

BYLAWS  
B'NAI SHALOM OF OLNEY

ARTICLE I - NAME

SECTION 1. The name of the Corporation (now and hereafter referred to as the Congregation) shall be called B'nai Shalom of Olney.

ARTICLE II - PURPOSES

SECTION 1. In furtherance of the objectives stated in the Articles of Incorporation, it shall be the purpose of the Congregation to promote, sustain and provide facilities for the worship, religious education, cultural instruction and spiritual guidance in the faith of the Conservative Movement and to maintain and foster participation in the religious, charitable, educational, social and recreational activities of the Congregation and of the community in all aspects of Jewish and American life.

SECTION 2. In effecting the purposes here stated, the Congregation may charter auxiliaries of members and non-members under such terms and conditions as may be desirable.

SECTION 3. The Congregation is expressly precluded from engaging in any political activity nor may it sponsor, endorse, aid or assist any political candidate, party or group.

SECTION 4. This Congregation shall be affiliated with The United Synagogue of Conservative Judaism

ARTICLE III - MEMBERSHIP

SECTION 1. Membership in the Congregation shall be open to all persons of the Jewish faith and their spouses or partners who are not less than eighteen (18) years of age, and who shall subscribe to the purposes of the Congregation.

SECTION 2. There shall be nine (9) types of membership:

- a. Full Family membership - such membership shall be extended to couples in which at least one spouse or partner is Jewish. Full Family membership shall include applicant and spouse or partner and their dependents.
- b. Individual Membership - such membership shall be extended to Jewish individuals without a partner or spouse. Membership shall include the member and their dependents.

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- d. Senior Individual Membership - such membership shall be extended to Jewish individuals 65 years of age or older without a partner or spouse. Membership shall include the member and their dependents.
- e. Senior Family Membership - such membership shall be extended to couples, where at least one spouse or partner is Jewish and one of whom must be 65 years of age or older. Senior Family Membership shall include both spouses or partners and their dependents.

If a spouse or partner of a Senior Family Membership passes away and the surviving spouse or partner has not attained the minimum age to be a Senior Individual Member, the survivor may, at the survivor's option, continue to pay dues at the rate applicable to the Senior Family Membership category.

- f. Under 35 Individual Membership - membership shall be extended to Jewish individuals under 35 years of age without a spouse or partner.
- g. Under 35 Family Membership - membership shall be extended Jewish individuals under the age of 35 as well as their spouse or partner. Membership shall include the member(s) and their dependents.
- h. Honorary Membership - such membership shall have all the rights of the Congregation, except the right to vote, petition and hold office. Honorary Memberships may be bestowed upon any person who renders outstanding service to the Congregation or to Jewish life. Such membership may be conferred upon nomination by two-thirds (2/3) vote of the Board and approval by two-thirds (2/3) vote of the Membership voting at a meeting of the Congregation.
- i. Associate Membership - Individuals or families shall have those rights of the Congregation, which the Board of Trustees shall confer, except the right to vote, petition, and hold office. Associate Membership may be extended only to individuals or couples who are members in good standing of another synagogue or are former members of B'nai Shalom of Olney and currently reside more than 50 miles from Olney, Maryland.

SECTION 3. Applications for membership shall be filed with the Membership Committee on forms provided by the Congregation to be acted upon within forty-five (45) days from the date the application is received. If a majority of the Board present decides that the applicant does not qualify, based upon standards set forth in the BYLAWS, membership will be denied with an explanation for such action given to the applicant.

SECTION 4. Honorary Memberships may be bestowed upon any person who renders outstanding service to the Congregation or to Jewish life. Such membership may be conferred upon nomination by two-thirds (2/3) vote of the Board and approval by two-thirds (2/3) vote of the Membership.

SECTION 5. All Jewish members in good standing shall have the right to vote, to hold office and to petition. A member whose financial obligations (such as membership dues, educational fees or any other financial commitments) to the Congregation are in arrears for a period exceeding one calendar quarter shall be deemed to be a "member not in good standing," unless (as provided in Article X, Section 6), the financial obligations are waived or deferred. All members of a family shall be considered not in good standing if the family is in arrears of its financial obligations.

SECTION 6. The rights and privileges established in Section 5 of this Article shall not be construed as limiting the power of the Board to require payment of services rendered or to prescribe the time and manner of such payments as well as the payment of other charges as a condition precedent to the exercise of a member's rights and privileges.

SECTION 7. Members shall be required to pay financial obligations as prescribed in the annual budget (see Article V, Section 4, Sub-paragraph a. 5).

#### ARTICLE IV - CONGREGATIONAL MEETINGS

SECTION 1. At least one (1) regular congregational meeting shall be held each year. The meeting shall be held during May for the purpose of presentation and approval of the budget and for the purpose of elections of Elected Officials under Article V in accordance with Article IX.

SECTION 2. Additional congregational meetings may be held at the discretion of the President or shall be called by the President upon written petition of not less than 20% of eligible voting members or upon majority vote of the Board.

SECTION 3. Notice of all congregational meetings shall be given in writing to all members by mail or electronic methods at least ten (10) days in advance of the meeting.

SECTION 4. For the purpose of holding all regular and special membership meetings, a quorum shall consist of fifty (50) eligible voting members in good standing. A meeting duly convened with a quorum present thirty-five (35) eligible voting members remain in attendance.

SECTION 5. All votes shall be cast in person or by absentee ballot. The Board shall establish rules, policies and procedures for exercising absentee ballots. However, absentee ballots shall not be counted toward the presence of a quorum.

SECTION 6. All congregational meetings shall be conducted in accordance with the latest edition of "Robert's Rules of Order Revised" except where such rules may be in conflict with provisions of these Bylaws.

SECTION 7. The order of business at all regular meetings of the membership shall include the following:

- a. Review of the minutes of the preceding meeting and action thereon.
- b. Treasurer's report
- c. Such reports as directed by the President.
- d. Unfinished business.
- e. New business.
- f. Good and Welfare.

#### ARTICLE V - ELECTED OFFICIALS

SECTION 1.

##### General

- a. The Elected Officials of the Congregation shall include the officers and the trustees, all of whom shall be Jewish and members in good standing of the Congregation.
- b. No person may hold more than one (1) elected office at the same time.
- c. No elected official shall hold the same office for more than two (2) consecutive terms.

The officers of the Congregation shall be a President, or two (2) Co-Presidents (when such office is filled pursuant to Section 2. below and subject to the terms thereof), a First Vice President, a Vice President - Administration, a Vice President - Membership and Congregational Programming, a Vice President - Education and Youth, a Vice President - Ritual, a Treasurer, two Financial Secretaries and a Recording Secretary.

SECTION 2

- a. Co-Presidents: The Board of Trustees shall have the authority, upon majority vote, from time to time, to declare, at its discretion that the Office of Co-Presidents will be filled by two (2) individuals. Upon such declaration, the office of the Co-Presidents will remain a designated office under these By-Laws, subject to all of the terms and provisions herein until the next regularly scheduled election of officers at which time the Board of Trustees shall determine whether or not it shall continue the office of Co-Presidents. If the office of Co-Presidents is filled hereunder then two (2) individuals shall be elected to such office in the manner provided for in Article IX. below.
- b. The duties, obligations and authority of the Co-Presidents shall be equal and in all respects identical to that of the President as provided in Section 5. below except as the Board of Trustees may specifically provide pursuant to this Section 2. (b) and Section 5. below. In the

event of the absence of one of the individuals holding the office of Co-President, or vacancy in the office of Co-President, the remaining Co-President shall perform and have all of the duties, obligations and authority as the President would have as set forth in Section 5.a. below as if there were no Co-President or until such vacancy is filled as provided in Article X Section 2. below. In the event of any disagreement between the Co-Presidents with respect to their respective duties, obligations or authority, then in such event the Board of Trustees shall specify which Co-President has a specific duty, obligation or authority. Subject to the provisions of this Section 2., the act of either of the Co-Presidents shall be deemed to be the act of both Co-Presidents. Any reference in these By-Laws to the President, other than in this Section 2., shall be deemed to likewise apply to the Co-Presidents when such office is filled.

SECTION 3. Trustees shall also be elected by the membership as officials of the Congregation. There shall be one trustee for each fifty (50) eligible voters at the time of the first meeting each year of the Leadership Development Committee held for the purpose of determining nominations. However, there shall always be a minimum of two trustees. No trustee shall hold office for more than two (2) consecutive terms.

SECTION 4. No person may hold more than one (1) elected office at the same time. No officer shall hold office for more than two (2) consecutive terms.

SECTION 5. Officers shall be elected by the membership in accordance with the procedure stated in these Bylaws and shall hold office for a term of one (1) year for the office of President, each of the Vice Presidents, and Recording Secretary, and for a term of two (2) years for Treasurer, or until their successors are elected and qualify. Both Financial Secretaries shall hold office for terms of two (2) years or until their successors are elected so that each year one (1) Financial Secretary shall be elected. All officers shall perform such duties, in addition to those hereby specifically prescribed, as may be required by the Board or by the Congregation.

- a. President - The President shall:
  - 1) be the chief executive officer of the Congregation and shall chair the Executive Committee and the Board of Trustees. The President shall preside at meetings of the Executive Committee, the Board of Trustees, and of the Congregation.
  - 2) execute policies, programs, resolutions and regulations of the

Congregation and the Board of Trustees and jointly with the First Vice President and/or Treasurer have authority to sign all checks and warrants of the Congregation.

- 3) establish such committees as deemed necessary, other than those prescribed by these Bylaws or by the Board of Trustees, and shall have the right to appoint and remove the committee chair and members of all committees.
  - 4) have the general superintendence and direction of all other officers, officials, and employees of the Congregation
  - 5) at the May congregational meeting (see Article IV, Section 1), submit for the approval of the majority of the members in good standing a budget for the ensuing fiscal year, which shall begin July 1. The President may at any regular meeting of the Congregation and after ten (10) days prior notice to the membership by mail, submit for the approval of the Congregation any amendments to the existing budget, which shall include the amount of any proposed assessment upon the members. All budget amendments shall have been accepted by the Board prior to submission to the Congregation. Approval thereof by the Congregation shall require a three-fifths (3/5) vote of the members in good standing present (see Article III, Section 5).
  - 6) be an ex-officio member of all standing and other committees.
  - 7) singly, and jointly with the Treasurer, have access to the safe deposit box wherein are deposited the valuable papers of the Congregation.
  - 8) individually or through representation, establish and maintain contact with other organizations, the objectives of which are consistent with those of the Congregation. The President shall not formally affiliate the Congregation without the prior approval of the Board.
  - 9) shall appoint a parliamentarian to provide advice on matters of procedure in the conduct of meetings.
- b. First Vice President - The First Vice President shall:
- 1) assist the President in performing the duties of that office and shall exercise the duties and powers of the President in the latter's absence or disability.
  - 2) jointly with the President and/or Treasurer, have authority to sign all checks and warrants of the Congregation.
  - 3) in the event of the death, resignation or removal from office of the President, succeed to that office for the unexpired portion of the term

of that office.

- 4) be an ex-officio member of all standing and other committees.

c. Vice President - Administration - The Vice President - Administration shall:

- 1) perform duties of the First Vice President in the First Vice President's absence and shall exercise the duties of the President in case of the absence or disability of the President and First Vice President.
- 2) in the event of the death, resignation or removal from office of the First Vice President, succeed to that office for the unexpired portion of the term of that office.
- 3) assist the President in coordinating the activities of the House, Budget and Finance, Dedicatory/Awards, Legal and Bylaws, Fundraising, Land and Building and Fine Arts Committees. The Vice President - Administration shall be an ex-officio member of those committees.
- 4) maintain a current roster of members in good standing.
- 5) be authorized to make deposits for the Congregations.
- 6) in the absence or incapacity of the Treasurer or Financial Secretary, submit for audit and examination all Congregational books and records within the reasonability of the incapacitated official.

d. Vice President [[for]] - Education and Youth - The Vice President - Education and Youth Shall:

- 1) assist the President in coordinating the activities of the, Religious School Education, Early Childhood School, Adult Education, and Youth Commission committees. The Vice President - Education and Youth shall be an ex-officio member of those committees.

e. Vice President - Membership and Congregational Programming - The Vice President - Membership and Congregational Programming shall:

- 1) assist the President in coordinating the activities of the Membership, Program/Publicity, Hazak, Fund Raising, Social Action, Inclusion Committees. The Vice President - Membership and Congregational Programming shall be an ex-officio member of those committees.

f. Vice President - Ritual - The Vice President - Ritual shall:

- 1) assist the President in coordinating the activities of the Religious,

Chesed, Bikur Holim, and Israel Connection Committees. The Vice President - Ritual shall be an ex-officio member of those committees.

g. Treasurer - The Treasurer shall:

- 1) Oversee correct and accurate accounts of all assets, liabilities, and capital of the Congregation and changes to all financial records belonging to the Congregation. At every regular meeting of the Board of Trustees, submit a detailed report of income and expenditures and of the current condition of the Congregation. At every regular meeting of the Congregation, submit a summary report of the Congregation's income and expenditures from the beginning of the fiscal year and of the Congregation's current financial condition. The Treasurer may delegate any or all of the responsibilities contained in this paragraph with the approval of the Board of Trustees.
- 2) Oversee the disbursement of the funds of the Congregation in accordance with the directions of the Board of Trustees, and determine that all checks and warrants drawn upon the Congregation are within the limits of the appropriate segments of the approved budget for the fiscal year. Jointly with the President and/or First Vice President, have the authority to sign all checks and warrants of the Congregation. The Treasurer shall oversee the proper making of proper records of such financial transactions. The Treasurer shall deposit all valuable papers of the Congregation in a safe deposit box in a financial institution approved by the Board of Trustees and shall singly and jointly with the President have access thereto.
- 3) at the expiration of the term of the Treasurer's office, or upon resignation or removal from office, deliver to the Board of Trustees all records, papers, and other property of the Congregation in the Treasurer's charge.
- 4) chair the Budget and Finance Committee.
- 5) Coordinate the activities of the Endowment Committee

h. Two Financial Secretaries - The two Financial Secretaries Shall:

- 1) receive, evaluate and act upon applications for financial consideration in accordance with the provisions established with each fiscal budget.
- 2) supervise the preparation and mailing of delinquency notices.
- 3) at the expiration of their term of office, or upon resignation or removal from office, deliver to their successor all records, papers, and other property of the Congregation in the Financial Secretaries' charge.



- 4) be voting members of the Budget and Finance Committee.
- i. Recording Secretary- The Recording Secretary shall:
- 1) keep a true and accurate record of the proceedings of the Meetings of the Executive Committee, the Board of Trustees, and the Congregation.
  - 2) act as historian of the Congregation and maintain a chronological record of the important events and activities of the Congregation.
  - 3) at the expiration of the Recording Secretary's term of office, or upon resignation or removal from office, deliver to the Board of Trustees all records, papers, and other property of the Congregation in the Recording Secretary's charge.

#### SECTION 6.

Trustees shall be elected by the membership in accordance with the procedure stated in these Bylaws. All Trustees shall hold office for a term of two (2) years or until their successors are elected and qualify so that each year one-half (1/2) of the Trustees will be elected. All Trustees shall perform such duties, in addition to those hereby specifically prescribed, as may be required by the Congregation.

- a) The Trustees shall review and approve the audit and inventory of the records of the Treasurer and Financial Secretaries.
- b) The Trustees shall accept from the outgoing officers all books, records, and other property of the Congregation in their charge and deliver same to the appropriate successor in office.
- c) The Trustees shall represent the Congregation on all matters before the Board.
- d) Each Trustee shall serve on at least one Standing Committee of the Board.

#### ARTICLE VI - BOARD OF TRUSTEES AND EXECUTIVE COMMITTEE

#### SECTION 1.

There shall be a Board of Trustees (hereafter called the Board) to consist of all incumbent officers, the Trustees, the three immediate past Presidents, and the Presidents of our chartered auxiliaries, and the President of USY (who shall be a non-voting member and who shall not be eligible to attend Board meetings held in executive session). Board members shall be members in good standing of the Congregation, except the President of the USY who must be a child of a member in good standing.

SECTION 2.

The Board shall convene on call of the President but not less than once a month, except that during July and August the President may dispense with such meetings. Unless the President determines otherwise, the congregational meetings held in January and in May shall constitute the Board meetings for those months. All Board meetings shall be in accordance with Robert's Rules of Order except for the rules set forth in these Bylaws. Special meetings may be called by the President upon the written petition of four (4) members of the Board. A quorum at all meetings of the Board shall consist of 50% of the Board members, at least one (1) of whom shall be a Trustee; however, for purposes of a quorum, Past Presidents, shall not be counted as Board members and both Co-Presidents, if applicable, shall be considered to be one Board member. All votes shall be cast in person. Each position shall be entitled to one vote, regardless of the number of persons holding that office. Proxy or absentee voting shall not be permitted. In the event that the President of any chartered auxiliary cannot be present at a Board meeting, the President of the Auxiliary should designate any elected official of such Auxiliary, who is a member in good standing of the Congregation, to attend the Board meeting and such designee will have the same rights as the President of said Auxiliary at said meeting.

SECTION 3.

The Board shall be the governing body of the Congregation and as such it shall adopt and enforce policies and regulations conducive to the welfare of the Congregation. It shall administer, supervise and control, except as otherwise provided in these Bylaws, all property of the Congregation and its auxiliaries.

SECTION 4.

The Board shall review and act upon all issues referred to it by the Executive Committee, by any of the members of the Board and by committee chairpersons. The Board shall also consider all issues referred to it by the decision of the membership at a Congregation meeting and shall take action or make recommendations thereon not later than the next regular meeting of the Congregation or within such time as may be designated by the Congregation.

SECTION 5.

The Board shall consider and act upon all applications for membership with the Congregation.

SECTION 6.

- a. The Board shall have the exclusive authority to authorize the hiring and discharge of such employees as are from time to time deemed necessary, except when such action concerns the Rabbi.
- b. The board shall have exclusive authority to approve the extension, renewal, modification, renegotiation of the contracts of all employees including the Rabbi. Prior to determining whether to enter into

negotiations with the Rabbi or the Hazzan the Board shall, in a manner to be determined by the Board seek input from the congregation.

- c. The Board may hire and discharge the Rabbi only when authorized to do so by a majority vote of the members in good standing at a meeting of the Congregation. The Board will be required to send notice of such meeting, with its recommendations to all members of the Congregation at least ten (10) days in advance of the meeting date.

#### SECTION 7.

The Board shall insure that all expenditures are within the limits of the appropriate segments of the budget or amendments thereto as specifically approved for the fiscal year by the Congregation, except as follows:

- a. During any fiscal year the Board shall have the authority, by a vote of two-thirds of the members voting, to transfer an aggregate of up to 2 percent of the total of up to 2 percent of the total budgeted expenditures approved by the Congregation for the fiscal year by shifting funds among budgeted line items.
- b. The Board shall have the authority during any fiscal year, by a vote of two-thirds (2/3) of the members voting, to increase the amount of the total budgeted expenditures by an amount not to exceed 25 percent of the projected net surplus over the budget approved by the Congregation.
- c. The Board shall have the authority during any fiscal year, by a vote of two-thirds (2/3) of the members voting, to incur expenses that were not approved in the budget to the extent that the expenditures will result in no net cost to the Congregation because they are offset by additional funds available to the Congregation that: (i) were not forecast in the approved budget; and (ii) are specifically related to the additional expense (e.g., insurance recoveries or contributions specifically restricted to, and sufficient to cover all of, the expense).

#### SECTION 8.

If at any time an annual budget shall not have been approved, the Board shall be empowered to spend, authorize or commit the expenditure of such sums as may be required for the ordinary and routine operation and management of the Congregation and the preservation of its property, and shall have the further power to spend, authorize or commit the expenditure of a sum not to exceed five thousand dollars (\$5,000) for any purpose or purposes not concerned with the above, upon the prior approval of two-thirds (2/3) of the members of the Board present at a meeting thereof. Any expenditures in excess of the foregoing or not otherwise provided for in this Section, shall require the specific prior approval of the majority vote of the members in good standing present at a meeting of the Congregation.

SECTION 9. The Board may, with the specific consent of a majority of the members in good standing voting at a meeting of the Congregation, incur non-budgeted financial obligations which do not require a period in excess of twelve (12) months for complete discharge or which in the aggregate does not exceed ten thousand dollars (\$10,000), so long as this does not necessitate a change in the dues or assessment of tuition for the existing fiscal year. The vote shall be appropriate to meet the voting requirements of Article IV, Section 4.

SECTION 10. The Board shall not, except with the specific consent of three-fifths (3/5) of the eligible voters voting at a Congregation meeting, incur any financial obligation other than those falling within a budget approved for the current fiscal year or those authorized by Sections 7, 8, and 9 of this Article. However, a contract affecting any employee shall be governed by Section 6 of this Article.

SECTION 11. The Board shall give a report of its activities at each regular membership meeting. All action taken or contemplated by the Board shall be subject to review, modification or reversal by the membership, except as to such action as shall have been fully performed or shall otherwise be a legally binding obligation. A modification may be made with the consent of the majority of the members in good standing at a membership meeting. A reversal may be made with the consent of two-thirds (2/3) of the members in good standing at a membership meeting.

SECTION 12. Each newly elected President shall appoint from among the Board members a parliamentarian who shall thereafter at the request of the presiding officer at any meeting of the Board, advise as to interpretations of these Bylaws and of parliamentary law, and shall, in the event the presiding officer's ruling is challenged by more than two (2) members, render an interpretation to be binding unless overruled by a two-thirds (2/3) vote of the respective Board members or members in good standing present. In the absence of the parliamentarian from any meeting, the presiding officer may appoint a temporary parliamentarian.

SECTION 13. There shall be an Executive Committee of the Board of Trustees to consist of the following officers: President, immediate Past President, each of the Vice Presidents, Treasurer, Financial Secretaries, and Recording Secretary. This Executive Committee shall meet at the discretion of the President and shall serve as the steering committee of the Board of Trustees. It shall be empowered to consider and vote upon applications for affiliations with the Congregation which involve special consideration due to financial hardship. The Executive Committee shall also be empowered to approve applications for, and to set the fees and time limitations for payment of financial hardship cases or delegate this function, in whole or in part, by majority vote of the Executive Committee to the two Financial Secretaries, who acting in concert shall

rule upon financial hardship requests. If the Financial Secretaries are unable to agree on a particular financial hardship request, the matter shall be referred to the Executive Committee for resolution.

SECTION 14. Duties or powers not specifically delegated or reserved by these Bylaws to other bodies or officials or to the membership of the Congregation shall reside in the Board.

## ARTICLE VII - STANDING COMMITTEES AND AUXILIARIES

SECTION 1. Committee chairpersons shall be appointed by and be responsible to the President. No more than three elected officers or trustees may serve as chairpersons of standing committees. Except for the Chairperson of the Leadership Development Committee, the Religious School Education Committee, and the Endowment Committee, the chairperson of each committee may select committee members with the concurrence of the President. Attendance at meetings shall be limited to a) members in good standing of the Congregation, b) persons under contract to the Congregation in a capacity directly related to the committee, and c) others deemed appropriate by the chairperson. In addition to the duties hereafter prescribed for each committee, the President may assign other duties to each committee not inconsistent with its primary function. Voting members of each committee must be members in good standing of the Congregation.

SECTION 2. The following standing committees shall be established and shall perform the primary duties indicated:

- a. Religious Committee - To organize, administer, and supervise all matters pertaining to the religious activities of the Congregation. It shall also be responsible for the facilities, equipment, and religious articles required for religious observance. The Committee shall cooperate with the Rabbi and Cantor in the performance of these responsibilities.
- b. Religious School Education Committee - To organize, administer, and supervise all educational and cultural activities of the Religious School. It shall be responsible for all matters pertaining to personnel, facilities, equipment and materials required for the religious schools and related activities. The Committee shall consist of a minimum of seven (7) members, two (2) of whom shall be Trustees, and one (1) of whom shall be the Chairperson, or his/her designee, of the Youth Commission.
- c. Early Childhood School Committee - To organize, administer, and supervise all educational and cultural activities of the Early Childhood School. It shall be responsible for all matters pertaining to personnel,

facilities, equipment and materials required for the nursery school and related activities. The Committee shall consist of a minimum of five (5) members, one (1) of whom shall be a Trustee, and one (1) of whom shall be the Chairperson.

- d. Membership Committee - To organize and supervise a program for the recruitment and integration of new members into the Congregation and maintain a record of the interests and capabilities of the members of the Congregation and their families. Such records shall be available to the officers, trustees and committees of the Congregation.
- e. Dedicatory/Awards Committee - To obtain and maintain all items recognizing dedications, honorariums, and memorials that would not normally come under the responsibility of other committees. Such items would include plaques, plates, certificates, bimah covers, torah covers, etc. It shall be responsible for setting standards of recognition of deserving synagogue members, and of setting the time, place, and manner of recognition. It will be responsible for nominating honorary members to the Congregation.
- f. House Committee - To be responsible for the use, allocation, maintenance and care of the property of the Congregation, other than those items under the care of the Religious and Education Committee; to formulate and recommend to the Board a schedule of charges for the use of the Congregation's services and facilities; and to arrange for such services and facilities in accordance with the approved schedule.
- g. Program Publicity Committee - To be responsible for all matters pertaining to publicity affecting the Congregation and for the preparation and distribution of the Congregation's publications.
- h. Legal and Bylaws Committee - To be responsible for all changes in the By-laws by insuring that proper petitioning procedures have been followed (Article X Section 1), reviewing proposed amendments for clarity of intent, and, at the Board's request, submitting proposed amendment changes. The committee is also responsible for furnishing legal counsel subject to approval of the Board.
- i. Fund Raising Committee - To organize, administer and supervise a program of fund raising activities designed to better the financial condition of the Congregation.
- j. Land and Building Committee - To be responsible for all matters concerning the purchase of land for the Congregation and for all phases of the planning and construction of the synagogue and appurtenant structures. Prior to the construction of the synagogue, it shall cooperate with the House Committee in securing temporary meeting facilities.

- k. Budget and Finance Committee - This committee shall make continuous reviews of the financial operations of the Congregation and report their findings at meetings of the Board. It shall also present to the annual meeting of the Congregation a proposed budget for the following fiscal year, for the approval of the Congregation.
- l. Youth Commission - To organize, establish and supervise a program of activities for Jewish children and teenagers.
- m. Fine Arts Committee - To enhance the interior design of B'nai Shalom synagogue through the approval of acquisition and placement of artwork and other interior pieces used in the public areas of the building. This would exclude classrooms, private offices, and the kitchen. It will be responsible for approving all color and pattern schemes used in the building.
- n. Leadership Development Committee - To provide ongoing leadership development programs to enhance the skills of current and prospective leaders. Oversee and implement a process to provide performance feedback of current leadership. Facilitate recruitment and placement of new leaders onto the Board, committees, and other projects, and by presenting a slate of nominees to the Board in connection with any election meeting. Oversee nomination process for new Board members and officers. The Leadership Development Committee shall consist of 7 members, no more than 3 of whom shall be trustees.
- o. Social Action Committee -- To carry out the mission of fulfillment of mitzvot through direct service to the community and education about and advocacy of Jewish tradition and community issues, at all times keeping in mind B'nai Shalom of Olney's status as a exempt non-profit organization.
- p. Israel Connections Committee -- To encourage a connection to and passion for Israel and the Israeli people through educational and social programs.
- q. Hesed Committee -- To provide aid and support to member families in times of need, including death and bereavement. Arrange Shabbat Meals for grieving families and provides leaders for shiva minyanim.
- r. Personnel Committee - To develop professional practice codes of conduct for all Synagogue personnel. In appropriate instances this committee shall request advice and assistance from other standing committees and shall recommend to the Board of Trustees all changes in personnel salaries, benefits, duties, etc. This committee shall have the responsibility of resolving personnel problems that may arise with staff. The Vice President for Administration shall be a member for this committee.

- s. Bikur Holim Committee -- To extend care and concern when anyone in our community is ill or is caring for someone who is ill. Along with the office staff, the committee will provide updates to the Mishaberach list.
- t. Programming Committee - To organize social and cultural events to benefit the Congregation. This committee shall work with other committees to organize holiday parties, concerts, films, speakers, seminars and more. Whether the event is for the purpose of community building or fundraising, or simply for fun, the Programming Committee is responsible for coordinating with the other committees and organizing the annual program calendar meeting.
- u. Inclusion Committee - To endeavor to remove barriers of architecture, communications and attitudes that encourage people with all levels of ability and disability to practice Judaism and use their gifts in worship, study, service, leadership and social interactions.
- v. Endowment Committee - will manage the B'nai Shalom of Olney Endowment Fund. The purpose of the fund is to provide capital resources for B'nai Shalom of Olney's operational needs and to build a permanent endowment that can help serve as a financial underpinning for the religious, charitable, educational, and emergency needs of the congregation. The Committee shall propose adoption and amendment of operating procedures and other rules for the Endowment Fund to the Board of Trustees, which shall be approved by a majority vote of the Board. The operating procedures shall include rules to be followed by the committee members. The Endowment Committee shall consist of at least 5 voting members, no more than 3 of whom shall be elected officers or trustees. The Endowment Committee shall be nominated by the Executive Committee and confirmed by the Board of Trustees of B'nai Shalom. Members of the committee shall be subject to removal by a majority vote of the Board of Trustees.

SECTION 3. Each standing committee shall:

- a. Keep a true and accurate record of the proceedings of the committee.
- b. Maintain a roster of the membership of the committee.
- c. Establish such subcommittees and workgroups as are necessary for the efficient functioning of the committee.
- d. Establish attendance and service requirements for committee membership.



- 1) A member who does not meet the attendance and service requirements shall not be entitled to vote on matters before the committee until such time as the committee chairperson determines, based on the records of the proceedings of the committee, that the member is in compliance.
- 2) The committee chairperson shall recommend that the President remove from the committee any committee member who has not met the attendance and service requirements for a period of six months.

SECTION 4. There shall be a Men's Club, Sisterhood, Early Childhood School Committee and such other auxiliaries as may be authorized by the membership. Each auxiliary may select its own name, establish its own constitution, elect its own officers, impose its own dues upon its members, handle its own funds and otherwise conduct its own affairs, provided however, that such organization shall not be inconsistent with the purposes and policies of the Congregation as determined by the Board or membership.

SECTION 5. Membership in the auxiliaries may be open to non-members of the Congregation, provided, however, that only members of the Congregation shall be eligible to participate at Congregation rates in events or activities not sponsored by the auxiliary. Participation in events or activities at Congregation rates may be specifically authorized from time to time by the membership or Board of the Congregation.

SECTION 6. Each auxiliary shall upon request of the Board, but no less than annually, make a report of its activities to the Board or membership of the Congregation.

SECTION 7. No committees shall contract any indebtedness or incur any liability for or on behalf of the Congregation, unless duly authorized by the Board or unless such authority is given under the Bylaws.

#### ARTICLE VIII - CONFLICTS OF INTERESTS

SECTION 1. No paid employee of the Congregation shall serve as a member of a committee responsible for supervising his/her employment and shall abstain from all votes on issues involving his/her employment.

#### ARTICLE IX - ELECTION OF OFFICIALS

SECTION 1. The Leadership Development Committee shall present its slate of nominees to the Board no later than the March board meeting, and a notice advising the Congregation of the committee's slate, the date of the election meeting, and the following described procedure for

supplementing that slate by petition shall be given in writing to all members by mail or electronic methods no later than April 1. No person shall be nominated for the position of President unless he/she has served at least one term as an officer of the Congregation as described in Article V, Section 2, or as a Trustee.

The names of additional nominees shall be added to the committee's slate if their names are submitted to the Chairperson of the Leadership Development Committee together with petitions signed by a minimum of seven (7) members of the Congregation in good standing endorsing their candidacies. Such petitions, to be valid, must be received at the address specified in the aforesaid notice no later than May 1. A copy of the slate as supplemented by the above-described petitions shall be mailed to all Congregants together with the required ten (10) day notice of the Annual May Congregational meeting. (See Article IV, Sections 1 and 3).

No distinction shall be indicated on the supplemented slate between candidates of the basis of how they were nominated. All nominees names shall be listed in alphabetical order. All persons nominated either by the Leadership Development Committee or by petition shall indicate, or have in writing indicated, their willingness to serve in the position for which nominated.

#### SECTION 2.

Election of officers and trustees shall be held each year at the Annual May Congregational meeting specified in Article IV, Section 1. At that meeting, the Leadership Development Committee shall place before the membership its slate of nominees as supplemented by the petitioning process set forth in Section 1 above. Should a total vacancy in the slate for any officer be created by the withdrawal of one or more persons slated for election to that office, nominations for that office shall be accepted from the floor. In such event, any person so nominated shall indicate to those present at the meeting his/her willingness to serve in the position for which he/she is nominated.

#### SECTION 3.

Election of the officers and trustees shall be by secret ballot to be received, counted and reported upon by three (3) judges designated by the President. These judges shall not be running for office. A majority of the votes cast shall be required to elect all officers (except the Trustees of the Congregation). In the event one (1) candidate for such office does not receive a majority of all votes cast on the first ballot for each position as officer, a second balloting shall be conducted between those two (2) candidates who shall have received the greatest number of votes in the first ballot. In the election of Trustees, those candidates whose number equals the number of vacancies to be filled and receive the greatest number of votes on one ballot shall be elected. In the event of a tie for the remaining positions, a runoff ballot will be held.

SECTION 4.

The Treasurer, Financial Secretary and Trustees shall be elected for a term of two (2) years and shall hold office until their successors assume office. The President, First Vice President, Vice President for Administration, Vice President for Religious Affairs and Education, Vice President for Membership and Programming and Recording Secretary shall be elected for a term of one (1) year and shall hold office until their successors assume office. Assumption of offices shall take place within no more than fifteen (15) days following the date of the election, at a time and in such a manner as may be determined by the outgoing Board.

ARTICLE X - REMOVALS, VACANCIES, AND SUSPENSIONS

SECTION 1.

The Board shall, upon the initiative of any of its members or upon receipt of a specification of charges signed by at least twenty (20) members of the Congregation in good standing, consider for removal from office any elected official charged with misconduct or dereliction of duty. The matter shall be presented to a regular or special meeting of the Congregation, for which no less than ten (10) days prior notice to such recommended action shall have been given to the membership by mail. A two-thirds (2/3) vote of the members in good standing present at such meeting shall be required to remove the official from office.

SECTION 2.

In the event of a vacancy in the office of the President or First Vice President, the next officer in line shall succeed to the vacant position.

SECTION 3.

In the event that the person serving as President or First Vice President is temporarily unable to perform the duties of the position as a result of illness or other circumstances, and the inability to perform the duties of the office is expected to be temporary but is reasonably expected to continue for a period in excess of ninety (90) days, the position shall be temporarily occupied by the next officer in line.

In the event that it is determined that the elected President or First Vice President will be unable to return to fulfill the duties of the elected position prior to the expiration of the term of the position, the position shall be deemed vacated and the provisions of Article X, Section 1 shall apply.

SECTION 4.

In the event that a person holding any other office other than trustee is temporarily unable to perform the duties of the position as a result of illness or other circumstances, and the inability to perform the duties of the office is expected to be temporary but is reasonably expected to continue for a period in excess of ninety (90) days, the President, upon a vote of the majority of the members of the Board

voting, shall appoint someone to temporarily perform the duties of the office until the elected office is able to return to the position and fulfill the duties of the position or until it is determined that the person will not be able to return to the position prior to the expiration of the term.

In the event that it is determined that the person will be unable to return to fulfill the duties of the elected position prior to the expiration of the term of the position, the position shall be deemed vacated and the provisions of Article X, Section 2 shall apply.

SECTION 5.

In the event of a vacancy in any other office or trusteeship, the President, with approval of the Board, shall appoint someone to fill the vacancy until a special election is held at the next regular congregational meeting of the membership, with no less than ten (10) days prior notice of such election being given to the membership by mail. The officer or trustee elected in the special election shall only hold office for the remainder of the term of the vacancy. Nominations for such position shall be selected by the Leadership Development Committee. The time served in connection with an interim appointment and special election pursuant to this section shall not count towards the term limitations set forth in Article V, Section 2.

SECTION 6.

Any member in arrears of any financial obligation to the Congregation for a period exceeding three (3) months may, with a two-thirds (2/3) vote of the Board, be suspended from membership in the Congregation. The Executive Committee has the authority to seek an offset of arrearages against any monies, including salaries and reimbursements, due and owing to the member. Financial obligations may be waived or have a specific time limit as set by the Executive Committee.

SECTION 7.

The Board shall recommend to the Congregation the removal from membership any member whose actions are deemed inappropriate or inconsistent with our aims as described in our articles of incorporation. The Board shall review the charges against the member in question at a regular meeting of the Board of Trustees. The member in question shall be provided with written notice of charges ten days prior to such meeting, and will be allowed to present his position at this meeting. Upon affirmative action by the Board, the recommendation shall be presented to the entire Congregation for consideration. A vote of two-thirds (2/3) of those members in good standing present at a meeting is needed for removal from membership.

## ARTICLE XI - AMENDMENTS

SECTION 1.

Any proposal to alter, amend, or repeal any provision of the Bylaws shall be made in writing, signed by at least twenty (20) members in good standing and shall be submitted to the Board at a meeting

thereof, or may be made by the Board on its own initiative. The proposal shall include the text of the proposed change; the President shall present the proposal for consideration at the next meeting of the Congregation. Written notice of such meeting shall be mailed to all families in the Congregation at least ten (10) days prior to the meeting and shall contain a copy of the text of the proposed amendment, alteration or intention to repeal and the recommendations of the Board made with respect thereto. Amendments to the proposal may be offered and voted upon at the meeting of the Congregation. A two-thirds (2/3) vote of the membership present at such meeting shall be required to adopt an amendment or alteration of these Bylaws or to repeal any provision thereof.