**BY-LAWS OF NETIVOT SHALOM**

**Last Modified June 18, 2017**

# ARTICLE 1

NAME

## This organization shall be known as Netivot Shalom (“Netivot Shalom”), a not-for-profit religious corporation, incorporated and operating in the State of New Jersey, County of Bergen, Township of Teaneck.

# ARTICLE 2

OBJECTIVES

## Netivot Shalom is an Orthodox synagogue that adheres to Jewish law, known as Halakha, as that term is understood, used and applied within Orthodox Judaism.

## Netivot Shalom seeks to enhance the spiritual and religious growth and Halakhic observance of all of its members and to provide ritual, educational and social programs fostering these goals. Netivot Shalom encourages full participation by all its members in all its services, programs and events to the extent permitted by Halakha.

## Netivot Shalom welcomes all Jewish people interested in participating in its services, programs and events. Netivot Shalom promotes respect for all Jews and strives for the unity of the Jewish people whenever possible.

## Netivot Shalom identifies with and supports the goals and aspirations of the State of Israel and its people and supports a thriving Jewish life in the Land of Israel, the homeland of the Jewish people.

# ARTICLE 3

MEMBERS

## All Jewish people are eligible to apply for membership in Netivot Shalom. To maintain membership, members are required to pay dues that have been agreed to at a membership vote. Any materials changes to the duties, responsibilities and obligations applicable to membership, or any classes thereof, shall be decided at a membership vote.

## Dues shall be used for the purpose of establishing, maintaining and operating Netivot Shalom, its facilities, events, services and programs.

## Dues shall be paid by the later of (a) two (2) months after joining as a member and (b) two (2) months after the start of the fiscal year, as that term is defined in Article 10.1 of these By-Laws.

## Any member who is in arrears for the full immediately preceding fiscal year or longer for any financial obligations due Netivot Shalom shall not be in good standing and at the discretion of the Board of Directors may be suspended from membership, whereupon all rights and privileges of the suspended member shall terminate.

## The President of Netivot Shalom or the Treasurer has the authority to waive or reduce dues or other financial obligations owed to the organization on an individual basis.

# ARTICLE 4

RABBI

## Netivot Shalom may employ the services of a Rabbi to assist in furthering its objectives. The Rabbi must have *smikha* (Halakhic rabbinic ordination) from a Yeshiva or Rabbinic Seminary associated with Orthodox Judaism.

## The Rabbi shall have jurisdiction and authority to rule on all Halakhic matters and his Halakhic decisions shall be binding on the organization.

## The Rabbi must at all times while serving the organization subscribe to the Objectives of Netivot Shalom, as set forth in Article 2 of these By-Laws.

## The duties and responsibilities of the Rabbi shall be those specifically set out in his agreement and/or contract of employment with Netivot Shalom, which must incorporate and attach the provisions of these By-Laws.

# ARTICLE 5

BOARD OF DIRECTORS

## The Board of Directors of Netivot Shalom shall manage, administer and govern the organization, control its revenues, hire employees and determine their duties, and promote the good and welfare of the organization.

## The Board of Directors of Netivot Shalom shall consist of nine (9) members in good standing, and shall include five officers, namely the President, the Past President, the Vice-President of Operations, the Vice-President of Programming, the Treasurer and the Secretary. The position of Past President shall be a non-voting, advisory, position and shall last for the term of the sitting President.

## Each Board member shall serve a two-year term and cannot be re-elected for more than three consecutive terms after which they cannot serve as a Board member for two consecutive years.

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## Elections for the Board of Directors of Netivot Shalom shall be held annually, in May of each year, by the members of the organization. New Board members shall assume their positions on June 1 of the year in which they are elected to the Board.

## The May 2018 elections shall be for the positions of Treasurer, Secretary and for two general board members. The May 2019 election shall be for the positions of President, Vice President of Programming, Vice President of Operations and for two general board members. Thereafter, even-year elections shall follow the format of the 2018 election and odd-year elections shall follow the format of the 2019 election.

## The Board of Directors of Netivot Shalom shall hold in-person or video meetings once a month on a fixed schedule to be announced by the President at the beginning of each fiscal year.

## An agenda for each Board of Directors’ meeting shall be distributed to the members of the Board at least three days in advance of the meeting.

## All Netivot Shalom members may attend regularly scheduled meetings of the Board of Directors of the organization and may participate in any discussion at Board meetings. Any non-board member, however, may be asked to leave the board meetings based on a vote of the majority of Board Members present.

## The President may nominate candidates to fill vacancies existing on the Board of Directors during the fiscal year and any such nominees shall be approved by a vote of the existing Board of Directors.

## The Board of Directors of Netivot Shalom shall be authorized to spend sums in the name of the organization up to 5% of the year's current operating budget. All net operating expenditures in excess of 5% of the year's current budget must be authorized by the general membership.

## Proxy voting at Board of Directors meetings shall be illegal and will not be recognized for any purpose.

## A quorum of at least five (5) members of the Board of Directors including at least two (2) officers shall be required for the transaction of any business at any meeting of the Board of Directors.

# ARTICLE 6

OFFICERS

## The Officers of Netivot Shalom shall consist of President, Vice-President of Operations, the Vice-President of Programming, Secretary, and Treasurer.

## Each officer of Netivot Shalom shall serve two years.

## The duties and powers of the President of Netivot Shalom shall be to:

### oversee and have general charge of the management, business affairs and property of the organization;

### supervise the organization’s officers, board of directors, agents and employees;

### call meetings when and where deemed necessary;

### preside at all meetings;

### appoint committee chairs for standing and special committees as may be necessary to fill the duties and responsibilities of the congregation.

## The duties and powers of the Vice-President of Operations shall be to be responsible for the Synagogue’s day-to-day operations, including management of the Synagogue’s facility and property. The Vice-President of Operations shall oversee and assist the House Committee, Security Committee and the Kiddush Committee and shall be the liaison to the Board of Directors for those committees. On at least a quarterly basis, the Vice-President of Operations shall report to the Board of Directors on the general administration of the Synagogue and the condition and needs of the facilities and equipment, as well as the activities of the Kiddush Committee. In the event of the President’s absence or unavailability, the Vice President of Operations shall assume the duties of the President.

## The duties and powers of the Vice-President of Programming shall be to oversee and assist the Membership Education, Chesed, Social and Youth Committees and to be the liaison to the Board of Directors for those committees. On at least a quarterly basis, the Vice-President of Programming shall report to the Board of Directors on the activities of the Membership Education Chesed and Youth Committees.

## The duties and powers of the Treasurer of Netivot Shalom, or his/her designated nominee as approved by the Board of Directors, shall be to receive all monies and approve all bills, expenses, salaries and other amounts as approved by the Board of Directors. The Treasurer shall present a report at a minimum of one general membership meeting during the course of a fiscal year listing all income, all expenditures and the current accounts balances for the fiscal year to date. The Treasurer shall prepare and present to the general membership a balanced budget, which shall be ratified no later than the start of each fiscal year.

## The duties and powers of the Secretary of Netivot Shalom shall be to manage and oversee the website and calendar and assume responsibility for keeping a record of all Board of Directors’ meetings and all general membership meetings, conducting official correspondence, issuing meeting and other notices.

## In the event the President must resign during his or her term, the Vice President of Operations will assume the position of President until the fiscal year ends. In the event the Vice President of Operations cannot assume the position of President, the Board of Directors shall nominate an individual to fill the position until the fiscal year ends. The members will vote on that nomination at the next general membership meeting.

# ARTICLE 7

COMMITTEES

## Netivot Shalom shall have the following standing committees: Education, Chesed, Youth, Membership, Finance, Social, House and Kiddush. The President may create additional ad hoc committees.

## Any member in good standing is eligible to join any standing committee upon the consent of the chairperson and/or the President. The chairperson of each standing committee shall be appointed by the President. The chairperson of each standing committee may create ad hoc subcommittees.

## The Education Committee is responsible for creating, promoting and implementing all educational programs, services and events designed to increase the knowledge and awareness of the members and the community at large about Judaism and/or the State of Israel.

## The Chesed Committee is responsible for creating, promoting and implementing all programs, services and events designed to provide support and assistance to members of the organization and others in the Teaneck Jewish community during times of need, such as the death of a family member or the birth of a child.

## The Youth Committee is responsible for creating, promoting and implementing all programs, services and events directed toward the organization’s children and/or teenagers.

## The Membership Committee is responsible for generating interest in the congregation among potential members and shall maintain a list of the names and contact information of current members which shall be distributed annually to the membership.

## 7.7 The Social Committee is responsible for creating, promoting and implementing programs, services and events designed to enhance camaraderie and friendship among members.

## 7.8 The House Committee is responsible for all matters pertaining to the organization’s physical property, furniture, real estate and supplies for weekly events.

## 7.9 The Kiddush Committee shall be responsible for buying food supplies and organizing, setting up and cleaning up whenever food is served at the organization's events excepting those events for which such responsibility has been otherwise delegated. The Committee shall also act to ensure compliance with Netivot Shalom’s kashrut policy.

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## 7.10 The Nominating Committee shall be constituted on an annual basis and shall consist of three members of the organization, at least one of whom is a past President, appointed by the President no later than March 15. Membership in this Committee is not open and the Committee shall be dissolved each year on June 15. The Nominating Committee shall be responsible for proposing a slate of candidates for the Board of Directors and Officer positions, creating a printed ballot for the election, and for conducting the election of Directors and Officers. The conduct of the Nominating Committee shall be governed by Article 9 of these By-Laws.

# ARTICLE 8

MEMBERSHIP MEETINGS

## There shall be a membership meeting of the organization at least once annually. Meetings shall be called by the President or by at least ten (10) members in good standing, one of whom shall also be an officer or board member.

## No meeting shall be held without written and/or email notice being given to each member at least seven (7) days in advance of the meeting.

## The written and/or email notice shall specify the purposes or agenda of the meeting.

## At any meeting, each member in good standing shall be entitled to one vote. A husband and wife from the same family are each entitled to a separate vote

## Except as set forth below and as set forth in Article 8.6, all decisions of the members shall be determined at a meeting by a simple majority vote (51%) of the votes cast. The following matter must be determined by a majority vote at a meeting of the membership:

## (1) all votes for an increase in dues of 10% or more;

## (2) all non-budgeted operating expenditures in excess of 5% of the total budget;

## (3) all non-election appointments of new officers and members of the Board of Directors

## (4) the renewal of the Rabbi’s contract;

## (5) all building fund expenditures in excess of $15,000.

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## The following matters shall be determined by a super majority vote of the members present, which is 60% of the members present:

#### (1) the adoption of the Rabbi’s contract;

#### (2) all building fund expenditures in excess of $25,000 and all operating fund expenditures in excess of twenty-five (25) percent of the annual operating budget;

### (3) all amendments to these By-Laws.

## In the event of a vacancy in the Rabbi position, the President shall appoint a search committee that is subject to a vote of approval by the Board of Directors. The search committee shall be empowered to interview candidates and to negotiate terms of employment. The Board of Directors shall vote on whether to approve any candidate and contract proposed by the search committee. A candidate approved by the Board of Directors must be approved by a 2/3 vote to occur at a membership meeting.

## All super majority votes require written and/or email notification to all members at least ten (10) days prior to the vote.

## Certain votes shall be by secret ballot, including, but not limited to, the election of the Board and officers and personnel decisions, such as the hiring of the Rabbi or the adoption and/or renewal of the Rabbi’s contract. The outcome of such secret ballot votes shall be announced, but not the actual count.

## One member may serve as a proxy for up to a maximum of two other members. The proxy must be in writing and must bear the original signature of the principal and/or identifying email address. Such proxy voting shall be permitted at any membership meeting to vote on any matter, provided the specific matter to be voted upon is provided in writing to the Members at least one week prior to the date of the meeting, and provided further that the Board may determine, in its discretion, not to permit proxy voting on one or more particular matters (other than the election of Board members and Officers pursuant to Section 9.7), it being understood that such Board discretion shall be exercised infrequently and only upon a determination by the Board that discussion at the meeting of the particular matter to be voted upon is important for a fully informed decision to be made by the Members.

8.10 All matters other than the election of officers, the renewal of the Rabbi’s contract and those matters requiring a super majority vote may be determined by telephone and/or electronic votes. Such votes must be approved by a majority of the Board of Directors.

## No business may be conducted at a membership meeting in the absence of a quorum.

## A quorum shall mean 10% of the members.

ARTICLE 9

ELECTIONS

* 1. Upon the formation of the Nominating Committee, as set forth in Paragraph 7.14, the membership shall be notified as to the identities of the Committee and members shall be invited to notify the Committee should they wish to run for any open Board or Officer position.
  2. Subject to Paragraph 5.3, any full member in good standing is eligible to run in the election so long as that member has evidenced some material service to Netivot Shalom, the sufficiency of which shall be at the discretion of the Nominating Committee.
  3. The Nominating Committee shall prepare a written ballot listing the candidates nominated by the Committee at least seven days prior to the election.
  4. Any member who has not been nominated by the Committee, but who wishes to run for election, may do so only upon providing the Nominating Committee with a petition to run that bears the original signatures of at least 10 members. Such petition must be presented to the Nominating Committee no later than two days prior to the election. Any candidates running pursuant to this provision shall appear on the written ballot. There shall be no candidacies announced or nominated from the floor during the election proceedings.
  5. The printed ballot prepared by the Nominating Committee shall identify the names of the candidates as well as the officer or general board member position they are seeking.
  6. The election shall be conducted by secret ballot.
  7. One member may serve as a proxy for up to a maximum of two other members. The proxy must be in writing and must bear the original signature of the principal.
  8. The chairperson of the Nominating Committee shall be responsible for conducting the election and for counting the ballots.

ARTICLE 10

AMENDMENTS

## Members in good standing may propose amendments to these By-Laws by submitting to the Board of Directors the proposed amendments in writing and signed by at least ten (10) members in good standing.

## The Board of Directors is required to present all valid proposed amendments to the members at a regularly scheduled or special meeting of the members.

## In order to adopt the proposed amendments, sixty percent of the members in good standing attending the meeting must vote in favor of them.

# ARTICLE 11

MISCELLANEOUS

## The fiscal year shall end July 31.

## These By-Laws shall be in full force after a vote by the members.

## These By-Laws shall supersede and nullify all previous By-Laws, rules and regulations, both written and implied, under which the Board of Directors or any officers of the organization and the organization itself have been operating.

## All members shall have access to a copy of the budget; By-Laws; financial statements; and minutes.