

# Havurah Shalom Bylaws

**I. Name.** The name of the Congregation shall be Havurah Shalom.

**II. Purpose.** Havurah Shalom is an inclusive participatory community committed to Jewish values, spirituality, learning, and acts of social responsibility.

Havurah Shalom is committed to the following goals and purposes, none of which shall be for profit:

- A. Welcoming all people seeking spirituality within an evolving Jewish tradition;
- B. Promoting active participation of all members in all aspects of congregational life;
- C. Enhancing members' relationship to the sacred through active ritual expression and experimentation;
- D. Passing on Jewish tradition to our children while teaching ourselves;
- E. Expressing commitment to Jewish values by taking responsibility for the ongoing renewal of our world.

## **III. Membership.**

A. Any individual or family, whose members are of the Jewish faith and/or are dedicated to the principles stated in Section II, shall be eligible for membership.

B. For purposes of dues and assessment, the units of general membership shall be family, single, single parent, or senior family, as may be appropriate.

C. Associate membership is open to persons or families who either: (1) are members in good standing at another synagogue, or (2) reside more than sixty (60) miles from the Congregation's place of worship. Associate members may receive the newsletter and participate in religious and social functions of the Congregation, but do not share the privileges of general membership with regard to life cycle events - for example, b'nai mitzvah, wedding, cemetery, religious school, or voting.

D. All applications for membership or associate membership shall be reviewed by the Membership Committee or its designee. The Membership Committee or its designee may approve any application. In the event the Membership Committee or its designee does not approve an application for membership, or at the request of the Membership Committee, the application shall be reviewed by the Steering Committee and a majority vote of the Steering Committee members present shall be required to approve the application.

E. A member who is current with respect to all financial obligations to the Congregation shall be considered in good standing.

#### **IV. Meetings.**

A. The Congregation shall hold at least one regular congregational meeting annually. Congregational meetings may be combined with educational retreats or other activities. Dates for congregational meetings shall be established by the Steering Committee.

B. Congregational meetings may be called at any time by the Steering Committee on its own initiative or upon the written request of twenty (20) percent of the membership in good standing, as provided in Section XIII.

C. All members shall receive written notice of the time, place, and agenda of all regular and special congregational meetings. The notice shall be sent in any manner deemed appropriate by Steering (and may include notice by electronic communications) and shall be circulated at least seven (7) days in advance of the meeting. An issue may be finally voted upon only if it appears on the circulated notice, although the exact wording of the resolution need not appear in the notice.

D. A quorum necessary for the transaction of the business of the Congregation at each congregational meeting shall consist of those members present. A majority of those voting shall prevail on all matters voted upon.

E. Participation in congregational meetings shall be limited to members in good standing.

**V. Voting.** At congregational business meetings, each adult present and in good standing shall have one (1) vote, provided, however, no member family shall have more than two (2) votes. Any member who has reached the age of eighteen (18) at the time of a vote shall be considered an “adult” member.

#### **VI. Steering Committee.**

A. The daily affairs of the Congregation shall be managed by a Steering Committee composed of eleven (11) voting members: six (6) Officers and five (5) Leads focused on the areas of Avodah (Spiritual), Kehillah (Culture – Community), Limud (Education), Makom (Place), and Tikkun Olam (Social Justice). (See section VII. E.).

B. The Steering Committee, subject to appropriate delegation, shall:

1. Establish policies that fulfill the Congregation's purpose;
2. Identify and develop long-range congregational goals;
3. Establish those committees, including standing committees, that are necessary to implement congregational policies;

4. Monitor the performance of congregational committees, including standing committees;
5. Monitor the performance of the rabbi and other paid personnel, including reviewing the results of the congregation's periodic rabbi review process and, as appropriate, communicating and implementing recommendations derived from that process;
6. Insure collaboration between the rabbi and congregational committees in program planning;
7. Prepare and propose annual budgets for congregational approval;
8. Oversee compliance with and establish policies for appropriate oversight of all congregational budgets, including approval of extraordinary or unbudgeted expenses;
9. Oversee fundraising efforts adequate to meet the Congregation's present and projected needs;
10. Review and establish policies for appropriate oversight of all significant congregational contracts, including employment contracts and leases;
11. Promote the Congregation's active involvement in the wider Jewish community, including the Jewish Reconstructionist Community;
12. Identify and propose appropriate bylaw modifications for congregational approval; and
13. Manage the Congregation's property and set policies for its use.
14. Ensure that minutes are recorded and posted in a timely manner for all Steering and Congregational meetings; and
15. Perform such other duties as deemed necessary to ensure the functioning of the Congregation.

C. The members of the Steering Committee, including officers, shall be elected each year according to the procedures of Paragraphs H and I. Once elected, the term of office shall commence immediately if the budget for the fiscal year ending the following June 30 has been adopted by the Congregation; and if not adopted, then the term of office shall commence upon the earlier of its adoption or August 1.

D. Should a vacancy occur on the Steering Committee or Executive Committee, the Steering Committee shall make reasonable efforts to appoint a successor to serve until the next congregational meeting or election under Paragraph I, at which time the Congregation shall elect a member to fill the unexpired term. Any unfilled position will remain open until such time as the position is filled by appointment or vote.

E. A Steering Committee member shall be removed from office if he or she is absent for three (3) consecutive Steering Committee meetings without an excuse approved by the Co-Presidents.

F. Any Steering Committee member may be recalled by a two-thirds (2/3)-majority vote of those present at a congregational meeting at which such removal is listed as an issue on the meeting notice.

G. Nominations for election of the Steering Committee and congregational officers shall be made by a Nominating Committee of not less than five (5) individuals selected by the Steering Committee. The Nominating Committee shall verify that the proposed nominee will serve if elected. The slate of nominees shall be circulated among all members of the congregation at least ten (10) days prior to the closing of nominations. Other candidates may be nominated by any congregation member during that open nomination period. No more than two (2) members of the Steering Committee may serve as members of the Nominating Committee. The Nominating Committee shall nominate a number of candidates equal to the number of positions to be filled. Within the ten (10) day open nomination period and after the Nominating Committee slate has been circulated, other Congregation members having nominations shall notify the Nominating Committee chairperson of these nominations and shall provide the Nominating Committee chairperson with assurance from the proposed nominee that he or she will accept the nomination and will serve if elected. Assurances shall be verified by the Nominating Committee chairperson. In the event that any congregation member nominates a candidate for a position that was not included in the notice to all members, the final list of all candidates shall be circulated along with the slate of the Nominating Committee as soon as practicable and in any event no later than the first day voting is allowed.

H. Each adult member in good standing may cast one (1) vote for each office and one (1) vote for each vacancy on the Steering Committee, provided, however, no member family shall have more than two (2) votes. If more than one person is nominated for any officer position, or if more persons are nominated for at-large positions than need to be filled, then voting shall be by secret ballot and cumulative voting is prohibited. Those persons polling the highest number of votes shall be declared elected up to the number of offices to be filled. Following the ten (10) day open nomination period, the Steering Committee may choose to conduct elections of officers or at large members by mail, email, or other appropriate means; in that event, the Steering Committee shall set a deadline of not less than seven (7) days for the return of ballots. However if more persons are nominated for any position than are needed to fill that position, any member seeking election for a contested position may require that the election be held at a congregational meeting.

I. Six (6) members of the Steering Committee shall constitute a quorum necessary for the transaction of the business of the Congregation and a majority of those voting shall prevail on all matters voted upon. However 1) changes in allocations between and among items within the approved budget in excess of \$2,500 and 2) contracts involving expenditures not already in the current fiscal year end budget and greater than an amount equal to two (2) percent of the current year's operating budget may be made only upon approval by at least seven (7) members.

J. All members in good standing shall be welcome at all meetings of the Steering Committee except when an executive session is declared to discuss sensitive business, including personnel, salary information, performance evaluations and other items as determined by the Co-Presidents.

K. Steering Committee meetings shall be held at least once a month on the same day each month, said date to be announced to the Congregation. Every effort shall be made to announce Steering Committee postponements. Unusual and urgent matters may be referred by the Co-Presidents for a vote by electronic mail, provided that the question not be called until forty eight (48) hours after the transmittal of the motion, and the Co-Presidents will make efforts to determine the vote of any Steering Committee members who do not have electronic mail or have not responded electronically to the calling of the question.

L. Any person made a party to any action, suit, or proceeding by reason of the fact that he is, or was, a Director or officer of Havurah Shalom, shall be indemnified and held harmless by Havurah Shalom against any reasonable expenses, including attorneys' fees, required to be paid by such officer or director in connection with any defense, and Havurah Shalom will advance and provide all such expenses to the extent permitted by ORS 65.397, except in relation to such matters as to which it shall be adjudged in such action, suit or proceeding, that such officer or Director is liable for gross negligence or misconduct in the performance of his or her duties, and in such event any officer or director who has received such expenses from Havurah Shalom shall reimburse Havurah Shalom for such advances.

## **VII. Officers and Leads.**

A. The officers of the Congregation shall be two Co-Presidents, a Vice-President, a Corporate Secretary, immediate past Co-President and a Treasurer, all of whom shall be selected from the entire Congregation. The officers shall be included in the eleven (11) total members of the Steering Committee. Where "Co-Presidents" is used elsewhere in the By-Laws, that term will refer to both or either of the Co-Presidents.

i. The Corporate Secretary and Treasurer shall each be elected for a two (2) year term.

ii. Each Co-President shall serve a two (2) year term as Co-President followed by one year as immediate past Co-President.

iii. The Vice President shall serve one (1) year as Vice President and shall be considered to be Co-President elect. Following the conclusion of the Vice President's one year term, that person shall become Co-President if nominated and elected to the office of Co-President for the following year.

iv. In the first year of each Co-President's two (2) year term (immediately following that person's one (1) year term as Vice President), the Co-President will be considered the "junior" Co-President. In the second year of each Co-President's two (2) year term, the Co-President will become the "senior" Co-President. At the conclusion of the Co-President's second year of the Co-

President's two (2) year term, the outgoing Co-President will become the immediate past Co-President.

v. The five (5) Leads shall be elected for a two (2) year term. No individual shall serve on Steering for longer than three (3) consecutive terms total, except that service as vice-president, co-president, and immediate past co-president shall not be counted toward that limit. For the 2016-2017 governing year only, two of the Lead positions shall be elected to a one-year term.

B. The duties of the Co-Presidents shall be to preside at meetings of the Steering Committee and at congregational meetings. The Co-Presidents shall oversee and coordinate the functions of the Steering Committee, and shall have primary responsibility for official communications with the rabbi on behalf of the Congregation. The Co-Presidents may assign or divide responsibilities and duties between the Co-Presidents as, in their discretion, best serves the congregation.

C. The Vice-President shall be the presiding officer in the absence of the Co-Presidents, and shall be considered to be Co-President elect.

D. The Co-Presidents shall delegate and divide between the officers and/or the Co-Presidents' designee or designees primary oversight responsibility for membership and leadership development, for dues questions and adjustments, and for the management of the congregational office.

E. The five (5) Leads shall be the liaisons with committees within focused alignments of affiliated subject areas. The clusters are Avodah (Spiritual), Kehillah (Culture – Community), Limud (Education), Makom (Place) and Tikkun Olam (Social Justice). The Leads shall be responsible for supporting the work of committees within these focus areas, connecting each focus area with work going on in other areas of the Congregation and ensuring that committees are attentive to the overarching goals and policies of the Congregation and act within their charters to perform assigned responsibilities. The Leads will ensure that questions and concerns raised within the committee clusters are addressed by Steering and that there are effective/constructive lines of communication between members of committees and members of the Steering Committee.

F. The Treasurer shall be the chief financial officer of the Congregation and responsible for the financial books and records, budgeting, and receipts and expenditures.

G. The Corporate Secretary shall be responsible for corporate matters, keep any official corporate records, be the designated recipient of formal legal communications not otherwise delegated by the Co-Presidents, and provide advice on these matters to the Steering Committee.

H. The Havurah Shalom Rabbi and Education Director shall have ex-officio positions on the Steering Committee by reason of their positions. Ex-officio members

shall be limited to attending meetings and participating in discussions but shall not have a vote on decisions made by the Steering Committee. Ex-officio members shall not be included in executive session as described in Section VI. G. above.

### **VIII. Committees.**

A. Finance Committee: The Finance Committee shall administer the financial affairs of the congregation in cooperation with the Treasurer. Duties shall include advising the Treasurer and the Steering Committee on the budget; aiding in negotiating leases and contracts subject to Steering Committee approval; and assessing the long-term financial needs of the congregation.

The Finance Committee membership shall include, among others, the Treasurer and one Steering Committee member appointed by the Co-Presidents. Other members of the committee shall serve for two (2) or three (3) year terms, to be determined by the chairperson of the committee.

B. The Nominating Committee shall be selected and comprised as specified in Section VI(H) above, and shall perform the functions described in that section.

C. The Steering Committee shall establish such other standing and ad hoc committees that it deems necessary to carry out the goals and purposes of Havurah Shalom.

D. All members in good standing of the Congregation shall be welcome to attend all committee meetings, except for meetings of the Nominating Committee.

### **IX. Dues.**

A. Membership dues and special assessments shall be established at a congregational meeting upon the concurrence of a majority of those present and voting.

B. Recommendations regarding dues and assessments shall be made to the Congregation by the Steering Committee.

C. Financial obligations shall be paid during the year in which they are due according to schedules established by the Steering Committee.

D. The Congregation's fiscal year up to and including 2016-2017 is May 1 to April 30. The 2017-2018 fiscal year shall be May 1, 2017 through June 30, 2018. Effective July 1, 2018 and thereafter, the Congregation's fiscal year will be July 1 to June 30.

### **X. Rabbi.**

A. All decisions with regard to employment and selection of a rabbi shall be made at a congregational meeting, upon the recommendation of the Steering Committee.

B. The rabbi's compensation shall be established at a congregational meeting, upon the recommendation of the Steering Committee.

**XI. Affiliation.**

A. The Congregation may be unaffiliated or may affiliate with such federation or federations as determined by the membership or at a congregational meeting.

**XII. Adoption of Amendments.**

A. Proposed Amendments to these Bylaws shall be published in the congregational newsletter, or otherwise circulated in writing to all members, at least ten (10) days before the congregational meeting at which such amendments are presented for congregational consideration and voted upon. The publication of proposed amendments shall include a summary of each proposed amendment, its impact, and considerations for and against its passage.

B. Amendments to these Bylaws shall be adopted by a majority of those voting.

**XIII. Referral Procedures.**

A. Twenty (20) percent of the members in good standing of the congregation may refer any matter considered by the Steering Committee to a congregational meeting. Referrals shall be accomplished by written communication to the Steering Committee signed by the required twenty (20) percent. The referring members of the Congregation may, at their option, call a congregational within thirty (30) days of their initial written referral communication.

*Revised and approved by Congregation June 3, 2018*