

TEMPLE BETH-EL
CONSTITUTION COMMITTEE REPORT
March 14, 2019
[Final]

Committee members: Chris Greenberg, Debbie Minden, Benita Felmus, and Rita Ruby

NOTE: The recommendations are listed in the order they appear in the Constitution. See the Temple website for a copy of the current Constitution. Upon the completion of the May 2019 annual meeting, an updated complete version will be posted online. In each of the following Committee Recommendations, the stippled language is recommended for deletion and the underlined language is recommended for insertion.

Committee Recommendation No. 1:

Entire Document

Nominating Committee will be changed to **Board Development Committee**

Membership & Publicity Vice-President will be changed to **Membership Vice-President**

Rationale:

The first change was made to better reflect the responsibilities of the Nominating Committee.

The second change was made to reflect the fact that the professional staff is responsible for publicity, but the Vice-President continues to have oversight responsibility.

Committee Recommendation No. 2:

Article VI – Forfeiture and Reinstatement of Membership

Section 1. Suspension or Termination for Nonpayment.

b. When a Member of Temple Beth-El is in default and attempts to collect the Member's past due account or otherwise reach satisfactory resolution of the Member's default fail, failure will be reported to the Executive Committee, in accordance with procedures established by the Board and the Member will be suspended. ~~On the recommendation of the Executive Committee, the Board may:~~

i. ~~With the affirmative vote of at least two thirds (2/3) of the members of the Board present and voting, suspend the Member.~~ While suspended, the Member shall forfeit all rights and privileges of a Member of Temple Beth-El.

ii. If no activity - including Dues payments, tuition payments, donations, or other payments – by the Member to satisfy the Member's default occurs on the account of a Member of Temple Beth-El who is suspended for a period of two (2) years, or earlier within the discretion of the Membership Vice-President and Executive Director, the Membership Vice-

President, with the approval of the Executive Committee, will ask the Board to vote to terminate their membership. Members will be reported anonymously and ~~With~~ the affirmative vote of at least two-thirds (2/3) of the members of the Board present and voting will be required to terminate the Member, terminate the Member's membership in Temple Beth-El.

Rationale:

To move Members to a suspended status when they are in default on their payment responsibilities and have not made satisfactory alternative arrangements to resolve the default. Moving Members to a suspended status removes their rights and privileges like voting at annual meetings, etc. In addition, we would like to add a procedure for removing non-paying Members who may not have given formal notice of their resignation after two years of inactivity to discontinue the accrual of dues obligations which will never be collected.

Committee Recommendation No. 3:

Article VI - Forfeiture and Reinstatement of Membership

Section 2. Resignation.

The resignation of a Member of Temple Beth-El shall become effective upon receipt of written notice by Temple Beth-El, including by email. Alternatively, resignation shall become effective upon the passage of fifteen (15) days without response by the Member to a written notice from the President, addressed to the Member's last known mailing or email address, confirming the Member's resignation based upon the facts stated in the notice.

Rationale:

To clarify that resignation via post office mail or email in response to clarification of status is acceptable and communication from Temple Beth-El regarding a Member's status can also be done via post office mail or email.

Committee Recommendation No. 4:

Article VIII. – Meetings of Temple Beth-El

Section 1. Annual and Special Meetings.

f. A quorum shall consist of ~~one hundred (100)~~ fifteen (15) percent of Members eligible to vote as of the April fifteenth (15th) prior to the date of ~~at~~ any annual meeting of Temple Beth-El or fifteen (15) percent of Members eligible to vote as of the fifteenth (15th) of the month prior to the date of any special meeting of Temple Beth-El.

Rationale:

To make the quorum for voting at annual or special meetings of Temple Beth-El a percentage of the voting members instead of a specific number of voting members to allow for fluctuations based on the size of the membership of the congregation. Note that the current required quorum of 100 Members equates to about 18% of current voting Members.

Committee Recommendation No. 5:

Article IX – Nominations and Elections

Section 2. Qualifications and Terms of Office.

a. Only Members of Temple Beth-El who are entitled to vote, ~~with the exception of the President of United Synagogue Youth who shall be a member of the Board~~ are eligible to serve as Officers, members of the Board, members of the Endowment committee, or Trustees.

Rationale:

To reflect current practice.

Committee Recommendation No. 6:

Article IX – Nominations and Elections

Section 2. Qualifications and Terms of Office.

c. At each annual meeting of Temple Beth-El, ~~four (4) persons~~ individuals shall be elected to serve on the Board for a term of three (3) years from election or until their successors are elected. ~~Persons to fill vacant Board positions shall be elected to serve for a term of one (1) or two (2) years from election or until their successors are elected,~~ with the class sized elected at such meeting being determined by the Board Development Committee as described in Article XI, Section 1(e). No person shall be elected to serve on the Board for more than six (6) consecutive years without one (1) year's passing before such person is again eligible for election.

Rationale:

This section of the Constitution deals with the terms for Officers, Board members and Trustees, but specific numbers of Officers and Trustees are not discussed here. The paragraph on Board members was updated to be consistent with this format and reference the Article, Section and Paragraph of the Constitution where specific numbers are detailed.

Committee Recommendation No. 7:

Article IX – Nominations and Elections

Section 3. Nominations.

a. ~~Each July, the President shall appoint~~ ~~At its July meeting, the Board shall elect a~~ Board Development Nominating Committee comprised of five (5) members from the Board from at least nine (9) nominees to serve until the following July. If a vacancy in the Committee occurs prior to the following July, the President will appoint a new member to the Committee. The immediate past president shall serve as chairperson of the ~~Nominating Board Development~~ Committee. ~~The President shall serve as an advisor to the Board Development Committee, invited by the Chairperson to attend Committee meetings as deemed appropriate. If there is no Quorum at its July meeting or if there is no July meeting, the Nominating Committee shall be elected at the next meeting of the Board at which a Quorum is present.~~ None of the following persons shall be members of the Board Development Nominating Committee:

b. The ~~Nominating Board Development~~ Committee shall be responsible for developing and recommending a slate of officers, persons to fill expiring and vacant Board positions at the next annual meeting of Temple Beth-El pursuant to Article XI, Section 1, Paragraph (e) of the Constitution. and, wWhen applicable, the Board Development Committee will recommend a slate of Officers, Trustees, and Endowment Committee members for election at the next annual meeting of Temple Beth-El pursuant to Article IX, Section 2 of the Constitution for Officers, Article XII, Section 1 of the Constitution for Trustees, and Article XIV, Section 7 for Endowment Committee members. The Committee shall submit to the Board at its March meeting the Committee's slate of nominees. ~~The Nominating Committee also shall be responsible for board training and leadership development programs. A Board orientation program shall be conducted in June of each year.~~

Rationale:

The first update was made to change from the annual election of the Board Development (Nominating) Committee at the July Board meeting to the appointment of the Committee by the President each July and to decrease the number of Committee members by one.

The second update was made to clarify the President's role with regard to the Committee.

Paragraph (b) was changed to clean up the language regarding various nominations and point to the sections of the Constitution which govern each of the types of nominations.

The final sentences were moved a separate paragraph (c) as detailed below.

Committee Recommendation No. 8:

Article IX – Nominations and Elections

Section 3. Nominations.

c. The Board Development Committee will also be responsible for appropriate training for new members of the Board, Officers and committees, and any other Board orientation deemed necessary.

Renumber the current Paragraph (c) to a new Paragraph (d).

Rationale:

To update the wording defining these responsibilities for this Committee and separate this reference into its own paragraph.

Committee Recommendation No. 9:

Article IX – Nominations and Elections

Section 4. Additional Nominations. Additional nominations may be made only by petition signed by at least fifty (50) Members of Temple Beth-El. The petition shall be submitted to the Nominating Chair of the Board Development Committee at least fifteen (15) days prior to the annual meeting date. Each added nominee must be qualified for elective position. Each added qualified nominee shall be included in the Nominating Board Development Committee's slate of nominees presented at the annual meeting of Temple Beth-El. The procedure for making additional nominations shall be included in the notice of the annual meeting.

Rationale:

To clarify who the petition should be submitted to based on Committee updates.

Committee Recommendation No. 10:

Article IX – Nominations and Elections

Section 7. Vacancies. Any vacancy that occurs during the term of any Officer, ~~elected member of the Board~~, Trustee, or the Endowment Committee, with the exception of the President, including a vacancy resulting from the suspension or removal of any such person, shall be filled in the following manner:

Rationale:

Board member at large vacancies will not be filled mid-term but will be handled by the Board Development Committee when they develop the next annual slate of Board members at large.

This will eliminate substantial confusion and difficulties in tracking the terms of Board members at large.

Committee Recommendation No. 11:

Article X. Officers

Section 1. Officers. The Officers shall be:

c. Three (3) Vice-Presidents:

ii. Learning and Social Action Vice-President ~~Financial Vice President~~; and,

Rationale:

To correct a typo where the Financial V-P is listed twice.

Committee Recommendation No. 12:

Article X. Officers

Section 1. Officers. The Officers shall be:

c. Three (3) Vice-Presidents:

iii. Membership ~~and Publicity~~ Vice-President.

Rationale:

To clean up the title of this position. Publicity is the responsibility of the Executive Director. This V-P will still retain oversight responsibility for publicity as currently noted in their duties in Section 6 of this section.

Committee Recommendation No. 13:

Article X. Officers

Section 2. Duties of President.

g. To establish special committees, to appoint chairpersons and members of standing and special committees and to increase or decrease the size of committees, except ~~that the Board shall elect the members of the Nominating Committee,~~ that the President shall have no authority to increase or decrease the size of the Nominating Board Development Committee, the immediate past president shall serve as the chairperson of the Board Development Committee, the Financial Vice-President shall serve as the chairperson of the Budget and Finance Committee, and the Membership ~~and Publicity~~ Vice-President shall serve as the chairperson of the Membership Committee.

o. To notify the Nominating Chair of the Board Development Committee of any vacancy with respect to an Officer, ~~the Board~~, Endowment Committee, or a Trustee; and,

Rationale:

Paragraph (g) is being updated to modify the language regarding how the Board Development Committee is created, per changes detailed above, and to identify the chairperson of the Board Development Committee at the point in the paragraph where other Committee chairpersons are being identified.

Paragraph (o) is being updated to remove the requirement to fill Board member at large vacancies mid-term, if they occur.

Committee Recommendation No. 14:

Article X. Officers

Section 4. Duties of Learning and Social Action Vice-President.

a. To provide oversight for youth and adult education and social action programming and to receive notices of meetings; and,

b. To serve as Ex Officio member of the School Committee, and to receive notices of its meetings; and,

~~b.~~c. To perform any other duties of Temple Beth-El as directed by the President.

Rationale:

To reflect the addition of responsibilities for all education, including the religious school for this V-P. To add membership on the School Committee for this V-P position.

Committee Recommendation No. 15:

Article X. Officers

Section 5. Duties of Financial Vice-President.

e. To oversee disbursed funds of Temple Beth-El ~~by proper voucher~~ as authorized by the Board; and,

Rationale:

To update for current practice.

Committee Recommendation No. 16:

Article XI. Board of Governors

Section 1. Composition.

e. Twelve (12) to sixteen (16) Members elected to serve on the Board, with a yearly class size determined by the Board Development Committee. ~~four (4) of whom shall be elected at each annual meeting of Temple Beth-El. The transition from twenty-four (24) to twelve (12) members shall take place over three years beginning with the 2018-2019 term, through the expiration of member terms and the appointment of four (4) new members. If vacancies occur in Board classes prior to the 2018-2019 class, they need not be filled unless such vacancies take the class below four (4) members.~~

Rationale:

To set a minimum and maximum number of Board members at large rather than requiring a set number to be nominated each year into each board class. This will allow flexibility on an annual basis for the Board Development Committee to nominate a varying number of new board members based on candidates available and possible vacancies in other classes.

Committee Recommendation No. 17:

Article XI - Board of Governors

Section 2. Powers and Duties.

p. ~~To elect the members of the Nominating Committee at the Board's July meeting pursuant to Article IX, Section 3 of the Constitution and~~ To fill vacancies during the term of any Officer, ~~electd member of the Board,~~ Trustee, or Endowment Committee pursuant to Article IX, Section 7 of the Constitution;

r. To determine when a vacancy exists with respect to an Officer, ~~the Board,~~ Trustee, or Endowment Committee member, or otherwise suspend or remove an Officer, Board member, Trustee, or Endowment Committee member for a just or proper cause pursuant to Article IX, Section 6, of the Constitution; and,

Rationale:

The first change is to reflect the change in creation of the Board Development (Nominating) Committee.

The second and third changes are to reflect the fact that Board member at large vacancies will not be filled, but rather will be handled by the Board Development Committee with the creation of the next annual slate of Board nominees.

Committee Recommendation No. 18:

Article XI - Board of Governors

Section 3. Meetings.

d. A quorum shall consist of a majority of the members of the Board, provided that, except for the immediate past president, past presidents shall not be counted in determining the number required for a Board quorum (but past presidents in attendance at any Board meeting shall count for purposes of determining whether a quorum is achieved).

Rationale:

Change is being made to allow the continued benefit of including all past presidents on the Board, but continuing only the immediate past president in the number required to achieve a quorum so that the ability to conduct business is not affected by past presidents who do not attend a Board meeting.

Committee Recommendation No. 19:

Article XIV. Standing Committees

Section 2. Appointments.

The members of the standing committees and their chairperson(s) shall be appointed by the President, except that ~~the members of the Nominating Committee shall be elected by the Board, and~~ the Financial Vice-President shall serve as the chairperson of the Budget and Finance Committee, ~~the Membership and Publicity Vice-President shall serve as chairperson of the Membership Committee, and the immediate past president will serve as the chairperson of the Board Development Committee.~~ The President shall serve as an Ex Officio Member of all committees, except the ~~Nominating~~ Board Development Committee as to which the President's role is described in Article IX, Section 3(a), of the Constitution. All members of standing committees of Temple Beth-El shall serve without Compensation. The Administrator/Executive Director shall serve as an advisor to all committees. The President shall have no authority over the Endowment Committee other than serving as an advisor. ~~The immediate past president shall serve as the chairperson of the Nominating Committee.~~ No chairperson of a standing committee shall serve more than a five (5) year consecutive term without the subsequent passage of one (1) year.

Rationale:

To reflect the fact that the President will appoint the Board Development Committee and to clean up the listing of exceptions to Committee chairpersons appointed by the President.

Committee Recommendation No. 20:

Article XIV. Standing Committees

Section 4. Proceedings and Supervision.

a. Each committee shall record and report its proceedings at the next meeting of the Board, as appropriate, either orally or in writing including via advance email.

Rationale:

Board members should receive committee updates or minutes, as appropriate. If there is not something to vote on, it may be appropriate for an update so Board members have an understanding of work being done for committees they do not sit on. It is also not always appropriate to take time in a meeting to give an update, so a written or emailed update in conjunction with a Board meeting should be used.

Committee Recommendation No. 21:

Article XIV. Standing Committees

Section ~~510~~. ~~Nominating~~ Board Development Committee.

~~At its Each July meeting, the Board shall elect a Nominating Committee of six (6) members from the Board from at least nine (9) nominees~~ the President will appoint five (5) members of the Board to serve on the Board Development Committee until the following July. The immediate past president shall serve as the chairperson of the Board Development Committee. The election-appointment of the Nominating Board Development Committee, and its actions and duties, shall be pursuant to Article IX of the Constitution.

Rationale:

To update the name of the Committee to better reflect the responsibilities of this Committee. To reflect the changes being made to the creation and size of the Board Development Committee detailed previously in this document.

Note: The Standing Committee list and sections were renumbered to move this renamed Committee to its proper place in the alphabetical listing in the Constitution.

Committee Recommendation No. 22:

Article XIV. Standing Committees

Section 13. School Committee.

a. The School Committee shall have at least ~~ten (10)~~ eight (8) appointed members, including one (1) Sisterhood representative and one (1) Men's Club representative. The Learning and Social Action Vice-President shall serve as an Ex Officio Member of the Committee.

Rationale:

The first change was made to reduce the required minimum number of appointed members on the Committee. The second change was made to require a Men's Club representative on the Committee.