

# BY-LAWS OF CONGREGATION B'NAI SHALOM

## **PREAMBLE**

Congregation B'nai Shalom (the "Congregation") is the hub of Traditional Judaism in the Northwest Suburbs of Metropolitan Chicago. The Congregation is dedicated to creating a healthy, uplifting, and supportive environment for Jewish worship, friendship, and community. The Congregation promotes and sustains the concepts of Traditional Judaism through adherence to: Halakhah; Ashkenazik custom; Leviticus 19:18; and Hillel's advice: "What is hateful to you, do it not to your fellow. This is the entire Torah; the rest is interpretation, which you must go and learn." *Talmud Shabbat* 31a.

## **ARTICLE I**

### **NAME AND CALENDAR**

1. The name of this institution shall be Congregation B'nai Shalom, herein known as "CBS" and at all times shall be qualified to do business in the State of Illinois under the General Not-for-Profit Corporation Act. CBS's Articles of Incorporation are on file with the Secretary of State and referenced in Appendix 1.
2. The membership and fiscal year of the Congregation shall run from June 1<sup>st</sup> to May 31<sup>st</sup> of the following year.

## **ARTICLE II**

### **RABBI**

1. The office of the Rabbi of the Congregation may be held only by a Rabbi committed to the principles and philosophies of Traditional Judaism. The Congregation may employ a full-time or a part-time Rabbi. Unless the context suggests otherwise, the By-law provisions shall apply to the Rabbi irrespective of whether he is employed on a full-time or part-time basis.
2. The Rabbi shall have received smicha (ordination) from an institution that, at the time of his ordination, had a record/history of producing Rabbis philosophically congruent with Traditional Judaism, particularly in the role Halakhah plays in Jewish life.
3. The Rabbi shall ensure that the Congregation's service and practice conforms with the prevailing practices and standards of Congregation B'nai Shalom.

4. Subject to paragraphs 1 and 3, the authority with regard to all matters of the religious observance of the Congregation shall be vested in the Rabbi, and he shall be the sole interpreter of Halakhah for the synagogue.
5. Resolution of Halakhic disputes:
  - a. Disputes in the absence of an incumbent Rabbi. Any disputes concerning Halakhic or ritual matters shall be resolved as follows: (1) the President of the Congregation shall declare an "education and cooling off" period not to exceed ten (10) days, during which time the parties to the dispute shall consult religious sources and texts to further educate themselves about the issue. Following the "education and cooling off" period, the parties shall meet at the next *Maariv* service at the Shul, *daven Maariv* together, and then sit down to discuss the issue based on the results of the parties' further study. If, after a good faith attempt to resolve the issue, the parties are unable to reach an accord, then the parties shall negotiate in good faith to select a three-person *Beis Din* to adjudicate the issue. If the parties are unable to agree on the selection of a *Beis Din*, then each party shall select one Rabbi who meets the criteria set forth in Sections 1 & 2 above, and then those two Rabbis shall together select a third Rabbi to act as the *Av* (or *Rosh*) *Beis Din*. The party whose position is not accepted by the *Beis Din* shall bear all expenses, costs and attorney fees for or relating to the *Beis Din* dispute resolution process as a whole.
  - b. Disputes between a 2/3 Majority of the Board and the incumbent Rabbi. In the event that a two-thirds majority of the Congregation's Board of Directors believes that the Rabbi has interpreted Halakhah or ritual practice in such a way so as to conflict with paragraphs 1 or 3 of Article II of these By-Laws, then such dispute shall be resolved in accordance with the provision of section 5(a) above.

### **ARTICLE III**

#### **MEMBERSHIP**

1. Any Jewish (as determined by the Rabbi according to Jewish law, guided by the provisions of Article III section 2 herein) man or woman who is eighteen (18) years of age or older shall be eligible for membership. Membership shall include High Holiday seats. There shall be at least two classes of membership as follows:
  - a. Family Membership which includes husband and wife and all children or relatives living in the family's principal residence.

- b. Individual Membership which includes a single adult and all children or relatives living in the individual's principal residence.
  - c. Such other or further types of membership as the Board of Directors may approve from time to time.
2. A family in which the couple is intermarried and one partner has not converted may not join the Shul as a family. However, the Jewish spouse may join as an individual, and the children may be included, presuming that either the mother is Jewish or that the children have converted to Judaism. In order to be eligible for membership in CBS, a convert must have been converted under the auspices of an Orthodox Beth Din; however, if a convert has received their certificate of conversion under the auspices of a Conservative Beth Din, they may be eligible for membership if they agree to continue their education and training to complete the requirements for a conversion according to the requirements of an Orthodox Beth Din.
3. Each Member shall pay building fund and annual dues in an amount to be determined by the Board of Directors except for those Members whose dues and/or building fund are modified by the Financial Dues Review Committee. Membership dues are not pro-ratable nor refundable and dues are to be paid in full prior to Rosh Hashana in any year. High Holiday seats are not assignable to a member unless and until dues and all other financial obligations of the member are paid in full or are being paid in accordance with the terms specified by the financial dues review committee.
4. Subject to the discretion of the Board of Directors, based upon availability, any Member may purchase on a yearly basis High Holiday seats for a relative who does not live in the defined geographical area. The cost of a High Holiday seat for such relative shall be determined by the Board of Directors on an annual basis. The defined geographical area is as follows:
  - a. Northern boundary is Illinois Route 176;
  - b. Eastern boundary is Illinois Route 43;
  - c. Southern boundary is Illinois Route 58; and,
  - d. Western boundary is Illinois Route 59.
5. Subject to the discretion of the Board of Directors, based upon availability, seats can be made available to relatives of members who live inside the geographical boundaries. The request for such seat(s) shall be directed to the High Holiday Committee.

## ARTICLE IV

### ADMINISTRATION

1. The policies and by-laws of this Congregation shall be voted on by the Board of Directors and administrated by the entire Board of Directors. If conflicts among the By-Laws or policies arise, the By-Laws shall take precedence.
2. The Board of Directors shall consist of Members in good standing. The positions comprising the Board of Director shall be as follows:
  - a. President;
  - b. Executive Vice-President;
  - c. Financial Vice-President;
  - d. Membership Vice-President;
  - e. Programming Vice-President;
  - f. Ritual Vice-President;
  - g. Recording Secretary;
  - h. Past President; and
  - i. Member at Large.
3. The immediate prior President shall automatically fill the position of Past President. Should the immediate prior President not be able to serve, upon expiration of term as President, the then Past President shall serve another term. Should the Past President not be able to serve another term the then President shall with yearly approval of the Board of Directors make an appointment to fill the vacancy.
4. In the event that the President during his/her term of office shall be unable or unwilling to carry out the duties of his/her office or resigns therefrom, then the following members of the Board of Directors of CBS shall step in to carry out the duties of President in the following order:
  - a. Executive Vice President;
  - b. Financial Vice President;
  - c. Ritual Vice President;
  - d. Membership Vice President;
  - e. Programming Vice President;
  - f. Recording Secretary;
  - g. Past President;
  - h. Member at Large.

5. The term of office for all elected members of the Board, with the exception of the Member at Large, shall be two years. Member at Large shall serve a one year term with a maximum of two consecutive terms. Member at Large shall not have been, within the previous two years, a member of the Board of Directors.
6. Elections shall take place on the following schedule and under the procedures set forth in Article IX as noted below.

<b>Even Years</b>	<b>Odd Years</b>	
President	Executive President	Vice
Programming V.P.	Financial President	Vice
Ritual President	Vice	Membership Vice Pres.
Recording Secretary		
Member At Large	Member At Large	

7. Meetings shall be conducted in accordance with the most current edition of Robert’s Rules of Order.

## **ARTICLE V**

### **RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

1. The following general duties and responsibilities shall apply equally to each member of the Board of Directors:
  - a. Execute faithfully and fully the duties and responsibilities of the Board position to which they have been selected or elected by their fellow congregants;
  - b. Act in the best interest of the membership;
  - c. Conduct themselves in both speech and actions in a professional manner such that will bring credit to themselves and to the Congregation;
  - d. Attend all Board Meetings regularly;
  - e. Attend religious services regularly;
  - f. Attend social and fund raising events and actively support fund-raising activities;

- g. Establish a budget for their respective office and assist the financial Vice President in preparing an annual budget for the Congregation (Vice Presidents shall be held accountable for operating within their budget);
  - h. Annually approve a budget for the Congregation.
- 2. Any action which entails expenditures relating to the purchase, expansion or major renovation to the then current or proposed facilities or which involves the hiring, retention or termination of the full-time Rabbi, cantor or any other salaried employee (as opposed to hourly), shall require the Board of Directors to call for a General Membership Meeting for the purpose of obtaining feedback from the members.
- 3. Five or more members of the Board of Directors at any meeting constitutes a quorum.
- 4. Any motion presented to the Board of Directors which falls under Article V section 2, under Article VI section 3j, or which involves expenditures exceeding \$20,000.00 must be approved by a minimum of seven affirmative votes. Any other motion presented to the Board of Directors shall be approved by a simple majority of those present.
- 5. The President shall preside at all Board of Director meetings. In the absence of the President, the Executive Vice President or a Board member designated by the President shall preside at all Board of Director meetings.
- 6. The Board of Directors shall meet not less than once every month.
- 7. No person or membership unit may hold or occupy more than one (1) position on the Board of Directors at any one time. Employees of the Congregation or their spouses may not hold positions on the Board of Directors.
- 8. No Board member shall hold a position for more than three (3) consecutive terms except for the Ritual Vice President who may hold his term of office until such time as a 2/3rds majority of the Board votes otherwise or he chooses to retire or resign.
- 9. Voting by Proxy. Voting by Proxy is permissible under the provisions established by the Board of Directors or in their absence in accordance with Robert's Rules of Order.

## ARTICLE VI

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

- 1. The **PRESIDENT** shall serve as the Chief Executive Officer of the Congregation and shall be responsible for the overall management and strategic

direction of the organization: The President shall have the following specific responsibilities:

- a. Consult with the Board of Directors and full-time Rabbi to establish the general goals and policies of the Congregation.
  - b. Sign official documents on behalf of the Congregation.
  - c. Represent the Congregation in all public functions. If unable to do so, the President shall assign another Board Member or member of the Congregation to represent the Synagogue in any capacity the President deems appropriate.
  - d. Appoint the members to any special committee approved by the Board of Directors or which the President deems appropriate and necessary for the Congregation. The President may also appoint a parliamentarian to help effectively and efficiently run any or all Board and committee meetings.
  - e. Appoint or hire outside legal, financial and other advisors as necessary to assist the Board of Directors in its deliberations, dealings or conduct.
  - f. Is authorized to sign checks, together with the Financial Vice-President for any amount greater than \$5,000.00 approved by the Board or for lesser amounts with the Financial Vice-President without Board approval.
  - g. Serve as the Board's liaison and contact with auxiliary organizations of the congregation.
  - h. Perform other duties or responsibilities reasonably required by the office or Board of Directors.
2. The **EXECUTIVE VICE PRESIDENT** shall report directly to the President, and shall serve as the Chief Operating Officer of the Congregation. The Executive VP shall be responsible for day-to-day operations, including management of the Congregation's office, staff and facilities, and shall:
- a. Provide a monthly update to the Board of Directors on the general administration of the Synagogue, including the performance of staff and the condition and needs of the grounds, facilities and equipment.
  - b. Substitute for the President in the absence of the President or assume the office of President in the event the President resigns, or becomes unable or unwilling to carry out the duties of the office.
  - c. Organize and chair any full-time Rabbi and Cantor Review Committee or Search Committee in accordance with the procedures outlined in these Bylaws.

- d. Prepare written policies for approval by the Board of Directors for the administration of the Synagogue's office and staff, including but not limited to:
  - i. Hiring and firing of employees excluding the Rabbi and Cantor;
  - ii. Employee review, excluding the Rabbi and Cantor;
  - iii. Office hours and staffing;
  - iv. Handling of incoming mail;
  - v. Communications with Congregation members such as periodic mailings and phone calls;
  - vi. Maintaining the strictest confidentiality of Congregation records;
- e. Be responsible for the management, safety and security of the grounds, facilities and equipment through the following means:
  - i. Contracting with a reputable security company to monitor the synagogue's alarm system and respond to incidents;
  - ii. Controlling access to keys and security codes and periodically changing them;
  - iii. Periodically testing the security and fire protection systems;
  - iv. Ensuring that exits remain clear and unobstructed;
  - v. Maintaining the grounds to provide unobstructed drainage.
  - vi. Establishing a schedule for the testing and preventive maintenance of the synagogue's structure, HVAC, plumbing, telephone, audio and kitchen systems.
  - vii.
  - viii. Providing for maintenance and enhancement of the synagogue grounds.
  - ix. Contracting for timely snow removal during winter months.
- f. Be authorized to sign checks, with the signature of the Financial Vice-President for amounts greater than \$2500 but less than \$5,000.
- g. Work with the Membership VP to train office personnel in use of the Congregation's membership tracking systems.
- h. Work with the Financial VP to train office personnel in use of the Congregation's financial record-keeping systems.
- i. Perform other duties or responsibilities reasonably required by the office or Board of Directors.

3. The **FINANCIAL VICE PRESIDENT** shall:

- a. Coordinate and manage the finances and financial policy of the Congregation, including collections, disbursements and budgeting.
- b. Establish and chair a Finance Committee to assist in fulfilling these goals.
- c. Provide monthly reports to the Board of Directors on the status of the synagogue's finances, including but not limited to Income & Expense and Balance Sheet statements and quarterly reports regarding separated accounts/funds.
- d. Prepare written policies for approval by the Board of Directors to cover financial management, receivables and payables issues, including the collection of back dues.
- e. Prepare and maintain an annual operating budget for the upcoming year. The Financial VP shall submit this budget to the Board of Directors not later than March 1st for its review and approval.
- f. Be responsible for all financial record keeping of the Congregation. Maintain procedures for the recording of payables and receivables including but not limited to donations, dues, Building Fund, rents, disbursements, etc.
- g. Establish and maintain bank accounts and other financial investments in a conservative and prudent manner to protect the financial assets of the congregation.
- h. Be authorized to sign checks, with the President or Executive Vice-President for the amounts set forth above or individually for amounts less than \$2500.
- i. Ensure that the Congregation's "Not-For-Profit" status is maintained in accordance with Federal and State law.
- j. Ensure that staff are paid in a timely manner and in full accordance with Federal and State law. No employee of CBS shall be entitled to severance or haanaka absent a formal vote by the Board of Directors and a written confirmation of same.
- k. Ensure that Federal and State taxes and taxation documents are filed in a timely manner and in full accordance with Federal and State law.

- l. Maintain mortgages on land and facilities, and other long-term debts incurred by the Congregation.
- m. Maintain and report on special accounts, funds and escrows established by the Congregation for specific purposes on at least a quarterly basis.
- n. Work with the Executive VP to train office personnel in use of the Congregation's financial record-keeping systems.
- o. Secure and maintain adequate insurance policies to protect the Congregation, including but not limited to:
  - i. Fire, Theft and Casualty insurance for the Synagogue buildings and facilities;
  - ii. Fire, Theft and Casualty insurance for the ritual objects owned by the Synagogue;
  - iii. Liability & Omissions coverage for the Board of Directors;
  - iv. Third-party general liability coverage against accidents occurring on Synagogue property or in the conduct of Congregation business;
  - v. Worker's Compensation coverage for Synagogue employees.
- p. Present an annual financial report at the Annual General Meeting of the Congregation. This report shall include financial statements for the last fiscal year and the budget for the upcoming fiscal year.
- q. Work with the Financial Vice President's of auxiliary organizations of the Congregation to review their budgets and record keeping, and to maintain the finances of these organizations in a manner that advances their objectives.
- r. Obtain Board of Directors approval for proposed fund-raising events. Proposals shall include but not be limited to the following:
  - i. Anticipated staffing requirements;
  - ii. Anticipated cost for event, including up-front funds;
  - iii. Anticipated gross receipts and income;
  - iv. Special advertising requirements.

4. The **MEMBERSHIP VICE PRESIDENT** shall:

- a. Implement programs designed to attract new members to the synagogue and to ensure that existing members renew their memberships.

- b. Provide a monthly written report to the Board of Directors on the status of membership, on the reasons for non-renewal, and on programs designed to further the growth of the congregation.
  - c. Maintain and periodically update membership materials including an information packet for prospective members and a New Member kit.
  - d. Annually publish a membership directory to be distributed to all members.
  - e. Contact all members who decline to renew their membership to ascertain the reasons they decided not to renew.
  - f. Coordinate and represent the Congregation at JCC Affiliation Fairs and other publicity events.
  - g. Work with the Executive VP to train office personnel in use of the Congregation's membership tracking systems.
  - h. Coordinate and manage all communications and publicity, including a regularly published synagogue newsletter, website and other publicity activities.
  - i. Perform other duties and responsibilities required by the office or Board of Directors.
5. The **PROGRAMMING VICE PRESIDENT** shall:
- a. Coordinate and manage synagogue programming, including a regular schedule of educational, social, youth and seniors events.
  - b. Provide a monthly written report to the Board of Directors on the status of programming activities within the Synagogue.
  - c. Establish contact with local and citywide media outlets, both Jewish and secular, to ensure that synagogue events are properly published.
  - d. Work with the Ritual Vice Presidents to coordinate marketing and publicity activities for Shul events and membership campaigns.
  - e. Manage the Synagogue library and the procurement of additional library resources.
  - f. Perform other duties and responsibilities reasonably required by the office or Board of Directors.
6. The **RITUAL VICE PRESIDENT** shall:
- a. Coordinate and manage ritual observances by the Congregation in accordance with Halakhah and in consultation with the Rabbi.
  - b. Establish and chair a Ritual Committee to assist in fulfilling these goals.

- c. Establish and chair a High Holiday Committee to assist with the special needs of services from Selichot until Simchat Torah.
  - d. Prepare written policies for approval by the Board of Directors to cover ritual practices that are not already covered by the by-laws.
  - e. Work with the Rabbi and Cantor of the Congregation to ensure that daily, Shabbat, Yom Tov and other special services (Purim, etc.) are conducted in accordance with Halakhah and by competent, trained personnel.
  - f. Schedule, coordinate and enforce all aspects of the following specific rituals:
    - i. Aufrufs, weddings, Brit Milahs and Baby Namings;
    - ii. Junior Congregations;
    - iii. Bar and Bat Mitzvahs, including the signing of contracts with families;
    - iv. Funerals;
    - v. Publishing of Yahrzeits and maintenance of Memorial Boards;
  - g. Maintain all ritual items in good working condition.
  - h. Work with the Executive VP and Financial VP to coordinate the security and insurance of ritual items.
  - i. Perform other duties or responsibilities reasonably required by the office or Board of Directors.
7. The **RECORDING SECRETARY** shall:
- a. Keep all official minutes of Board of Director meetings and any General Membership meetings.
  - b. Distribute a copy of official minutes of Board of Directors meetings to all Board members not later than three weeks after each meeting.
  - c. Maintain files containing the official record of all Board of Director and General Membership meetings.
  - d. Perform other duties or responsibilities required by the office or Board of Directors.
8. The **PAST PRESIDENT** shall:
- a. Advise the President and Board of Directors on matters pertaining to the administration of the Congregation.
  - b. Perform other duties or responsibilities reasonably required by the office or Board of Directors.

9. The **MEMBER AT LARGE** shall:
  - a. Undertake such projects as directed by the Board of Directors or the President.

## **ARTICLE VII**

### **DUTIES OWED BY CBS TO THE BOARD OF DIRECTORS**

1. CBS shall at all times maintain an “officers and directors” insurance policy to cover the actions and inactions of CBS’s officers and directors.
2. To the fullest extent permitted by law, a director of CBS shall not be liable to CBS, its shareholders, or its members for monetary damages for breach of fiduciary duty as a director.
3. CBS shall, to the fullest extent permitted by law, indemnify all officers and directors of CBS and advance expenses (including attorney’s fees) reasonably incurred by all officers and directors of CBS in connection with any claim brought against them, which claim arises out of the performance (or non-performance) of their duties on behalf of CBS.

In the event that (pursuant to Article VII, section 3) CBS shall have advanced expenses on behalf of an officer or director who has been accused of fraud or criminal misconduct, and that officer or director is subsequently found liable, is convicted, pleads guilty or *nolo contendere*, or settles the claim for more than a *de minimis* amount, then that officer or director shall reimburse CBS for any expenses advanced.

## **ARTICLE VIII**

### **IMPEACHMENT OF A MEMBER OF THE BOARD OF DIRECTORS**

1. A member of the Board of Directors may be impeached for one of the following reasons:
  - a. Persistent conduct not befitting the position as a Board Member of Congregation B’nai Shalom.
  - b. Persistent failure to perform responsibilities as constituted.
  - c. Violation of any provision of Article V section1 (a through h).
2. Motions for impeachment shall not be voted on until the next regularly scheduled Board of Directors meeting. The person proposed for impeachment shall be notified by the President in writing with reasons for the impeachment

included and shall be given the opportunity to speak at the next Board of Directors meeting prior to any vote on the impeachment.

3. A motion for impeachment must be ratified by a minimum of seven (7) affirmative votes and will be effective immediately.
4. The procedures to be employed in carrying out the impeachment, investigation, hearing and voting shall be carried out in accordance with Robert's Rules of Order.

## **ARTICLE IX**

### **ELECTION PROCEDURES**

1. The Election Committee shall consist of three members of the Congregation in good standing who are nominated by the President and approved by the Board by an affirmative vote of at least five board members. The committee shall choose a chairperson from among its members. No member of the congregation who is standing for election shall be a member of the Election Committee, and at least one member shall be a past or outgoing Board Member.
2. Each member in good standing who is eighteen years or older and has been a member of the Congregation for a minimum of twelve months shall have the right to hold elected office. A "member in good standing" is defined as one who is current with his/her dues, building fund and special assessments as determined by the Financial Vice President.
3. The Election Committee Chairperson will announce to the General Membership in writing via First Class Mail that it is requesting nominations for positions on the Board of Directors no later than the end of the first week in December. This mailing shall include information as to who is eligible for elected office. Nominations will only be considered after the Election Committee has received a written formal request setting forth the member's qualifications and reasons for seeking or for being nominated to a position on the Board of Directors. It is the intention that only one person be slated for each Board position, however if the committee shall determine that two or more candidates are highly qualified for a particular position the committee may slate more than one candidate for that position.
4. The committee's decision to slate a candidate shall be by a simple majority vote.
5. The Election Committee shall present its proposed slate to the Board of Directors for individual approval of each candidate not later than the March Board meeting. Each slated candidate must be approved by at least seven board members. Any member in good standing who was nominated or sought office

in writing who was not slated shall appear on the ballot as an unslated candidate.

6. An official, numbered and secret election ballot shall be sent to all members in good standing via First Class Mail within seven days of the board meeting at which the slate is approved. It shall separately and clearly list slated and non-slated candidates for each position. It shall include a pre-addressed and numbered envelope marked "OFFICIAL BALLOT" for the return of ballots. Members shall have until the synagogue's Annual General Membership Meeting to return their ballots.
7. Eligible returned ballots shall be validated by the Election Committee against a membership listing with assigned ballot numbers prepared by the Membership Vice President and shall remain sealed until counting at the Annual General Meeting.
8. Ballots shall be counted by the members of the Election Committee. Ballots not returned prior to the close of the election shall be counted as casting a half vote for the slated candidate. If more than one candidate was slated for a position, the votes from non-returned ballots shall be split equally between the slated candidates for that position.
9. A simple majority vote shall be needed for election to a Board of Director position. New Directors shall assume office on the first day of the Congregation's fiscal year.

## **ARTICLE X**

### **MEMBERSHIP MEETINGS**

1. The Annual General Meeting of the Congregation shall be held in the last two weeks of April of each year, for the purpose of the conducting the following business:
  - a. Announcing the results of the election of new members to the Board of Directors;
  - b. Presentation of a report to the membership from the President.
  - c. Presentation of a financial report to the membership from the Financial Vice President.
  - d. Presentation of a report from the full-time Rabbi.
  - e. The opportunity for members in good standing to question Board Members regarding their respective portfolios and the operations of the synagogue.

2. The Board of Directors may call for a special General Membership Meeting whenever the Board deems it necessary or the By-laws require such a meeting on such notice as is reasonable or circumstances requires, but in no circumstance less than three (3) day notice.
3. Notice of the Annual General Membership Meeting shall be made in writing via First Class Mail to all Congregation members not less than fourteen days prior to the scheduled meeting date.
4. Notice of any special General Membership meeting shall be made via First Class Mail, when circumstances permit, but can be made via email, telephone, personal contact or such other means as can be found or as the Board directs and approves by the affirmative vote of two-thirds (2/3) of the then filled Board positions.

## **ARTICLE XI**

### **AMENDMENTS TO BY-LAWS**

1. A proposal to amend these By-laws may be made in either of the following two ways:
  - a. By a Board of Directors resolution approved by at least seven board members.
  - b. By a written petition submitted to the Board of Directors and signed by not less than twenty-five percent of those individuals eligible to vote pursuant to Article IX, Section 2.
2. The vote on any amendment shall be conducted by a Voting Committee, which shall consist of three members of the Congregation in good standing who are nominated by the President and approved by the Board by an affirmative vote of at least five board members. The committee shall choose a chairperson from among its members.
3. Any such proposal shall be presented to a General Membership Meeting of the Congregation within thirty days and not more than ninety days after approval of the Board resolution or receipt of the membership petition. The notice of any such meeting shall include a copy of the proposal and shall be mailed via First Class Mail, made available on the Congregation's website, or sent via email to the Congregation not less than fourteen days before the scheduled date of the meeting.
4. At such meeting the Board of Directors shall present the proposal together with their recommendations, if any. If the proposal is the result of a membership petition, the petitioners shall be permitted to speak to the proposal. If there is

more than one petitioner, they must select one spokesperson. No modification to the proposal shall be permitted at this meeting.

5. Official, numbered and secret ballots shall be sent to all members in good standing via First Class Mail within fourteen (14) days after the General Membership Meeting. At least fourteen days shall be allowed for the return of official ballots. The Membership Vice President shall prepare for the Voting Committee a membership listing with assigned ballot numbers for the sole purpose of determining eligible ballots at the time of tabulation. Ineligible ballots shall not be opened or counted.
6. The Voting Committee shall tabulate the valid, returned ballots within three days of the close of the voting period. Unreturned ballots shall not be counted. The Chairperson of the Voting Committee shall report the results of the election to the Board once tabulation is complete.
7. If sixty-seven (67%) percent of the members in good standing of the Congregation vote in favor of the proposal, it shall be declared adopted and effective as of the date of such meeting unless another effective date shall be included in the proposal.
8. A proposed amendment to the By-laws which has been rejected by the Congregation may not be submitted for reconsideration of the Congregation unless six months have elapsed since the time of such rejection.

## **ARTICLE XII**

### **STANDING COMMITTEES**

1. RABBI AND CANTOR REVIEW COMMITTEE
  - a. This Committee shall be responsible for periodically reviewing the performance of the full-time Rabbi and full-time Cantor in fulfilling the objectives under which the Congregation was founded, and in serving the religious, educational and communal needs of congregation members.
  - b. The Committee shall consist of the following Board members:
    - i. Executive VP, who shall serve as Chairperson;
    - ii. Membership VP;
    - iii. Ritual VP;
    - iv. Programming VP;
  - c. The Committee shall establish a formal evaluation program for each position that must be approved by the Board of Directors.

- d. Evaluations shall be conducted every twelve months and the proceedings shall be confidential. As part of its evaluation, the Committee shall solicit comments from the membership. The Committee shall prepare a written evaluation report for presentation at the Board of Directors meeting following each review. A copy of this report shall also be placed in the appropriate personnel file.

## 2. HIGH HOLIDAY COMMITTEE

- a. This Committee shall be responsible for all ritual and supporting arrangements beginning from the Selichot services prior to Rosh Hashanah through to and including Simchat Torah.
- b. The following people shall serve on this Committee:
  - i. Ritual VP, who shall serve as Chairperson;
  - ii. Membership VP;
  - iii. Rabbi;
  - iv. Cantor;
  - v. Gabbai;
  - vi. Any other Congregation member who agrees to serve at the request of the Chairperson.
- c. The Committee shall meet at least once per month from June through October, including once after Simchat Torah to review its operations and make note of improvements for the following year.
- d. The Chairperson shall report to the Board of Directors at each monthly meeting on the progress of High Holiday arrangements.
- e. The Committee shall prepare written policies for approval by the Board of Directors to document the operation of High Holiday services, to ensure continuity and improvement in the process. These policies shall include but not be limited to:
  - i. The hiring of necessary personnel;
  - ii. Parking and traffic arrangements;
  - iii. Ushering arrangements;
  - iv. Nursery arrangements;
  - v. High Holiday supplements;
  - vi. Service scheduling;

- vii. Handling of donation appeals including speeches and collection procedures;
- viii. Yizkor service scheduling and providing of prayer books;
- ix. Religious service format and language;
- x. Junior Congregations;
- xi. Publicity;
- xii. Providing necessary ritual objects for services;
- xiii. Arranging for members to purchase a lulav, etrog and schach;
- xiv. Construction and/or assembly of a Succah.

### 3. HIGH HOLIDAY SEATING AND HONORS COMMITTEE

- a. The Board of Directors shall annually appoint a committee to determine seating for the High Holidays and to designate those members of the Congregation who shall be honored at services from Selichot through Simchat Torah.
- b. This committee shall have its first meeting no later than July 1.
- c. The Committee shall seek the advice of the Board of Directors, the Rabbi, Cantor and Gabbai, and the members of the Ritual Committee to determine who shall be honored and the form of the honor.

## **ARTICLE XIII**

### **TRUSTEES**

1. Individuals who have provided outstanding service, contributions and dedication to the Congregation and community, beyond the bounds of expected involvement and responsibility, may be elected by the Board of Directors to the honorary position of Trustee of the Congregation.
2. Trustee status shall not require or imply responsibility or involvement in the operations of the synagogue or the Board of Directors.
3. A candidate for Trustee of the Congregation must be nominated not less than one month prior to a scheduled Board of Directors meeting. Any member of the Board of Directors in good standing may submit the nomination in writing. The nomination shall document specific examples of exemplary performance, conduct and service to the Congregation and community.
4. The confirmation of a candidate to Trustee status, or the removal of an existing Trustee from Trustee status, must be approved by at least seven board members.

5. Trustee status shall be effective immediately upon the Board of Directors confirmation. The term shall be lifetime, subject to removal as provided in section 4 above.
6. The duties of the Trustee shall be as follows:
  - a. Trustees may serve on any Board committee where their expertise is needed, and shall be a voting member of that committee so long as the Trustee remains a member of the Congregation.
  - b. Trustees may receive the agendas and minutes of the Board of Director meetings upon request to the Recording Secretary.

#### **ARTICLE XIV**

#### **AUXILIARY ORGANIZATIONS**

1. Auxiliary organizations of the Congregation shall be authorized by the Board of Directors and shall be subject to the Bylaws of the Congregation.
2. Auxiliary organizations shall have their bylaws approved by their membership and the Congregation Board of Directors.
3. Auxiliary organizations shall report to the President, who shall represent their interests to the Board of Directors.
4. The Board of Directors may grant specific responsibilities over the operations of the Congregation to an Auxiliary Organization.

#### **APPENDIX I**

#### **ARTICLES OF INCORPORATION**

See Articles of Incorporation of Congregation B'nai Shalom on file with the Secretary of State, which are made a part hereof.