Board may delegate some of these responsibilities to such person as may be from time to time designated, but the Clerk shall be responsible for the performance of any delegated matters.

Section 6 Signature Authority

Except as the Board may generally or in particular cases authorize, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the Congregation shall be signed by the President, the Treasurer, or the Clerk.

Article VIII: Board of Directors

Section 1 Number and Election

The Board shall consist of the Officers of the Congregation and, except as provided in Section 2 of this article, a maximum of nine (9) and a minimum of five (5) additional members at large elected by the Congregation for two-year terms.

Section 2 Term Limits

Board members may serve a maximum of three (3) consecutive terms on the Board, with the following exceptions:

- A) Board members at large may be elected to serve two (2) consecutive terms as officers regardless of the length of their prior board service.
- B) Officers who have served two (2) consecutive terms as officers may be elected to serve one (1) additional term as a member at large regardless of the length of their prior board service.
- C) The President or co-Presidents of the board may appoint an immediate past President or co-President to advise the Board as a non-voting presidential appointee, provided that he or she remains a member in good standing, regardless of the length of their prior board service.

Term limits shall begin to run from the first election following the approval of these bylaws. At that election, half of the nominees shall be elected to one (1) year terms and half of the nominees shall be elected to two (2) year terms, as determined by the Nominating Committee. For the purpose of term limits, both term lengths shall be deemed to be complete terms, provided, however, that each director shall hold office until a successor shall have been elected and qualified.

Section 3 Authority and Duties

The Board shall be responsible for the general management of the affairs, funds, records, and property of the Congregation. It may establish policies, guidelines and direction with respect to matters within its management and control. The Board or its designee(s) shall act on all matters of policy. The Board may appoint an independent auditor, and shall perform such other duties as the Members of the Congregation may prescribe.

Section 4 Vacancies

The Board shall fill any vacancy on the Board, with an eligible Member of the Congregation, to serve until the next Congregational election. At that time, the Congregation shall elect candidates to fill any vacant, unexpired terms.

Section 5 Meeting

The Board generally shall meet on a monthly basis, or, at a minimum, once every two months. In addition, the Board shall meet at the call of the President or by petition of one third of the voting members of the Board.

Section 5.a. Meetings by Remote Communication

One or more Board members may attend any annual, regular, special, or committee meeting of the Board through telephonic, electronic, or other means of communication by which all Board members have the ability to fully and equally participate in all discussions and voting on a

substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

Section 6 Quorum & Voting

At all meetings of the Board one half of the voting members of the Board shall constitute a quorum. A majority of those present are needed to carry a vote.

Section 7 Staffing

Subject to Article XI: Clergy, the Board shall have the authority to engage a Rabbi and, except as herein otherwise provided, other employees; in consultation with the Rabbi, to engage other clergy and professional staff; to establish their duties and compensation; and to terminate their employment by a majority vote of the Board.

Section 8 Congregational Finances

The Board shall designate the depositories for the Congregation's funds and, subject to Section 7 of Article VII, shall also designate signatories on such accounts. It shall have the authority to borrow money and to pledge for payment thereof the Congregation's assets other than (1) real estate or (2) funds of the Congregation that are donor-restricted to purposes other than the purpose of the loan.

Section 9 Presidential Appointees

The President may appoint individuals as advisors to the Board, without voting privileges, for a period of up to two (2) years at a time.

Article IX: Executive Committee

The President may appoint an Executive Committee, consisting of the Officers of the Congregation and not more than two additional members of the Board. The President shall chair the Executive Committee. The Executive Committee shall have such powers as are allowed to it by law. Moreover, authority to amend these Bylaws in accordance with Article XVII, or to suspend a member in accordance with Article V, Sec. 6, or to make professional staffing decisions under Article VIII, Sec. 7, or to fill vacancies under Article VIII, Sec. 4, shall be specifically reserved to the Board. The Clerk shall be responsible for keeping accurate and complete minutes of the meetings of the Executive Committee and for circulating copies of the minutes of any Executive Committee meeting to each member of the Board before the next meeting of the Board following such Executive Committee meeting. The Executive Committee shall meet at the discretion of the President, upon reasonable prior notice. A majority of the members of the Executive Committee shall constitute a quorum. A majority of those present are needed to carry a vote. Executive Committee meetings may be conducted by phone or other remote communication technology, provided that each participant has copies of all materials necessary for full participation in the meeting.

Article X: Removal from Office

Section 1 Abandonment

Any Officer or other voting Board member who is absent from three (3) meetings of the Board in a fiscal year without being excused by the President shall be deemed to have vacated her or his position.

Section 2 Removal

An Officer or Board member may be removed from office by a two-thirds vote of the Board members present at any special meeting of the Board called for the purpose of acting upon such removal. Said special meeting may be called (1) at the request of a majority of the Board or (2) by petition requesting such a meeting, signed by one-third or more of the Members of the Congregation. Reasonable written notice must be served on the Officer or Board member proceeded against

Article XI: Clergy and Staff

The Rabbi shall be selected in the following manner: (1) a special committee of at least three (3) Members appointed by the President shall recommend a candidate to be selected; (2) upon approval of the Board, this recommendation shall be submitted to the Congregation at a regular or special meeting; and (3) a two-thirds vote of the membership present and voting shall be required for the selection of the Rabbi.

The Rabbi shall have the right to attend, without voting rights, all meetings of the Congregation, the Board, and the Executive Committee, except when requested by the Board to absent himself or herself. The Rabbi shall be a nonvoting member of all committees and shall report to the Board.

Professional staff members, including any associate or assistant Rabbi(s), any cantorial staff, and any Religious School director, shall be selected, engaged and retained by majority vote of the Board in consultation with the senior Rabbi and any appropriate committee(s).

The Board may delegate day-to-day supervision of staff other than the Rabbi to senior staff or to relevant committees, but shall retain ultimate decision-making authority regarding the terms, conditions, and duration of employment for all staff.

Article XII: Committees

Section 1 Standing Committees

All committees shall report to the Board, and committee decisions are subject to Board review. The Board shall appoint the following standing committees:

- A. *Ritual.* The conduct of worship services and life-cycle ceremonies shall be primarily the responsibility of the Rabbi. When changes in the method of worship are under consideration, the Rabbi will consult with the Ritual Committee and seek a consensus. The Ritual Committee shall give deference to the Rabbi's particular competence in questions of ritual practice. If the Congregation has not employed a Rabbi, the Ritual Committee shall consider and establish ritual observances for the Congregation.
- B. *School.* The School Committee shall assure that the school provides a meaningful Jewish education for the students. In concert with the Education Director, education staff, and/or Rabbi, if any, the School Committee shall develop the education program for children enrolled in the Religious School, supervise the operation of the school, and establish youth programs.
- C. *Membership.* The Membership Committee shall recruit new Members for the Congregation and develop programs for the orientation, integration, and retention of all Members.
- D. *Building.* The Building Committee shall see that the building and property of the Congregation are maintained in good order and repair and, with the approval of the Board, will establish guidelines for the use of the Congregation's physical facilities.
- E. *Budget and Finance.* The Budget and Finance Committee shall make a detailed projection of income and operating expenses, submit an annual budget for the ensuing year, supervise the audit of the accounts of the Congregation, and oversee fundraising. Any expenditure in excess of budgeted amounts shall require Board approval.
- F. *Eitz Action.* The Eitz Action Committee shall coordinate activities of the Congregation promoting Tikkun Olam, working to repair our broken world through involvement, consistent with Jewish values, in social and environmental justice projects in our local and global communities.
- G. *Caring.*

Section 2 Ad hoc Committees

Additional committees may be established by the Board as needed and appropriate.

Article XIII: Nominations and Elections

Section 1 Nominating Committee

With the approval of the Board, the President shall appoint a Nominating Committee consisting of a minimum of three (3) individuals, including at least one (1) member of the Board and at least one (1) Member of the Congregation who is not a Board member. The President shall appoint someone other than himself or herself as the Chairperson of the Nominating Committee. The Nominating Committee shall recruit and nominate Members to serve as Officers and members at large of the Board. It will maintain job descriptions of the responsibilities of each nominated position and promote the development of future leaders of

the Congregation. Either the Nominating Committee or the Executive Committee may assume the responsibility of providing Board orientation and leadership development.

Section 2 Nominations

The Nominating Committee shall nominate one candidate for each position to be filled or, in the case of co-Presidents, two candidates. The Committee shall make an effort to ensure representation on the Board of members from each of the standing committees established under Article XII.

Section 3 Notice of Nominations

The Nominating Committee shall report its selections to the Board, and notice of said nominations shall be sent by postal mail, telephone, or electronic means to all Members, at least twenty-one (21) days prior to the annual meeting.

3.1 Inadvertent omission of nomination notice

Inadvertent omission of timely notice of the nomination of any candidate(s), for board member or for office of the Congregation shall not invalidate a nomination or election, provided that subsequent notice of such omission is provided within a reasonable period of time to each member of the Congregation by mail or electronic means.

However, if 20% or more of the members of the Congregation register opposition to any specified elected candidate(s) by written or electronic correspondence to the Clerk within 30 days of the subsequent notice of omission, then the untimely nomination of the specified candidate(s) is invalidated. In such case, a new nomination and election must be conducted for the position(s) of the specified elected candidate(s), using the procedures of a Special Meeting as provided in Article VI of these Bylaws.

Section 4 Nominations by Petition

Nomination for any elective office may also be made by petition of twenty (20) Members, said nominations to be filed with the Clerk at least fourteen (14) days prior to the annual meeting.

Section 5 Notice of Nominations by Petition

Notice of nominations by petition must be sent by the Clerk by postal mail, telephone, or electronic means to all Members at least ten (10) days before the annual meeting.

Section 6 Elections

Officers and members at large of the Board shall be elected at the annual meeting by a majority vote of the Members present and voting. Newly elected Officers and Members-at-large shall assume office at the start of the fiscal year following their election.

Section 7 No Nominations from the Floor

There shall be no nominations from the floor at the annual meeting.

Article XIV: Rights Reserved to the Members

Before any amendment to the Articles of Organization, any merger or dissolution of the Congregation, or before any contract shall be entered into by or for the Congregation for the purchase, sale, or transfer of real estate, or for the lease of property by the Congregation as a tenant, the Board shall ascertain all of the relevant material facts and submit them to the Congregation at a regular or special meeting called for that purpose. Authorization of any such action with respect to the aforesaid matters shall require a special quorum of one third of the Members and a majority shall carry the vote.

Article XV: Contracts and Legal Documents in General

Deeds, contracts, and other legal documents obligating the Congregation shall require the approval of the Board~~and~~. All such legal documents shall be evaluated as to legality, form, completion, and tax-exempt status impact, if any, and shall be reviewed by legal counsel if possible.

Article XVI: Fiscal Year

Unless otherwise decided by the Board, the fiscal year of the Congregation shall commence on July 1 and end on June 30 of each year.

Article XVII: Amendments

Amendments to these Bylaws may be made in one of the following ways:

- A. *Board Vote.* An amendment by board vote shall be initiated by a board member presenting the proposed amendment in writing to the Clerk. Such amendment may be acted on at any regular or special meeting of the Board and shall require an affirmative vote of seventy-five (75) percent of the entire board. Notice of such meeting, accompanied by a copy of the proposed amendment, shall be sent by postal mail or electronic means to each Member of the Congregation at least fifteen (15) days prior to any vote.
- B. *Community Vote.* An amendment by community vote shall be initiated by a petition of at least twenty percent of the Members in Good Standing of the Congregation presented in writing to the Clerk of the Congregation. Notice of the meeting, accompanied by a copy of the proposed amendment shall be sent by postal mail or electronic means to each Member in Good Standing of the Congregation at least thirty (30) days prior thereto. A vote on an amendment shall require a special quorum of one third of the Members and a majority shall carry the vote.

Article XVIII: Restrictions on Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. Except to the extent permitted by the Internal Revenue Code, whether pursuant to an election under Section 501(h) or otherwise, no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, neither the corporation nor any director, officer, employee, agent, or any other representative of the corporation shall carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article XIX: Dissolution or Merger

In the event of dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation to the extent assets of the corporation permit, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the board of directors shall determine, in such manner as required by section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the statutes of the Commonwealth of Massachusetts.

Article XIX(a): Conflicts of Interest

Whenever a member, director or officer has a financial or personal interest in any matter coming before the board of directors, the affected member, director or officer shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article XIX(b): Personal Liability

No officer, director, member, or employee of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer, director, or member notwithstanding any provision of law imposing such liability; provided,

however, that the foregoing shall not eliminate or limit the liability of an officer, director, or member to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer, director, or member derived an improper personal benefit.

Article XX: Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the corporation and the indemnified persons. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such indemnified person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.