



**BYLAWS OF  
THE CONGREGATION BETH ISRAEL**  
701 Farmington Avenue, West Hartford, Connecticut

*As Adopted At The Annual Meeting of The Congregation  
June 10, 2015*

Bylaws of The Congregation Beth Israel

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## ARTICLE ONE OUR CONGREGATION

**Section 1. The Congregation** The Congregation Beth Israel (“The Congregation”) is a community of members (each a “Congregant”) engaging with each other as members in furtherance of The Congregation’s purpose.

**Section 2. Our Purpose** We are a Reform Jewish congregation dedicated to contributing to the continuity of the Jewish people and the Jewish faith by uniting in a consecrated community. By joining together in teaching and learning (*Torah*), prayer (*avodah*), fellowship (*kehilah kedosha*), and acts of social justice (*tikkun olam*) and loving kindness (*gemilut chasadim*), we learn about, experience and express the values of Reform Judaism in our daily lives both within our congregational community and in our community at large.

**Section 3. Management.** The activities, funds, property and affairs of The Congregation shall be managed as a Reform Jewish Congregation by a Board of Trustees (hereinafter referred to as “The Board”)<sup>1</sup> composed of members of The Congregation constituted and elected as provided in these Bylaws.

**Section 4. Aspirations for Participation** Congregants are encouraged to participate actively in the life of The Congregation and in a manner that respects fellow Congregants, The Synagogue and the Jewish faith.

**Section 5. Affiliation** Our Congregation is a member of the Union for Reform Judaism and subscribes to and abides by the Union’s constitution and bylaws.

**Section 6. The Synagogue** The Congregation’s home is The Synagogue, which is currently constituted of the real property known as 701 Farmington Avenue, West Hartford, Connecticut, and all buildings, improvements, fixtures and tangible personal property located thereon owned by or entrusted to The Congregation.

## ARTICLE TWO PROMOTING INFORMED PARTICIPATION BY CONGREGANTS

**Section 1. Active Informed Participation Makes for a Vital Community** In doing their jobs on behalf of The Congregation, the Trustees, Officer-Trustees and Synagogue staff will work together to keep Congregants informed about matters of interest to The Congregation and to encourage Congregant participation.

**Section 2. Keeping Congregants Informed (a)** Where these Bylaws require that a matter be “published to The Congregation” the matter shall be communicated to each Congregant at his/her address of record by US mail (including through distribution of a paper copy of the *Bulletin* or similar publication) or electronically (including by means of email or through distribution of, routine publications such as *Chai Lights* and/or the *Bulletin*), or by some combination of these methods. Where these Bylaws require that material be “made available to” Congregants, the material shall be provided to a Congregant by paper copy upon request to The Synagogue office, or through postings on the website, or electronically (including by means of email or through

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<sup>1</sup> This term is defined in Article Eight.

distribution of routine publications such as *Chai Lights* and/or the *Bulletin*) or by some combination of these methods. The Board may add other communication methods from time to time and Update<sup>2</sup> the Bylaws accordingly.

**Section 3. Congregant Participation at Regular Board Meetings** Regular Board Meetings are open to all Congregants, except for that portion (if any) that is an executive session. Participation in an executive session is limited to Board Members and invitees. Executive sessions are convened to discuss matters that are subject to confidentiality requirements by law, that concern the provision of legal advice, or that the Board, in its discretion, concludes discussion of the matter in executive session is warranted. The President will provide a Congregant who makes a request to speak at a Board Meeting a reasonable opportunity to do so. The schedule of Regular Board Meetings will be published to The Congregation.

**Section 4. Making Board Meeting Minutes and Policies Available to Congregants** Minutes of Board meetings and Board-approved policies and procedures will be made available to Congregants.

**Section 5. Voting at a Meeting of The Congregation** A Congregant eligible to vote on a matter presented to The Congregation for a vote shall cast his/her vote in person at the Meeting, unless The Board determines for that Meeting that Congregants may cast their votes without being physically present at the Meeting in which case votes shall be cast in accordance with a Board-approved procedure published to The Congregation. The notice of the Meeting of The Congregation shall state how Congregants may cast their votes.

## **ARTICLE THREE MEMBERSHIP**

**Section 1. Becoming a Congregant** Any person eighteen years of age or older who is of the Jewish faith and any adult person who is part of that person's Family Unit as provided in Section 2 may be elected to membership in The Congregation with membership becoming effective upon approval of his/her application by The Board.

**Section 2. Membership Units** The Membership Unit shall be either (a) Individual or (b) Family. An Individual Membership Unit shall consist of an adult who is of the Jewish faith. A Family Membership Unit shall consist of one (1) adult who is of the Jewish faith and his/her Dependent Child(ren); or two (2) adults at least one of whom is of the Jewish faith and who reside in the same home, and their Dependent Child(ren), if any. A Dependent Child is any child or grandchild, by birth or adoption, of an adult member of the Family Membership Unit who: (a) is unmarried and under the age of 18 years; (b) is between the ages of 18 and 26 years and is a student; or (c) regardless of age, is living with and/or dependent upon his/her parent(s) or grandparent(s).

**Section 3. Voting Privileges** Except as provided otherwise in these Bylaws, on all matters which come before a meeting of The Congregation, each adult person in a Membership Unit that is in Good Standing, as that term is defined in Article 4.2, shall be eligible to cast one (1) vote.

**Section 4. Congregants Not of the Jewish Faith** Where a Family Membership Unit includes an adult who is

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<sup>2</sup> This term is defined in Article Twenty-Two.

not of the Jewish faith, that Congregant shall enjoy all privileges of membership, but he/she may not serve as a Trustee or Officer-Trustee or as a member of the Nominating Committee or Spiritual Committee, nor may he/she vote at a meeting of the Congregation on any matter relating to the Congregation's ritual or liturgical practices, the Congregation's affiliation with a Jewish movement or the selection or termination of members of the Clergy.

**Section 5. Changes in a Family Membership Unit** In the case of a Family Membership Unit in which there are two adults:

- a. The death of one of the adults will not be cause for terminating membership of the surviving adult member and their Dependent Child(ren) if any.
- b. The severing of the relationship between the adult members will not be cause for terminating membership of either of the adults, or their Dependent Child(ren) if any.

**Section 6. Voluntary Resignation of Membership** Resignations of Congregants from The Congregation shall be acted upon by The Board. Resignation shall not relieve a Congregant from payment of any financial obligation due The Congregation, including but not limited to all dues for the Fiscal Year in which resignation takes place, unless The Board determines otherwise.

**Section 7. Termination of Membership** A Membership Unit that is not in Good Standing and fails to take steps to return to Good Standing may, by vote of The Board, be removed from the roll of Congregants. The adult members of any Membership Unit subject to removal from the roll of Congregants under this Section 7 shall be given reasonable notice that The Board is considering a motion to remove the Membership Unit from the roll of Congregants and an opportunity to be heard by The Board before The Board considers the motion to remove. A Membership Unit removed from the roll of Congregants for arrearages may, upon payment of the arrearages in full or in part as The Board may determine, be readmitted to membership. The Board, upon a vote of two-thirds (2/3) in favor may remove a Congregant from the roll of members for cause, other than arrearages in the payment of any financial obligation due The Congregation. Termination of membership under this Section shall not relieve a Congregant from payment of any financial obligation due The Congregation, except as otherwise determined by The Board.

**Section 8. Honorary Membership** The Clergy and Executive Director, during their tenure as such, and any Rabbi Emeritus , along with each of their spouses or adult partners and Dependent Child(ren) (if any), will be Honorary Congregants in Good Standing, and be entitled to all of the rights and benefits and bear all of the obligations of Congregants but will not be charged dues or religious school or life cycle event fees a Congregant would otherwise be charged. The Board may, from time to time, identify other persons as Honorary Congregants, and define their membership benefits and obligations.

## **ARTICLE FOUR DUES & FEES**

**Section 1. Financial Obligations of Membership Units** Each Membership Unit is responsible for its share of the financial support of The Synagogue, in accordance with a schedule of dues, assessments and fees, and payment of same, approved by The Board for implementation in a Fiscal Year and published to The

Congregation before the start of that Fiscal Year (the “Current Schedule of Dues and Fees”). The Current Schedule of Dues and Fees will include a statement of the Policy in Section 3 below.

**Section 2. Membership in Good Standing** A Membership Unit is in Good Standing if it is current in its financial obligations to The Congregation as defined by a Board-approved policy published to The Congregation. Members of a Membership Unit that is not in Good Standing may be denied rights and privileges of membership enjoyed by members of a Membership Unit that is in Good Standing, in accordance with Board-approved policies published to The Congregation.

**Section 3. Policy Regarding Financial Obligations and High Holiday Tickets** The Current Schedule of Dues and Fees shall include the following statement:

A Member who is not current in his/her financial obligations shall not be entitled to receive tickets for High Holiday Services until he/she has satisfied and become current in its financial obligations or made satisfactory arrangements with the President, or his/her designee, for becoming current in his/her financial obligations.

Independent of and in addition to the provisions of this Section 3, The Board may establish other eligibility requirements for Congregants to receive tickets for High Holiday Services, which requirements shall be published to The Congregation.

## **ARTICLE FIVE RELIGIOUS SCHOOL**

The privileges of the Religious School of The Congregation shall be open to Dependent Children of Members in Good Standing. The Board may extend such privileges to children of non-members upon such terms as may be determined by The Board.

## **ARTICLE SIX USE OF THE SYNAGOGUE**

Members that are in Good Standing may have the privilege of using the Sanctuary, Chapel or other facilities and services of The Synagogue in accordance with Board-approved policy published to The Congregation regarding the use of The Synagogue’s facilities and services.

## **ARTICLE SEVEN THE TRUSTEES**

**Section 1. General** There will be twenty-five (25) Trustees. No more than seven (7) Trustees shall serve as Officers (each a “Trustee-Officer” or an “Officer”) at any one time. Any Congregant who is of the Jewish faith, more than twenty-one (21) years of age and in Good Standing may be elected to a Trustee position. Any

Congregant who is of the Jewish faith may be elected to a Trustee-Officer position, provided he/she meets additional eligibility requirements stated in Article Nine.

**Section 2. Term of Service For Trustee Positions That are Not Trustee-Officer Positions** (a) Each Trustee may serve a Trustee Service Term, which is a period of three (3) consecutive years, with each year measured as the period from one Annual Meeting of The Congregation to the next. (b) To the extent reasonably feasible, Trustees shall be in three (3) classes composed of six (6) Trustees each and the term of each class shall expire in successive years.

**Section 3. Eligibility of a Trustee Who is Not an Officer to Stand for Re-Election** (a) A Congregant who has served for two consecutive Trustee Service Terms (six consecutive years) cannot serve again as a Trustee for a period of one year from the Annual Meeting at which his/her second consecutive Service Term as a Trustee ended. (b) The calculation of a Congregant's length of service as a Trustee will not include any period served in filling a vacancy in a Trustee or a Trustee-Officer position. (c) A Trustee who is not an Officer who is removed from his/her position will not be eligible to stand for election to a Trustee or Officer position thereafter.

## ARTICLE EIGHT THE BOARD

**Section 1. General** The Board is the governing body of The Congregation. The Board includes collectively the Voting Board Members and Non-Voting Board Members. The term "The Board" as used in these Bylaws refers to the Voting and Non-Voting Board Members collectively. The Board acts through voting by the Voting Board Members on motions presented to The Board for action. Unless stated otherwise in these Bylaws, approval of a motion requires a vote in favor by simple majority of the Voting Board Members. Each Voting Board Member other than the President is entitled to cast one (1) vote on matters presented to The Board for action. The President may not vote except where there is an equal division of votes on a matter, in which case the President will cast the deciding vote. The right to vote is subject to the provisions of Article Twenty of these Bylaws. A Voting Board Member should attend every meeting of The Board, of The Congregation and any Committee for which he/she is the Chair.

**Section 2. Voting Board Members** Each currently serving Trustee and Trustee-Officer is a Voting Board Member. Provided that each is in Good Standing and is a person of the Jewish faith, each of the following is also a Voting Board Member:

- a. Each Immediate Past President. An "Immediate Past President" is a Congregant whose term of service as President ended less than three (3) years before the date of the vote at issue.
- b. A representative of Sisterhood chosen by the Sisterhood
- c. A representative of Brotherhood chosen by the Brotherhood
- d. A representative of Seniors for Arts, Growth and Education ("S.A.G.E.") chosen by S.A.G.E.
- e. A representative of Young Leadership chosen by the President

**Section 3. Non-Voting Board Members.** Each member of the Clergy and each Past President is a Non-Voting Member of The Board. A "Past President" is a Congregant who has served as President but is not an Immediate

Past President. Non-Voting Board Members may suggest but not move or second motions for consideration by the Voting Board Members. The Voting Board Members may from time to time designate additional Non-Voting Board Member positions. The Bylaws will be Updated to reflect such action.

**Section 4. Responsibilities and Authority of The Board** In addition to any other responsibility that a board of directors or board of trustees of a comparable organization typically has, The Board will have the following responsibilities:

- (a) Nominating Congregants for election by The Congregation to Trustee and Trustee-Officer positions;
- (b) Establishing and enforcing policies regarding membership, including but not limited to eligibility requirements, dues, fees and assessments and the adjustment, waiver or collection of same;
- (c) Acting on applications for membership, requests for resignation of membership and motions for termination of membership;
- (d) Establishing policies regarding the financial affairs and operations of The Congregation. (“Financial Operations”), and approving the budget for the Fiscal Year;
- (e) Establishing policies regarding use of The Synagogue’s facilities and services by non-members and outside organizations, and the fees that will be charged for same;
- (f) Nominating for election by The Congregation a suitably qualified person to serve as Senior Rabbi;
- (g) Approving the appointment of a qualified individual to the position of Associate or Assistant Rabbi or Cantor;
- (h) Approving the appointment of a qualified individual to fill a vacancy in a Trustee or Trustee-Officer position;
- (i) Fixing, by written agreement, the tenure and compensation of each member of the Clergy; provided that the initial tenure term, and any renewal tenure term, cannot exceed five (5) consecutive years without approval of The Congregation. Issues regarding compensation and benefits for Clergy shall be acted upon in executive session.
- (j) Setting the date of the Annual Meeting and any Special Meeting of The Congregation;
- (k) Providing oversight, guidance and direction regarding the operation of any Cemetery of The Congregation;
- (l) Determining The Congregation’s Fiscal Year;
- (m) Approving the engagement of consultants, including but not limited to paid legal counsel, accountants or auditors, as The Board determines are necessary to enable The Board, the President or the Executive Committee to discharge their responsibilities, and approving the terms of any such engagement;



- (n) Recommending that The Congregation change its affiliation, dissolve, merge with another congregation, move to another location, encumber any Property of The Congregation or transfer ownership of The Synagogue; provided that a vote in favor of at least 80% of the Voting Board Members shall be required to submit that recommendation to The Congregation for a vote; and
- (o) Removing any Trustee or Trustee-Officer from office for cause, upon a vote of eighty percent (80%) of the Voting Board Members;

The Board shall have the authority and reasonable use of the resources of The Congregation needed to accomplish its responsibilities.

**Section 5. Regular Board Meetings** Regular Board Meetings are held in-person and no less than once each month in accordance with a schedule proposed by the President, approved by The Board and published to The Congregation by no later than seven (7) Business Days after the first Regular Board Meeting in a Fiscal Year.

**Section 6. Special Meetings of The Board** From time to time, The Board may be convened for a Special Meeting. A Special Board Meeting is called when notice of the Meeting stating the date, time and place for the Meeting, the subject matter to be addressed and any action The Board is being asked to take is given to members of The Board. The date set for the Special Board Meeting shall if practicable be no earlier than five (5) days after notice has been given.

- (a) Special Board Meetings may be called by the President at his/her discretion.
- (b) Within three (3) Business Days of receipt by the President and the Executive Director of a written request for a Special Board Meeting by at least ten (10) Voting Board Members stating the subject matter to be brought before the meeting and any action The Board is being asked to take, the President shall call or cause to be called a Special Board Meeting; provided further that the Executive Director must, under supervision of the Secretary promptly call that Special Board Meeting should the President fail or refuse to do so.
- (c) Provided that the mode selected permits ready participation by all attendees, a Special Board Meeting may be held in person or by telephonic or electronic means or by some combination at the request of the President if called under paragraph (a) above or the petitioners if called under paragraph (b) above.
- (d) Only matters stated in the notice of the meeting may be acted upon at any Special Board Meeting.
- (e) Minutes of a Special Board Meeting will be submitted for review and approval by The Board at the next Regular Board Meeting.

**Section 7. Quorum** A quorum for a Regular Board Meeting or a Special Board Meeting will be fifty-one (51) % of the Voting Board Members. If a quorum is not present at a Special Board Meeting, the matter will be continued to another Special Board Meeting or the next Regular Board Meeting, whichever comes first.

**Section 8. Rules of Procedure** Robert's Rules of Order, latest revised edition, will be the authority by

which meetings of The Board are conducted, except as to matters on which The Board has adopted its own procedure.

## **ARTICLE NINE OFFICERS**

**Section 1. Officers** The Congregation shall have the following Officer positions: President, four Vice Presidents (one of whom may serve as First Vice President), a Secretary and a Treasurer. The Nominating Committee may designate one Vice President to serve as First Vice President. The Officers shall be Trustees of The Congregation. As used in these Bylaws, the term “Officer” and “Trustee-Officer” have the same meaning.

- (a) It is anticipated that the President will serve two (2) consecutive Officer Service Terms as President. An “Officer Service Term” is the period from one Annual Meeting of The Congregation to the next. A Congregant seeking nomination to the position of President will acknowledge at the time of nomination that he/she understands this expectation, is not aware of any circumstance which would prevent him/her from succeeding to the position of President and is willing to serve as President if elected.
- (b) It is anticipated that a Congregant serving as the First Vice President in the second year of the President’s term will succeed the President. A Congregant seeking nomination to the position of First Vice President will affirm that he/she is not aware of any circumstance which would prevent him/her from succeeding to the position of President and that he/she is willing to serve as President if elected.

**Section 2. Eligibility for Election to an Officer Position** To be eligible to stand for election to an Officer position, in addition to eligibility requirements stated in Sections 3, 4 and 5 of this Article, the candidate must at the time of election be a Congregant who:

- (a) is in Good Standing;
- (b) has served as a non-Officer Trustee for at least one (1) full year; and
- (c) is of the Jewish faith.

**Section 3. Terms of Service of Officers** Each Congregant elected to an Officer position is elected to serve for one (1) Officer Service Term, subject to the term limitations stated in this Article. An Officer Service Term is the period from one Annual Meeting of The Congregation to the next.

**Section 4. Term Limits for Service of Officers** No Congregant may serve as an Officer, regardless of the Officer position, for more than twelve (12) consecutive Officer Service Terms, except as provided below.

- (a) **President.** No Congregant may serve as President for more than two (2) Officer Service Terms, which must be served consecutively. A Congregant who is first elected to President in his/her twelfth (12<sup>th</sup>) consecutive Officer Service Term may stand for election to President for an additional Officer Service Term (his/her 13<sup>th</sup> consecutive Officer Service Term). A Congregant who has served two (2) consecutive Officer Service Terms may upon an 80% vote by The Board in favor, serve as President for a third consecutive Officer Service Term regardless of the number of consecutive Officer Service Terms that Congregant has served.

- (b) **First Vice-President.** No Congregant may serve as First Vice-President for more than two (2) Officer Service Terms; provided that if the President's term is extended to a third Officer Service Term during the First Vice-President's second Officer Service Term, the Congregant serving as First Vice-President shall be permitted to serve as First Vice-President for a third Officer Service Term.
- (c) **Vice President.** No Congregant may serve as a Vice President for more than six (6) consecutive Officer Service Terms.
- (d) **Secretary.** No Congregant may serve as Secretary for more than six (6) consecutive Officer Service Terms.
- (e) **Treasurer.** No Congregant may serve as Treasurer for more than six (6) consecutive Officer Service Terms.

For purposes of calculating an Individual's total periods of service as an Officer, time served filling a vacancy in an Officer position as provided in this Article will not be considered.

**Section 5. Eligibility to Stand for Re-Election** The following rules will apply to determine an Officer's eligibility to stand for re-election:

- (a) An Officer who is removed from office will not be eligible to stand for election to a Trustee or Officer position thereafter.
- (b) Except as expressly provided in Section 4 of this Article, a Congregant who has served as an Officer-Trustee in any position for twelve (12) consecutive Officer Service Terms cannot serve again in a Trustee or Officer position for a period of two years from the Annual Meeting at which his/her twelfth consecutive Service Term as an Officer.
- (c) On the recommendation of the Nominating Committee, The Board may nominate by an 80% vote in favor an Immediate Past President to serve as President for a third Officer Service Term.

**Section 6. Responsibilities of the President** The President shall be the Chief Executive Officer of The Congregation. The President will:

- (a) Chair all meetings of The Congregation, The Board and the Executive Committee and decide questions of order, subject to appeal by any member;
- (b) Cause to be prepared and circulated on a timely basis, the agenda and related materials for each meeting of The Board and of The Congregation;
- (c) Except as to documents which the Secretary is authorized by these Bylaws to execute on behalf of The Congregation, shall have the sole authority on behalf of The Congregation to sign documents required by the office, authorized by these Bylaws or authorized by The Board;
- (d) Approve the terms of and execute on behalf of The Congregation contracts for goods or services, including but not limited to insurance; provided that the President shall report to The Board on

any contract for goods or services entered into that has a term greater than one (1) year or is in an amount in excess of \$50,000 US, other than a contract for health or disability insurance for Synagogue employees;

- (e) Appoint for each Operating Committee, Special Purpose Committee, Task Force and Working Group in existence at the start of the President's term of service a Congregant to serve as Chair, and report the appointments to The Board by no later than the second Regular Board Meeting in a Fiscal Year. Where reasonably possible to do so, a Trustee or Trustee-Officer shall be appointed to Chair or co-Chair each Operating Committee;
- (f) Assign the Trustee-Officers such duties and responsibilities as the President may deem advisable, including any duty and responsibility of the President, provided that with respect to any duty and responsibility of the President, the President promptly notifies The Board of the delegation;
- (g) Participate as a representative of The Congregation in organizations and events in the religious and secular communities in a manner consistent with the position of President of a Reform Jewish Congregation;
- (h) Be the authorized spokesperson for The Congregation in all contacts with the media and approve press releases regarding The Congregation;
- (i) By no later than the next Regular Board Meeting after a vacancy in a Trustee-Officer position has come to exist, appoint, with the approval of The Board, a Trustee to fill that vacancy. That appointed Trustee shall serve until the next Annual Meeting of The Congregation and will only be entitled to cast one (1) vote on matters coming before The Board, and may resume serving as a Trustee at the end of that period if he/she desires to do so. His/her term of service as a Trustee may be extended by one (1) year at his/her request;
- (j) By no later than the next Regular Board Meeting after a vacancy in a Non-Officer Trustee position has come to exist, appoint to, in consultation with the Chair of the Governance Committee and subject to the approval of the Board, a Congregant to fill that position until the next Annual Meeting;
- (k) Negotiate terms of employment of all employees, including Clergy;
- (l) Conduct the correspondence of The Congregation and The Board, and keep or cause to be kept a record of the same; and
- (m) Perform the duties of the Chief Executive Officer and additionally such duties as The Board may from time to time request.

**Section 7. Responsibilities of the First Vice-President** In addition to any duties or responsibilities assigned to him/her by the President, in the event the position of President becomes vacant, the First Vice-President will assume all of the duties and responsibilities of the President until the next Annual Meeting of The Congregation. In the event the President is absent, the First Vice-President will assume all of the duties and responsibilities of the President during the period in which the President is absent.

**Section 8. Responsibilities of a Vice President** A Vice President will perform the duties or responsibilities assigned to him/her by the President.

**Section 9. Responsibilities of the Treasurer** In addition to Chairing the Financial Operations Committee and any other tasks incident to the office, the Treasurer will:

- (a) Monitor the Financial Operations of The Synagogue and recommend policies and procedures for Board approval regarding same;
- (b) Monitor the financial condition of The Synagogue and report on same to The Board;
- (c) Be the custodian of all funds and the disbursing agent of The Congregation;
- (d) Review on an ongoing basis and approve the accounts and expenditures of The Congregation pursuant to Board approved procedures;
- (e) Report to The Board at each Regular Meeting and The Congregation at each Annual Meeting on the financial condition (including a statement of income, disbursements, indebtedness and arrearages) and Financial Operations of The Congregation, including the endowment funds, and on such related matters as The Board may request;
- (f) Submit a written report regarding Financial Operations of The Congregation for inclusion in the minutes of the Annual Meeting;
- (g) Recommend a budget for the Fiscal Year for approval by The Board and submission to The Congregation;
- (h) Maintain or cause to be maintained a set of books of account disclosing monies received, liabilities incurred and expenditures made in connection with the operation of The Congregation;
- (i) Monitor the collection of monies, including dues, payable to The Congregation; and

Perform such other duties as the office normally requires, or as may be assigned by The President, or The Board with the consent of the President.

**Section 10. Responsibilities of the Secretary.** In addition to other tasks incident to the office, the Secretary will:

- (a) Cause to be kept an accurate, permanent record of the proceedings of The Board and of The Congregation;
- (b) Be the custodian of the Seal of The Congregation and affix it to documents, as required;
- (c) Sign documents for and on behalf of The Congregation, as required by the office and authorized by The Board;

- (d) Cause to be kept a permanent record of the terms of service of all Trustees and Officers;
- (e) Maintain a permanent record of Board approved policies and procedures that is to be kept in the office of the Executive Director and to be made available to The Congregation;
- (f) Advise The Board and the President when proposed actions are inconsistent with a previously approved policy or procedure; and

Perform such other duties as the office normally requires, or as may be assigned by The President, or The Board with the consent of the President.

## **ARTICLE TEN THE CLERGY**

**Section 1. Responsibilities Generally** The Senior Rabbi, Assistant/Associate Rabbi(s) and Cantor(s) elected or appointed to such position in accordance with these Bylaws will, collectively, constitute The Clergy of The Congregation (“The Clergy”). The Clergy will officiate at all worship services, religious ceremonies and life cycle events held at The Synagogue, provided that the Senior Rabbi may, after advising the President, designate a qualified person to officiate at a particular worship service, religious ceremony or life cycle event. The Clergy will also attend and participate in meetings of The Board and Congregation as part of their duties and responsibilities.

**Section 2. Senior Rabbi** The Congregation will have a Senior Rabbi who will perform: (a) such duties for The Congregation as are usually performed by a Senior Rabbi of a Reform Jewish congregation, in a manner consistent with the traditions and practices of Reform Judaism, with due consideration of the historic traditions and practice of Reform Judaism by The Congregation and the needs of The Congregation, and in consultation with The Board; and (b) any duties consistent with the position as may from time-to-time be requested by the President or The Board and which the Senior Rabbi agrees to undertake.

**Section 3. Assistant/Associate Rabbi(s)** There may be one or more Assistant/Associate Rabbis each of whom will, under the direction, supervision and guidance of the Senior Rabbi: (a) perform such duties for The Congregation as are usually performed by an Assistant/Associate Rabbi of a Reform Jewish congregation, in a manner consistent with the traditions and practices of Reform Judaism, with due consideration of the historic traditions and practice of Reform Judaism by The Congregation and the needs of The Congregation; and (b) with the consent of the Senior Rabbi any duties consistent with the position as may from time-to-time be requested by the President or The Board. The Assistant/Associate Rabbi (if any), or the more senior of the Assistant/Associate Rabbis if there is more than one Assistant/Associate Rabbi, will assume the responsibilities of the Senior Rabbi in the absence of the Senior Rabbi.

**Section 4. Cantor** The Cantor shall: (a) perform such duties for The Congregation as are usually performed by a Cantor of a Reform Jewish congregation, in a manner consistent with the traditions and practices of Reform Judaism, with due consideration of the historic traditions and practice of Reform Judaism by The Congregation and the needs of The Congregation; and (b) with the consent of the Senior Rabbi, any duties consistent with the position as may from time-to-time be requested by the President or The Board.

**Section 5. Record Keeping** Each member of the Clergy while serving as Clergy of The Congregation will keep or cause to be kept a permanent record of all marriages, B’Nai Mitzvah ceremonies, conversions, baby namings, Confirmation ceremonies and funerals they perform. Such records will be the property of The Congregation.

**Section 6. Rabbi Emeritus** - A retired Rabbi of The Congregation may be designated by The Board as a Rabbi Emeritus.

## **ARTICLE ELEVEN EXECUTIVE DIRECTOR**

**Section 1. Executive Director** The Executive Director will be an employee of The Congregation with compensation and benefits fixed by The Board.

**Section 2. Responsibilities** The Executive Director reports to the President and will:

- (a) Be responsible for managing: (1) the day-to-day operations of The Synagogue, (2) Synagogue staff and (3) the accounts and Property of The Congregation, consistent with any applicable provision of these Bylaws and in accordance with any applicable Board approved policies and procedures; and
- (b) Perform such other duties as the President or The Board may from time-to-time request.
- (c) Attend and participate in meetings of The Board and the Congregation.

## **ARTICLE TWELVE COMMITTEES, WORKING GROUPS AND TASK FORCES**

**Section 1. General** The business of The Congregation and The Synagogue, day to day and otherwise, shall be conducted by The Board, the Trustee-Officers, and the Executive Director as provided in these Bylaws, and through various committees, working groups and task forces that may be created from time to time.

**Section 2. Operating Committees** An Operating Committee is an organizational unit overseen by The Board focusing on one or more related aspects of the business operations of The Congregation and The Synagogue,, and as to which the Committee has primary responsibility for:

- (a) recommending policies, programs, actions and expenditures to The Board for approval; and
- (b) implementing Board-approved policies, programs, actions and expenditures.

The Board may from time to time create a new Operating Committee, terminate an existing Operating Committee or change the scope of responsibilities of an Operating Committee. The Bylaws will be Updated to reflect that action. Unless otherwise determined by The Board:

- (a) Each Operating Committee will meet regularly and no less often than once in a Fiscal Year on a schedule published to The Congregation.
- (b) Any Congregant may attend meetings of an Operating Committee.
- (c) To the extent reasonably possible, each Operating Committee will be Chaired by a current Trustee or Officer-Trustee appointed by the President. For any Operating Committee not Chaired by a current Trustee or Officer-Trustee, that Operating Committee shall be Chaired by a Congregant selected by the President in consultation with The Board and will include as a member a current Trustee or Officer-Trustee appointed by the President. The Chair of the Operating Committee will report to The Board on the activities of the Committee on a schedule determined by The Board, and may report more often as the President or The Board may request or as the Chair deems appropriate.
- (d) An Operating Committee may consist of two or more “Subcommittees” and may discharge its responsibilities through a Subcommittee.

**Section 3. Operating Committees** The following shall be Operating Committees:

**Strategic Planning Committee**

- (a) **Responsibilities** The Strategic Planning Committee, in consultation with the applicable Operating Committees, Special Purpose Committees, Working Groups and Task Forces, will be responsible for long range planning with respect to capital improvement needs of The Synagogue and Cemetery(ies), debt control/reduction, cash flow management, endowment development and such other matters related to the long range financial security of The Congregation, including The Synagogue, that the Committee or Board identifies (the Committee’s “Focus Areas”).
- (b) **Long Range Planning Process.** The Strategic Planning Committee will, for each Focus Area:
  - (i) Prepare a report on the present status of the Focus Area, including reasonably anticipated financial challenges, for review by The Board, and prepare for review and approval by The Board of a written plan (the “Strategic Plan”), for implementation over the next succeeding twenty-four (24) month period, for addressing the anticipated challenges and which includes specifically identified goals and a time table for reaching those goals.
  - (ii) No less often than once in every twelve calendar month period after the initial Strategic Plan is approved by The Board, submit for Board review a report on the progress in reaching the goals identified in the then most recently approved Plan and submit for review and approval by The Board an updated Strategic Plan for implementation over the next succeeding twenty-four (24) month period.

**Spiritual Committee.** The Committee, in conjunction with the Clergy, shall:

- (a) Develop opportunities for spiritual growth for Congregants both within and outside of the Synagogue and for Congregants to connect and engage with each other through shared experiences of spirituality and of communal observances of Judaism, including but not limited to



worship services, daily *minyans* and life cycle events.

- (b) Develop communal observances both within and outside of The Synagogue which enhance the experience of Jewish culture, heritage, history and values for Congregants.
- (c) Develop opportunities for interested Congregants to learn how to facilitate spiritual and ritual engagement and connection between Congregants.
- (d) Develop recommendations for The Board on matters relating to spiritual engagement and communal observances.

**Membership.** The Membership Committee shall:

- (a) Develop mechanisms for integrating newly joined Congregants into The Congregational community and linking Congregants with specific interests and talents to opportunities to participate in the life of The Congregation, including but not limited to Standing Committees, Special Purpose Committees, Working Groups and Task Forces.
- (b) Develop for Board approval policies and programs that attract new members.
- (c) Identify Congregants who because they are at specific life stages may be at risk for disengaging from Congregational life and linking those Congregants with specific interests and talents to opportunities for continued participation in the life of The Congregation, including but not limited to Standing Committees, Special Purpose Committees, Working Groups and Task Forces.
- (d) Report to The Board at each Regular Board Meeting on the number of new Membership Units and the number of resigned Membership Units.

**Synagogue Operations.** This Committee shall:

- (a) Regularly inspect The Synagogue and its grounds, including all space within The Synagogue rented to a third party on a long term basis, and establish policies and procedures, to assure that The Synagogue and its grounds, including all space within The Synagogue rented to a third party on a long term basis, are in good repair, clean and usable.
- (b) Recommend for Board approval policies regarding use of The Synagogue's facilities and services by Congregants, use of space within The Synagogue by third parties and rental of space within The Synagogue of third parties.
- (c) Monitor the use of any space within the Synagogue rented to a third party on a long term basis.
- (d) Identify and report to The Board regarding needed capital improvements for The Synagogue and its grounds.
- (e) Identify ways to reduce operational and building costs for The Synagogue.
- (f) Serve as a House Committee.

**Financial Operations.** This Committee shall:

- (a) Assist the Executive Committee in preparing an annual budget.
- (b) Monitor revenue and expenses during the Fiscal Year and reporting realization rates and material discrepancies to The Board at each Regular Board Meeting and any recommendations for action regarding same.
- (c) Review on an ongoing basis the adequacy of financial controls and recommend improvements regarding same.
- (d) Establish policies and guidelines for investments, identify suitable portfolio managers and monitor and report to The Board on no less than a quarterly basis on the performance of the managers and the investments.
- (e) Monitor endowment development efforts and make recommendations regarding same. Work with the Strategic Planning Committee to develop long term goals for endowment development.
- (f) Assist members with large and/or complex gifts such as donations of stock and bequests, and endowments.
- (g) Determine The Congregation's needs for liability and other insurance coverages and make recommendations regarding same to The Board.
- (h) Recommend dues and fees levels.

**Governance and Leadership Development.** This Committee shall:

- (a) Design and implement programs to identify and prepare future leaders of The Congregation and enhance the leadership skills of existing leaders of The Congregation;
- (b) Review existing Board-approved procedures and develop and recommend changes to those procedures, and develop and recommend additional or new procedures for consideration.
- (c) Review the Bylaws and develop and recommend changes for consideration.
- (d) Assist The Board on questions of process and application of Roberts Rule of Order.

**Cemetery.** The Cemetery Committee shall:

- (a) From time to time recommend for Board approval rules and procedures for the operation, maintenance and use of The Congregation's Cemetery(ies).
- (b) From time to time recommend for Board approval a schedule of fees and payment of same for The Congregation's Cemetery(ies).
- (b) Supervise the operation of The Congregation's Cemetery(ies) to assure that they are being operated in compliance with applicable laws and regulations.
- (c) Work with the Strategic Planning Committee to develop a Strategic Plan for The Congregation's

Cemetery(ies).

**Dues.** The Dues Committee shall:

- (a) Develop for Board approval policies and procedures for addressing Membership Unit dues arrearages, monitoring the efficacy of those policies and procedures and from time to time recommending changes to same.
- (b) Apply the dues schedule to members of The Congregation, and authorize assessment of non-standard dues to Congregants which it determines to be in need of same.
- (c) Monitor dues arrearages and work with Membership Units in arrears to address the arrearage.
- (d) Report to The Board at each Regular Board Meeting on the number of Membership Units in arrears and the extent of the arrearage; the number of Membership Units paying non-standard dues and the difference between what those Units would have paid under the standard dues schedule and what those Units actually pay; and any recommendation to administratively terminate a Membership Unit due to unresolved arrearages.

**Nominating.**

The Nominating Committee shall, as described in Article 16, be responsible for identifying and recruiting eligible, qualified Congregants to stand for election as Trustees or Trustee-Officers.

**Section 4. Special Purpose Committees, Working Groups and Task Forces.** A Special Purpose Committee, Working Group or Task Force is an organizational unit with a defined scope of operation that is not an Operating Committee. A Special Purpose Committee, Working Group or Task Force may be created by The Board on its own initiative or on proposal of the President in consultation with The Board. The proposal for formation of any such Committee, Working Group or Task Force shall define the scope of operation, responsibility and/or deliverable as applicable of the Committee, Working Group or Task Force, a description of how the Committee, Working Group or Task Force shall keep The Board informed of its activities, and the President's recommendation(s) for Chair(s). The Bylaws shall be updated to reflect the formation and termination of any such Committee, Working Group or Task Force.

The Special Purpose Committees, Working Groups or Task Forces include but are not limited to:

- (a) Youth Engagement Program/Religious School
- (b) Music
- (c) Adult Learning
- (d) Social Justice
- (e) Learning Center/Library/Museum
- (f) Archives
- (g) Caring
- (h) Ushering
- (i) Legacy for Our Future
- (j) Outreach
- (k) Fund Raising and Financial Resource Development

**Section 5. Auxiliaries.** An Auxiliary is an organizational entity within The Congregation that serves to enhance the purpose of The Congregation and is formally recognized by The Board as such, and that is not an Operating Committee, or a Special Purpose Committee, Working Group or Task Force. The Bylaws shall be updated to reflect the formation and termination of any such Auxiliary.

- (a) The Brotherhood
- (b) The Sisterhood
- (c) Seniors for Arts, Growth and Education (S.A.G.E.)

## **ARTICLE THIRTEEN EXECUTIVE COMMITTEE**

**Section 1. Executive Committee** The Executive Committee will be constituted of each current Trustee-Officer and up to two Congregants appointed by the President to be ex-officio members. The Senior Rabbi and Executive Director will serve as ex-officio members. Ex-officio members will not have the right to vote on any matter as to which the Executive Committee votes. An ex-officio member of the Committee does not become a member of The Board, voting or otherwise, simply by appointment as an ex-officio member to the Committee.

**Section 2. Function and Purpose** In addition to any other responsibilities The Board assigns or delegates to it, the Executive Committee will:

- (a) Timely prepare or cause to be prepared for review and approval by The Board a budget for the next succeeding Fiscal Year, including a schedule of dues, fees and assessments and a schedule for payment of same.
- (b) Take action on employee-related issues of a confidential nature, including but not limited to discipline or termination; provided that any such action taken will be reported to The Board in an executive session no later than the next Regular Board Meeting and further provided that where reasonably feasible to do so, the Executive Committee will review its proposed action and the basis for that proposed action with The Board in executive session at a Regular or Special Board Meeting prior to taking the action.
- (c) In the event that both the President and First Vice-President, or the President if there is no First Vice-President, is unable to fulfill the duties and responsibilities of the office, appoint subject to approval by The Board a current Trustee or Past President to assume all the duties and responsibilities incumbent upon the President through the date of the next Annual Meeting of The Congregation.

**Section 3. Use of The Resources of The Congregation** The Executive Committee may use the resources of The Congregation as reasonably needed to fulfill its responsibilities.

**Section 4. Interaction with The Board.** Except as to actions that pertain to routine, day-to-day operations of The Synagogue, the Executive Committee will, where appropriate and feasible to do so, consult with and seek

concurrence of The Board before taking any action.

**Section 5. Report of Activities** At the next Regular Board Meeting, the Executive Committee will report on its activities since the most recent prior Regular Board Meeting.

**Section 6. Meetings** The Executive Committee will meet at least once in each time period between Regular Board Meetings. Executive Committee meetings are open to invitee(s) designated by the President. The Executive Committee may, at the election of The President, maintain minutes of its meetings.

**Section 7. Additional Action** At least three (3) months prior to the start of the period in any contract with a member of The Clergy at which The Clergy or The Congregation may give notice of nonrenewal, the Executive Committee will make recommendations to The Board sitting in executive session concerning the continued engagement of that member of The Clergy and proposed contract terms and/or compensation for the upcoming term.

## ARTICLE FOURTEEN CEMETERY(IES)

The Congregation may own and operate one or more cemeteries, which shall be used in accordance with rules and regulations approved by The Board and all applicable State or local laws, regulations or ordinances. The Congregation will provide or arrange for perpetual care of each of its cemeteries.

## ARTICLE FIFTEEN PROPERTY OF THE CONGREGATION

**Section 1. Property of The Congregation** All property, whether real, personal or mixed, tangible or intangible, now owned or hereafter acquired by The Congregation through purchase, or through acceptance by The Board on behalf of The Congregation of a donation, bequest, devise, gift or other transfer of ownership transaction that is not a purchase, and including any cemetery owned by The Congregation, will form the property of The Congregation (“Property”), except as provided in Section 2 below.

**Section 2. Receipt of Real Property, Personal Property or Securities** The Board may, on behalf of The Congregation, accept or decline to accept, a gift, donation, bequest or other non-purchase transfer of ownership of real property or personal property. The Board shall not accept on behalf of The Congregation securities that are not marketable. The Board shall accept on behalf of The Congregation marketable securities but The Board shall sell those securities or cause them to be sold as soon as practicable, and shall invest the proceeds of the sale for the benefit of The Congregation.

**Section 3. Disposition of Property of The Congregation** As to any particular item of Property, other than Property traded, disposed of or sold in the ordinary course of business, The Congregation will continue to own that item of Property until The Board determines that ownership should be transferred, whether by sale or otherwise, or that the item of property should otherwise be disposed of. Upon making such determination:

- (a) The Board will have the authority, without the need to seek approval of The Congregation, to sell or

otherwise transfer ownership of Property with a value that is less than \$50,000 US at the time of the proposed transaction. The Board will give notice to The Congregation that The Board is proposing to sell or otherwise transfer ownership of such Property and will not consummate the transaction prior to the twenty-first (21<sup>st</sup>) day after notice has been given. All corporate authorizations needed to effect the transaction, including authorization to negotiate the terms of the transfer and to execute the required legal documentation are deemed to have been given by The Congregation in a form satisfactory to The Secretary, in consultation with legal counsel, on and as of the twenty-second (22<sup>nd</sup>) day after notice of the transaction has been given to The Congregation.

- (b) Approval of The Congregation is needed to sell or otherwise transfer ownership of any item of Property over \$50,000 US in value. Upon a vote of The Congregation in favor all corporate authorizations needed to effect the transaction in a form satisfactory to The Secretary in consultation with legal counsel, including authorization to negotiate the terms of the transaction and to execute the required legal documentation will be deemed to have been given by The Congregation on the day of the vote.

## **ARTICLE SIXTEEN NOMINATING COMMITTEE AND PROCESS**

**Section 1. Responsibilities and Process** The Nominating Committee will be responsible for identifying and recruiting eligible, qualified Congregants to stand for election as Trustees or Trustee-Officers.

- (a) By no later than the November Regular Board Meeting, The Governance and Leadership Development Committee will, in consultation with the President and most recent Immediate Past President, recommend to The Board for action by The Board a slate of members of the Nominating Committee.
- (b) The names of the members of the Nominating Committee will be published to The Congregation promptly thereafter.
- (c) The Nominating Committee will conduct its business so that no later than ninety (90) Business Days before the Annual Meeting of The Congregation, the Nominating Committee will deliver to The Board a proposed slate of candidates for Trustee and Trustee-Officer positions to be voted on at that Annual Meeting.

Not less than thirty (30) Business Days prior to the Annual Meeting of The Congregation, the recommendations of The Board regarding candidates for Trustee and Trustee-Officer positions shall be published to The Congregation.

**Section 2. The Nominating Committee** The members of the Nominating Committee will be elected by The Board. The Nominating Committee will have seven (7) members, two of whom shall be current Trustees (other than the President and the First Vice-President), one of whom shall be the most recent Immediate Past President, one of whom shall be a member of the Governance and Leadership Development Committee, and three of whom shall be Congregants who are not Members of The Board. The Nominating Committee must include at least one member who has served on the Nominating Committee in the prior year. Each member of the Committee will serve for a single term and may stand for election to one or more subsequent terms. A

member of the Nominating Committee who is recommended by the Committee for election to a Trustee or Trustee-Officer position shall not participate in the Committee vote or discussion regarding his/her nomination. The Nominating Committee will be chaired by a member who is a Trustee.

**Section 3. Promoting Congregant Participation** The Nominating Committee will in the course of identifying candidates for Trustee and Trustee-Officer positions solicit suggestions for candidates from Congregants at large through mechanisms deemed reasonable by the Committee, or as directed by The Board, including but not limited to scheduling town hall or similar meetings, or through an invitation published to The Congregation to submit names of potential candidates for consideration.

**Section 4. Congregant-Initiated Nominations of Trustees or Trustee-Officers** After The Board-recommended slate of candidates for election to Trustee and/or Trustee-Officer positions has been published to The Congregation, on submission of a written petition signed by at least fifty (50) Congregants in Good Standing identifying candidate(s) for Trustee and/or Trustee-Officer positions, the Congregant-initiated nominees will be published to The Congregation for consideration at the Annual Meeting of The Congregation. The Board will develop a procedure for Congregant-initiated nominations, which will be published to The Congregation. Any such procedure will require that the names of any Congregant-initiated nominees be published to the Congregation no later than 15 Business Days before the date of the Annual Meeting of the Congregation.

## ARTICLE SEVENTEEN THE ANNUAL MEETING OF THE CONGREGATION – ELECTION OF TRUSTEES AND OFFICERS

**Section 1. Annual Meeting of The Congregation** The Annual Meeting of The Congregation will be held at The Synagogue on a date in the last month of the Fiscal Year selected by The Board and published to The Congregation no later than ninety (90) days before the date selected for the Annual Meeting. In selecting a date and time for the Annual Meeting, The Board shall consider a day of the week and time of day that The Board reasonably believes will maximize attendance by Congregants. The agenda, including the names of The Board-recommended Trustee and Trustee-Officer candidates will be published to The Congregation no later than thirty (30) Business Days prior to the Annual Meeting.

- (a) The business to be transacted at the Annual Meeting shall include, but not be limited to, the election of Congregants to Trustee and Trustee-Officer positions to become effective at the Annual Meeting.
- (b) At the Meeting, votes may be cast only for Board-recommended or Congregant-nominated candidates (if any), identified in accordance with Board-approved procedures published to The Congregation. Where more than one candidate is seeking election to a position, the vote will be taken in accordance with Board-approved procedures published to The Congregation.
- (c) Congregants may cast their votes either in person at the Annual Meeting or by other procedures approved by The Board and published to The Congregation.
- (d) The notice of the Annual Meeting shall include an explanation of the procedure for voting at the Annual Meeting and the procedure for submitting Congregant-nominees for election.

- (e) At the Annual Meeting, the Secretary or in the absence of the Secretary one or more persons designated by the President, will:
  - (i) Determine when a quorum for the Meeting (as specified in Article Nineteen) has been established;
  - (ii) Verify that each Congregant casting a vote at the Meeting is eligible to vote; and
  - (iii) Act as ballot collector(s) and vote counter(s) as applicable.

**Section 2. Procedure for Voting on Trustee and Officer Nominations** The Congregation will vote on Officer and Trustee nominees. The method by which they will vote will be in accordance with Board-approved procedures published to The Congregation.

## **ARTICLE EIGHTEEN SPECIAL MEETINGS OF THE CONGREGATION**

**Section 1. Special Meetings of The Congregation** A Special Meeting of The Congregation is any meeting of The Congregation other than the Annual Meeting. A Special Meeting is called when notice of the Special Meeting stating the location, date and time set for and the subject to be addressed at the Meeting, including any motion being submitted for action by The Congregation is published to The Congregation. Only matters identified in a notice of a Special Meeting can be addressed at the Special Meeting. Special Meetings of The Congregation shall be held within thirty (30) days of receipt of a valid request to call a Special Meeting

**Section 2. Calling a Special Meeting** The President will cause to be called a Special Meeting of The Congregation:

- (a) at the direction of The Board; or
- (b) at the written request of a majority of the Members of The Board, delivered to the Secretary and to the Executive Director, stating the action that The Congregation is asked to take in the form of the motion to be submitted to The Congregation; or
- (c) at the written request of least one hundred (100) Congregants in Good Standing, delivered to the Secretary and to the Executive Director stating the action that The Congregation is asked to take at the meeting in the form of the motion to be submitted to The Congregation. The Executive Director shall verify that each of the petitioning Congregants is in Good Standing, and issue a report stating his/her determination on that issue. Any such request must identify a point of contact for the petitioning Congregants (the "Petitioner Representative").

If the President does not call the Special Meeting within five (5) days after The Board vote or the submission of a valid written request (whichever is applicable), the Executive Director will do so under the supervision of the Secretary.



**Section 3. Noticing The Special Meeting** The date set for the Special Meeting will be no less than fifteen (15) days or more than twenty-five (25) days from publication to The Congregation of the notice of the Special Meeting. The notice will state the action The Congregation is asked to take, in the form of a motion, include a copy of the report issued by the Executive Director if the Special Meeting is being called at the request of Congregants under Section 2(c) of this Article, and advise Congregants of the procedures for the Meeting and the methods available to them to cast their votes.

**Section 4. Certain Procedural Matters** The Secretary, or in the absence of the Secretary one or more persons designated by the President, will:

- (1) Determine when a quorum for the Meeting (as specified in Article Nineteen) has been established;
- (2) Verify that each Congregant casting a vote at the Meeting is eligible to vote; and
- (3) Act as ballot collectors and vote counters as applicable.

## **ARTICLE NINETEEN QUORUM AND OTHER MATTERS REGARDING MEETINGS OF THE CONGREGATION**

**Section 1. Requirements for Action of The Congregation Generally** Unless provided otherwise by these Bylaws, approval of a motion presented to The Congregation for action, including a motion to amend or repeal and replace the Bylaws, requires a quorum of fifty (50) Congregants in Good Standing and that a simple majority of the votes cast be in favor.

**Section 2. Requirements for Voting on Affiliation with Movement, Dissolution, Merger, Moving to a New Location, Encumbering Property of The Congregation or Transfer of Ownership of The Synagogue** Approval of a motion concerning affiliation with a Jewish movement, dissolution of The Congregation, merger with another congregation, moving to a new location, encumbering any Property of The Congregation or transfer of ownership of The Synagogue presented to The Congregation for action requires: (a) a quorum of twenty percent (20%) of Membership Units in Good Standing; and (b) that a simple majority of adult Congregants who are of the Jewish faith and in Good Standing cast votes in favor

**Section 3. Minutes** Minutes of any Meeting of The Congregation will be prepared by the Secretary or a designee and submitted for approval by The Congregation at the next succeeding Annual Meeting of The Congregation.

**Section 4. Procedural Rules** Robert's Rules of Order, latest revised edition, will be the parliamentary authority by which meetings of The Congregation will be conducted, except where The Board has adopted procedures or these Bylaws provide otherwise.

## **ARTICLE TWENTY PROHIBITED ACTIVITIES, CONFLICTS OF INTEREST, LIABILITY AND INDEMNIFICATION**

**Section 1. Trustees and Trustee-Officers** (a) Each Trustee and Trustee-Officer stands in a fiduciary relationship with The Congregation and is expected to act with the care a prudent person in a like position would exercise under similar circumstances and in a manner he/she reasonably believes to be in the best interest of The Congregation. (b) Trustees and Trustee-Officers will serve without compensation. Reasonable expenses incurred by a Trustee or a Trustee-Officer directly related to the affairs of The Congregation may be reimbursed pursuant to a procedure approved by The Board. (c) No Trustee or Trustee-Officer may be held personally liable for actions taken or the failure to take action in the proper exercise of his or her authority on behalf of The Congregation. (d) Each Trustee and Trustee-Officer shall sign annually a statement affirming that he/she has no conflicts of interest with respect to serving as a Trustee or Trustee-Officer.

**Section 2. Indemnification, Defense and Hold Harmless** The Congregation will defend and hold harmless Trustees and Trustee-Officers from any claims or liabilities arising from their acts taken or not taken within the scope of their responsibilities to The Congregation, other than acts or failures to act involving gross negligence or willful misconduct. The provisions of Section **33-1116 et seq.** of the Connecticut Nonstock Corporation Act, as it may be amended from time to time, or any successor statute (the "Statute") will be applicable in their entirety to any person made a party to any proceeding by reason of the fact that such person, or the person whose legal representative such person is, is or was a Congregant, Trustee, Trustee-Officer, employee or agent of The Congregation, or an eligible outside party. Any such person or representative will be indemnified to the maximum extent possible under the Statute against judgments, fines, penalties, amounts paid in settlement and reasonable expenses actually incurred by such person or representative in connection with such proceeding. All terms used herein will have the same meaning as in the Statute.

**Section 3. Conflicts of Interest** Notwithstanding any other provision of these Bylaws, each Trustee and Trustee-Officer will disclose to The Board any actual or potential conflict of interest he/she may have with respect to any matter put to The Board for a vote, and will not vote on any matter in which he/she has an actual or potential conflict of interest except as provided in this Section 3. In the event that a Trustee or Trustee-Officer makes disclosure of an actual or potential conflict of interest, the Trustee or Trustee-Officer may not vote on the matter; provided that the Trustee or Trustee-Officer may vote on the matter if he/she requests that The Board determine whether an actual and substantial conflict of interest exists, by a vote of a majority of the Trustees and Trustee-Officers other than those involved. If an actual and substantial conflict of interest is determined to exist, The Board may only approve the contract or transaction upon a determination that is fair as to The Congregation and by a vote of a majority of the Trustees and Officers other than those with the conflict. In acting pursuant to this Section, The Board will be guided by Section **33-1127** of the Connecticut Nonstock Corporation Act, as it may be amended from time to time, or any successor statute.

**Section 4. Insurance** The Congregation shall maintain, to the extent such insurance is available at a reasonable cost, directors and officers liability insurance or similar coverage for purposes of this Article.

**Section 5. Prohibited Activities** The activities and affairs of The Congregation, including The Synagogue, will be conducted such that:

- (a) No Congregant receives any of the earnings or pecuniary profit from the operations of The Congregation, including The Synagogue; provided that payment may be made to a Congregant of reasonable compensation for services rendered or of the reasonable value at retail for goods sold to or for The Congregation in an arms-length transaction in carrying out any of The

Congregation's tax-exempt purposes.

- (b) Notwithstanding any other provision of these Bylaws, no Trustee, Trustee-Officer, Clergy, Director, employee or other authorized representative of The Congregation will take any action or carry on any activity by or on behalf of The Congregation not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Internal Revenue Code") and regulations promulgated thereunder, as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code and regulations promulgated thereunder, as they now exist or as they may hereafter be amended.
- (c) In the event of the dissolution or merger or transfer of ownership or relocation of The Congregation, no Trustee, Trustee-Officer, Clergy, Director, employee or other authorized representative of The Congregation will be entitled to any distribution or division of its remaining Property, assets, or proceeds. The balance of all money and other assets or Property owned, held, or received by The Congregation from any source, after the payment of all debts and obligations of The Congregation, will be used exclusively for exempt purposes within the intention and purpose of the Internal Revenue Code as it now exists or may be amended from time to time, or will be distributed to an organization or organizations exempt under said section of the Internal Revenue Code. Moreover, any such use or distribution of the money or property of The Congregation shall, to the extent possible, be in accord with The Congregation's purpose as set forth above, and, to the extent possible, will promote similar or related purposes.

## **ARTICLE TWENTY-ONE CORPORATE SEAL**

The Corporate Seal of The Congregation will have hereon the words "THE CONGREGATION BETH ISRAEL," the Hebrew title of The Congregation, "Hartford, Connecticut," the year of organization, civil (1843) and religious (5603), and will have in the center the coat of arms of the State of Connecticut.

## **ARTICLE TWENTY-TWO INTERPRETATION & AMENDMENT OF BYLAWS**

**Section 1. Authority of The Board Regarding The Bylaws** All Members of The Board are bound by these Bylaws and responsible for their observance and enforcement. The Board shall resolve any question which arises which is not covered by these Bylaws or upon which these Bylaws are inconclusive; provided that any interpretation or application does not produce a result inconsistent with the requirements of Sections 2 and 5 of Article Twenty. The Board may review the efficacy of the Bylaws on an ongoing basis to determine whether to recommend changes to the Bylaws, but in any event no less than every five (5) years, The Board shall conduct such a review.

**Section 2. Amendment or Repeal** The Congregation may vote to amend or repeal and replace these Bylaws either on recommendation of The Board in accordance with Article Eight or action initiated by Congregants as provided in Article Eighteen of these Bylaws; provided that any amended or new bylaws does

not produce a result inconsistent with the requirements of Sections 2 and 5 of Article Twenty.

**Section 3. Effective Date of An Approved Amendment or New Bylaws** Any approved amendment to or replacement of these Bylaws will become effective upon adoption, unless the motion for approval sets a different effective date thereafter.

**Section 4. Updates and Corrections Not Deemed Amendments** (a) A change to these Bylaws identified in these Bylaws as an "Update" will not be considered an amendment to the Bylaws and may be made by affirmative vote of The Board. An Update will become effective as of the time the vote is taken, and will be promptly published to The Congregation. (b) The Board may, by affirmative vote, correct typographical, formatting and similar errors which do not constitute a substantive change to the Bylaws provision at issue. Any such corrections will not be considered an amendment to the Bylaws, will become effective as of the time the vote is taken, and will be promptly published to The Congregation.

**Section 5. Business Day.** A "Business Day" is any day that The Synagogue office is open.

West Hartford, Connecticut

The foregoing is a true copy of the Bylaws of The Congregation Beth Israel as adopted at the Annual Meeting of The Congregation held **on June 10, 2015** and effective, unless stated elsewhere herein, on **June 10, 2015**.

Attest:

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Secretary

Dated: June 10, 2015