

## **Constitution and bylaws of Congregation Kol Chaveirim**

### ***ARTICLE I***

#### ***NAME***

This kehillah / congregation / community of Jewish people shall be called Congregation Kol Chaveirim.

### ***ARTICLE II***

#### ***THE CONGREGATION'S MISSION***

Providing a warm and welcoming, safe and secure environment, assuring accessibility of ritual and education programs that enrich the lives of Conservative Jews in the Southwest Broward community.

### ***ARTICLE III***

#### ***AFFILIATION***

Congregation Kol Chaverim identifies as a conservative Jewish synagogue. With the consent of the membership, the organization shall affiliate with the United Synagogue of Conservative Judaism. The auxiliaries and organizations of the congregation shall also be able to affiliate with the appropriate groups of the Conservative Movement. The congregation shall follow the Standards for Congregational Practice published by the United Synagogue on its website.

### ***ARTICLE IV***

#### ***MEMBERSHIP***

Section 1. All persons from the age of 18 years or older are eligible for membership.

- a. By definition of the Conservative Jewish movement, a person born of a Jewish mother or who has been converted to Judaism according to halakhic requirements is a Jew.
- b. By definition of the Conservative Jewish movement, only a person who is Jewish may participate in ritual practices and serve as a committee chairperson, an officer, or leader of the synagogue.
- c. In the spirit of inclusiveness, the synagogue will encourage full-time clergy to participate in halakhic conversion of members as appropriate or provide referral assistance to an appropriate rabbinical authority.

Section 2. These shall be the types of membership;

- a. Active Membership. This includes up to two (2) adults and their dependent children who are not old enough to be eligible for their own membership, or who are enrolled as fulltime students, residing together as a single-family unit. Each household member aged 18 years or older shall be entitled to a vote provided he/she is present at the place and time of voting unless otherwise noted in the bylaws herein. Subcategories of Active Membership may be designated by the Leadership Committee.
- b. Inactive Membership. This includes up to two (2) adults and their dependent children who are not old enough to be eligible for their own membership, or who are enrolled as fulltime students, residing together as a single-family unit. Inactive members participate, or have participated in activities hosted or sponsored by the synagogue, but have not maintained a current paid active membership. Inactive members may not vote. Inactive members may become active members by bringing their paid active membership current, however members who were inactive may not

cast a vote for at least 60 days following their change to an active member status.

c. Honorary Membership. This includes memberships that may be given the professional staff of the congregation [rabbi, cantor, executive director, director of education, youth director], their spouse and children [through college graduation]; and other deserving persons in the community. Honorary members do not have a vote.

Section 3. Application for active membership shall be made in writing to the Membership Committee, which shall report on each application to the Leadership Committee for appropriate action.

Section 4. A majority vote of the members present at a meeting of the Leadership Committee shall be required to elect to membership.

Section 5. Membership may be suspended or ended by a super-majority of 2/3 vote of the Leadership Committee present at any regular or special meeting for conduct which it deems to bring discredit upon Jews, the kehillah, synagogue or the Jewish community; or for failure to fulfill congregational obligations, including dues assessment, school tuition, building fund, or any other pledge; or for any other reason deemed by a majority vote of the Leadership Committee present at any regular or special meeting to be in the best interest of the kehilla, the synagogue or the Jewish community. In the event that a membership is suspended or ended, a prorated refund check of any dues already paid for the current membership year or prepaid for the coming membership year will be issued within thirty days of the Leadership Committee vote.

Section 6. Resignation from membership shall be submitted in writing to the membership committee, which shall forward the same to the Leadership

Committee. Resignations shall be noted in the Board minutes. Resignation of membership will not entitle a member to a refund of any dues already paid.

**ARTICLE V**

**FINANCIAL COMMITMENTS**

All members shall pay such dues, assessments and obligations as shall be determined by the Leadership Committee. If members are unable to pay the full amount, the member is expected to pay as much as they can afford towards the commitment, with a minimum commitment as established. No member shall be excluded for an inability to pay. No specific documentation is to be required to substantiate such a circumstance. Balances of dues assessments will not be carried over from year to year. Financial planning is easier with knowledge of what funds can be anticipated. If a member chooses to notify the Finance Chair or Chair of the Leadership Committee of a financial hardship, so as to assist in congregational planning, such information will be maintained in the strictest confidence.

**ARTICLE VI**

**PRIVILEGES OF MEMBERSHIP**

Members in good standing shall enjoy these privileges, among others, subject to halakha as interpreted by the mara d'atra:

To participate in tefillah and Talmud Torah (religious services and study) conducted or sponsored by the synagogue, subject to rules and regulations which may be established by the Leadership Committee, or its designated committee.

To celebrate the Bar/Bat Mitzvah of a child.

To secure seating for Rosh Hashanah and Yom Kippur.

To participate in the educational, cultural and social programs of the congregation.

To attend meetings of the congregation and to have a voice and a vote at such meetings.

To hold an office in the congregation, when eligible.

**ARTICLE VII**

**CONGREGATIONAL MEETINGS**

Section 1. An annual meeting of the congregation shall be held during the month of January, on such day as the Leadership Committee may designate. Subject to the requirements of local law, notice of the annual meeting shall be given by the secretary of the congregation in writing by electronic mailing, and posted on the congregational website to be available to all members of the congregation for at least 30 days prior to such a meeting.

Section 2. Special meetings of the congregation may be called by the Chairman of the Leadership Committee whenever it is deemed necessary. A special meeting must be called at the written non-electronic request of 20% members in good standing of the congregation, or of 60% members in good standing of the Leadership Committee. Said request shall state the reason for and the purpose of the meeting. In the event that the president fails to issue a call for the special meeting within 7 days after being requested to do so, any other officer may issue such call.

Section 3. No business shall be transacted at a special meeting, except for the purposes stated in the call for such meeting. Subject to the requirements of local

law, notice of a special meeting shall be given by the secretary of the congregation in writing by electronic mailing, and posted on the congregational website to be available to all members of the congregation for at least 10 days prior to such a meeting.

Section 4. At all meetings of the congregation, regular and special, a quorum for the transaction of business shall consist of 15% of the membership of the congregation. A lesser number may adjourn the meeting to some future time, not less than 7, nor more than 30 days from the date thereof. The secretary shall thereupon give at least 5 days notice, by mail or e-mail, of such adjourned meeting, to all members.

Section 5. Only active members in good financial standing may vote at congregation meetings. Members in good financial standing are those who financial obligations to the congregation are current as of the date of the meeting, as determined by the responsible officer. Members who are not in good financial standing shall be so notified by mail or electronic mail not later than 3 day(s) prior to the meeting.

Section 6. At all congregational meetings, members shall be required to speak and act with derekh erez (civility; decent respect for others) in order to promote shalom bayit (peace in the house). Lashon hora (evil words) shall not be permitted. Meetings shall otherwise be conducted in accordance with the current edition of Robert's Rules of Order unless a different procedure is specifically noted in the bylaws herein.

Section 7. Meetings shall be held in person or, to the extent permitted by local law, through electronic means such as teleconference or webinars. A system to allow those participating through electronic means to participate in the discussion and vote shall be established.

**ARTICLE VIII**

## LEADERSHIP COMMITTEE

Section 1. Other than in matters of halakha (Jewish law), the management and administration of the congregation shall be vested in a Leadership Committee of 11 members. Each Leadership member shall be elected by the congregation for a term of 3 years. Terms shall overlap in such a manner that each year the terms of office of 33% of members shall expire. The election shall be annually after the nominating committee presents its recommendations. The Leadership Committee will responsible for any duties ascribed by law or rule to the Board of an organization.

Section 2. Community Rabbis and Cantors who affiliate with the congregation shall receive notice of all meetings and have the right to speak thereat, but shall be ex-officio members of the Leadership Committee without voting rights.

Section 3. The Leadership Committee shall be charged with and assume control of all of the property of the congregation; shall designate the bank or banks wherein the funds of the congregation shall be deposited; shall be responsible for all expenditures and disposal of congregational funds and property. Congregational funds shall be invested only in instruments that are legal. All funds shall require the signature of 2 officers for withdrawals or checks.

Section 4. The Leadership Committee shall make such rules and regulations, consistent with these bylaws, for the proper conduct of their meetings and the furtherance of the purposes of the congregation. Items deemed non-controversial [i.e., ones where debate and discussion is essentially not needed, such as approval of parsonage amounts] may be voted on by secure electronic means, such as on-line surveys. For all other matters, electronic voting is allowed only when part of electronic participation in the meeting.

Section 5. The Leadership Committee shall meet regularly, but no less often than 4 times a year. Regular meeting dates and times will be communicated to the synagogue membership via electronic communication, including posting on the congregational website and/or written communication. A quorum shall be 50% of the membership of the Leadership Committee. Each matter voted upon by the board shall be by a simple majority vote of the members present except where a supermajority vote is required by the bylaws, herein.

Section 6. Special meetings of the Leadership Committee may be called by the chair or the vice-chair or must be called at the non-electronic written request of 66% of the membership of the Leadership Committee. Said request shall state the reason for and the purpose of the meeting. In the event that the chair or vice-chair fails to issue a call for a special meeting within 3 days after being requested to do so, any other officer may issue such call. The secretary shall give such notice of a Special Meeting as may be practicable under the circumstances. No other business may be transacted at such a meeting. Special meetings may be conducted by teleconference.

Section 7. In the event of the death, resignation or removal of a member of the Leadership Committee, a successor shall be nominated by the president and elected by the Leadership Committee to fill the office for the unexpired term.

## **ARTICLE IX**

### **CONGREGATIONAL OFFICERS**

Section 1. The congregational officers will serve as the Leadership Committee.

The officers of the congregation shall be:

- a. Chairperson (Chair) of the Leadership Committee
- b. Vice-Chairperson (Vice-Chair) of the Leadership Committee
- c. Ritual Chairperson
- d. Membership Chairperson



- e. Treasurer / Financial Chairperson
- f. Social Actions and Activities Chairperson
- g. Education Chairperson
- h. Recording Secretary / Communications Chairperson
- i. Fundraising and Volunteer Chairperson
- j. Leaders-at-Large (2 positions)

Section 2. It shall be the function of the Chair of the Leadership Committee to preside at all meetings of the congregation and to call all meetings of the congregation and of the Leadership Committee; to sign all agreements, contracts, deeds and other documents for the congregation, pursuant to appropriate resolutions by the congregation or the Leadership Committee; to be amongst the signatories of all checks, vouchers and notes, together with the treasurer and such officers as may be directed by the Leadership Committee; and to appoint all committees. The Chair of the Leadership Committee shall be an ex-officio member of all committees, except the nominating committee, without the right to vote. The Chair of the Leadership Committee will be responsible for any duties ascribed by law or rule to the President of an organization.

Section 3. The Vice-Chair of the Leadership Committee shall assist the Chair of the Leadership Committee in the discharge of all duties and, in case of absence, resignation, death or disability, shall discharge all of the duties of that office.

Section 4. The Ritual Chairperson shall be responsible for all committees that plan or execute ritual services of the synagogue. He / she will work with the affiliated clergy and ritual committee on the schedule and content of religious services, holiday observances, all life cycle events including weddings, B'nai Mitzvah, deaths, Brit Milah and baby namings. The Ritual committee shall designate the Gabbai / Gabbaim of the synagogue.

Section 5. The Treasurer / Financial Chairperson shall be responsible for those committees which are charged with developing the overall budget, finalizing contracts, and raising of funds over and above dues, subscriptions, pledges and voluntary contributions. Additionally, he / she shall keep an accurate and correct record of the receipts and expenditures of the congregation and of the accounts between the congregation, its members and others. These records shall be open for inspection by the Leadership Committee and the finance committee. The treasurer shall notify all members of the congregation of their obligations and pledges; receive all monies which shall be payable to the congregation, and cause the same to be deposited or invested in the congregation's name, as directed by the Leadership Committee. The treasurer shall make withdrawals upon an order from the Chairperson of the Leadership Committee, attested to by the secretary, and then only by check or voucher, signed by 2 designated officers. A written report shall be rendered of the finances of the congregation at meetings of the Leadership Committee when requested, at the annual meeting of the congregation, and at such other meetings or occasions as the treasurer may be directed to do so by the congregation or by the Leadership Committee. This report shall be affixed to the minutes of that meeting.

Section 6. The Education Chairperson shall oversee the committees who relate to Adult Education, Religious School, Youth, Nursery School, Hebrew High School and Koach College programs.

Section 7. The Fundraising and Volunteer Chairperson shall oversee the ongoing development of congregational fundraising and volunteer work directing appropriate individuals to the committees and working with other committee chairs to involve the membership in the sacred work of the synagogue.

Section 8. The Social Actions and Activities Chairperson shall coordinate non-ritual programs with the appropriate committees or auxiliaries and shall initiate and create projects and programs as needed to enhance the mission of the

congregation. He/she shall oversee calendar coordination of all groups and committees within the congregation.

Section 9. The Membership Chairperson shall coordinate efforts to retain current members and to reach out to attract new members.

Section 10. The Recording Secretary / Communications Chairperson shall keep an accurate record of all the proceedings of the congregation and of the Leadership Committee; issue all notices for meetings; carry on all correspondence of the organization and the Leadership Committee, and sign such instruments or documents as may be necessary to effectuate the proper directions of the organization or the Leadership Committee. The secretary shall furnish the treasurer with the names of all persons who have become members of the organization. The secretary shall direct the maintenance of an archive of the history of the congregation, its affiliated clergy and the Jewish community.

Section 11. An officer shall be elected for a term of 3 year(s) and may be re-elected for a second term of 3 year(s). An officer shall not be eligible for more than two full consecutive terms in the same office.

Section 12. Leaders-at-Large of the Leadership Committee will not serve as chair of a standing committee, but will participate actively with at least one standing committee.

Section 13. Ex-officio members of the Leadership Committee will have the ability to attend meetings of the Leadership Committee, introduce motions to the Leadership Committee, but not second a motion or cast a vote.

- a. Active members who have served as Chairperson of the Leadership Committee shall be ex-officio members of the Leadership Committee.
- b. Chairpersons of committees who are not members of the Leadership Committee shall be ex-officio members of the Leadership Committee.

- c. The Gabbi / Gabbaim shall be ex-officio member(s) of the Leadership Committee.
- d. The Leadership Committee can engage a closed session, for the purposes of protecting the confidential business matters of the synagogue. A closed session shall be able to be attended by the ex-officio members of the Leadership Committee except when the voting members of the Leadership Committee present unanimously vote to exclude the ex-officio members from the closed session.

Section 13. In the event of the death, resignation or incapacity of any chairperson of a committee who is otherwise not a member of the Leadership Committee, a successor shall be named by the Chair of the Leadership committee as soon as possible to avoid disruption of the synagogue operations. Such posting shall be ratified at the next Leadership Committee meeting by a majority vote of the Leadership Committee members in attendance, to fill the vacancy until the next election of the congregation.

## **ARTICLE X**

### **CLERGY AND RELIGIOUS PROFESSIONALS**

Section 1. The congregation will, at the discretion of the Leadership Committee engage the services of religious professionals, including Rabbis, Cantors and other Educational Specialists. The Leadership Committee will approve candidate criteria and job descriptions consistent with the rules and guidance of the Jewish Theological Seminary, the Rabbinical Assembly, the Commission on Cantorial Placement (of the Cantors Assembly and The United Synagogue of Conservative Judaism), the assistance of the Education Placement Service of The United Synagogue of Conservative Judaism and the Jewish Educators' Assembly and The United Synagogue of Conservative Judaism as appropriate.

Section 2. In the event the Leadership Committee chooses for the synagogue to employ a rabbi, cantor or education director on a full time basis, the candidate

shall be elected by the congregation at a meeting called for that purpose, upon the recommendation of the Leadership Committee. The Leadership Committee shall only authorize any such employment agreement that is consistent with the United Synagogue of Conservative Judaism Guide to Contractual Relations and Standards for Congregational Practice, adopted by The United Synagogue of Conservative Judaism and available on its web site, excepting any provision otherwise required or prohibited by law.

Section 3. All clergy and religious professionals shall enjoy the freedom of the pulpit.

a. The rabbi shall seek the advice and guidance of the Leadership Committee. The rabbi, as mara d'atra, shall be the halakhic authority of the congregation. In exercising this authority the rabbi shall give due consideration to the minhag (traditions) of the congregation, and the views of the lay leadership and membership, as expressed through direct communications, meetings, or polls of the membership. If the rabbi is not a member of the Rabbinical Assembly, s/he shall be expected, nonetheless, to adhere to the standards expected of members of the Rabbinical Assembly. The rabbi shall be an ex-officio member, without vote, of all committees.

b. The cantor (hazzan) shall act as the ba'al nusach [religious musical expert] and principal sheliach tzibbur of the congregation, in consultation with the rabbi and religious committee, and with due deference to the rabbi's authority as mara d'atra of the congregation. The hazzan shall also consult with the responsible program directors and committees regarding all programs and activities of the congregation involving liturgical or Jewish music.

c. The director of education shall be responsible for the Jewish education of the children of the congregation, development of the school(s) curriculum, the supervision and selection of the faculty and the administration of the school(s).

d. The director of education shall be responsible to the education committee and the rabbi of the congregation. The director of education shall report on the progress of the school at each meeting of the education committee and at least annually to the Board of Directors.

e. The director of education shall be qualified and available to teach in the congregation's adult education program and shall do so consistent with his/her primary obligations and his/her employment agreement with the congregation.

f. The director of education shall be a member of the Jewish Educators' Assembly or shall apply for membership no later than the time of the first renewal of the contractual relationship with the congregation.

g. The director of education shall represent the congregation at meetings of the local Bureau of Jewish Education, at JEA meetings and other organizations advancing Jewish education as time permits, or shall arrange for substitute representation of the congregation in consultation with the responsible lay leader(s), such as the Vice President of Education.

h. The director of education shall work in cooperation with any other professionals and/or committees relating to the Jewish education of children. Others charged with education in the congregation, such as the early childhood education director, Jewish family educator, Hebrew high

school director, youth director or Solomon Schechter Day School director shall have direct contact and report to the director of education.

Section 4. During times when there is no full time rabbi employed by the synagogue, the Leadership Committee shall designate a conservative community rabbi to act as the mara d'atra of the congregation.

Section 5. The renewal or termination of the contract with the rabbi shall be upon the recommendation the Leadership Committee and voted upon by the congregation at a meeting called for this purpose. In the event of termination, the current policy of severance agreed upon by the United Synagogue of Conservative Judaism and the Rabbinical Assembly shall be followed unless otherwise required or prohibited by law or contractual agreement.

Section 6. The renewal or termination of the contract with the hazzan shall be upon the recommendation of the Leadership Committee and voted upon by the congregation at a meeting called for this purpose. In the event of termination, the current policy of severance agreed upon by The United Synagogue of Conservative Judaism and The Cantors Assembly shall be followed unless otherwise required or prohibited by law or contractual agreement.

Section 7. In no circumstance may the congregation enter into an agreement of employment that survives in any way beyond 3 years.

## **ARTICLE XI**

### **COMPLEMENTARY ORGANIZATIONS OF CONSERVATIVE JUDAISM**

Section 1. The congregation shall sponsor such additional organizations, affiliated with Conservative Judaism, as shall be recommended by the Leadership Committee.

Section 2. The activities of auxiliary groups shall always be conducted in a manner consistent with the Standards for Congregational Practice of the United Synagogue of Conservative Judaism and in the best interests of the synagogue and Conservative Judaism.

## **ARTICLE XII**

### **STANDING COMMITTEES**

Section 1. Upon taking office, and from time-to-time thereafter as he/she or the Leadership Committee shall deem necessary, the Chair of the Leadership Committee shall appoint the chairs and members of all standing, special and ad hoc committees, other than the nominating committee of the congregation, and the committees whose chairs serve as voting members on the Leadership Board, except as noted in the bylaws herein.

Section 2. All committee chairs not serving as voting members of the Leadership Committee shall be appointed at the pleasure of the Chair of the Leadership Committee. A chair shall not serve more 6 consecutive years as chair of the same committee.

Section 3. The standing committees of this congregation and their duties shall be as follows:

- a. Ritual Committee. The Ritual Chairperson shall chair this committee. The committee shall be in charge of all religious services of the congregation, including weddings, B'nai Mitzvah and funerals subject to the authority of the cantor as the ba'al nusach and the rabbi as the mara d'atra of the congregation. It formulates rules and regulations for all such services subject to the approval of the cantor as to nusach and musical issues, the rabbi as to halakhic issues, and the Leadership Committee as to all other issues. It shall offer to affiliate rabbis and cantors advice and guidance regarding the character and mode of the



various services. The committee shall also establish basic standards for lay leadership. The committee shall also be in charge of all aspects of services during the High Holy Days, the Festivals, Shabbat services and all holiday observances. The committee shall have the responsibility of appointing gabbaim and ushers for religious services. The committee shall make recommendations to the Leadership Committee regarding area clergy who may be suitable to affiliate with. The rabbi and cantor, if employed on a full time basis, shall attend and have voting rights.

- b. Education Committee. The Education Chairperson shall chair this committee. If so employed by the congregation the Director of Education shall be in charge of all educational services of the congregation, subject to the authority of the cantor as the ba'al nusach and the rabbi as the mara d'atra of the congregation. This committee is charged with the responsibility to recommend the hiring and continuation of the [director of education / principal / director of congregational learning] to the Leadership Committee. It shall review the director of education's recommendations to hire members of a faculty. The director of education / principal, the rabbi and the committee shall develop the curriculum and supervise the school(s) of the congregation on the elementary and secondary levels, subject to the approval of the cantor as to nusach and musical issues, the rabbi as to halakhic issues, and the Leadership Committee as to all other issues. The committee, director of education and rabbi shall determine policy and formulate rules and regulations for the administration of such school(s), subject to the approval of the Leadership Board. This committee shall also make recommendations to and organize with affiliated professionals to provide adult education programs of interest to the congregation and the community.
- c. Membership Committee. The Membership Chairperson shall chair this committee. The committee shall be responsible for the retention of

existing members and solicitation of new members. It shall communicate with Jewish families in the community, particularly families which recently moved to the area, with the view of inviting them to become members of the congregation. The committee shall receive applications for membership, meet with applicants, review membership applications, and present them for appropriate action to the Leadership Committee. The committee shall also initiate action for the suspension or expulsion of members. The committee shall develop programs to encourage maintaining membership with the congregation, and shall call all appropriate committees to assist in membership retention.

- d. Finance and Budget Committee. The committee shall be chaired by the Treasurer and shall review the financial operations of the congregation and shall report to the annual meeting of the congregation and on a regular basis to meetings of the Leadership Committee. It shall present at the annual meeting of the congregation a proposed budget approved by the Leadership Committee for the upcoming fiscal year for the approval of the congregation. It shall supervise all fund raising events which must be appropriate and in keeping with Jewish values. It shall be charged with the responsibility to appoint a Ways and Means Subcommittee to raise funds and develop endowment funds.
- e. Social Action and Activities Committee. The Social Actions and Activities Chairperson shall chair the committee. The committee, in consultation with the affiliated clergy, shall be responsible for developing and maintaining liaison with Jewish and general organizations in the community. It shall study community problems which may arise and make recommendations for appropriate action to the Leadership Committee. It shall develop projects in consonance with the principles of tikun olam [improving the world], darchei shalom

[creating paths for peace] and tzedek u'mishpat [justice and righteousness], and interpret resolutions passed at the Biennial Convention of The United Synagogue. It shall also determine policy and formulate rules and regulations for the administration of such activities including Kadima (pre-teen), USY (teens) and Koach (college age). It shall counsel the Leadership Committee regarding actions to hire/replace the youth director and shall consult with the youth director in the hiring and replacement of advisors as appropriate, in consonance with the rules of the United Synagogue. It shall also select a person to represent the kehillah on the Regional Youth Commission. This committee shall also be responsible for developing a year-round program of social, cultural and Zionist activities among members of the Congregation. It shall have the responsibility of arranging for appropriate programs.

- f. Nominating Committee. The committee shall be responsible for developing a slate of officers annually. The nominated slate shall be presented 30 days prior to the election meeting. The individuals nominated shall be circulated in a congregational communication at least 10 days prior to the meeting.
- g. Communications Committee. The secretary shall chair the committee. The committee shall develop and maintain a roster of active and inactive members. The committee shall develop appropriate methods of communications including electronic, telephonic and written communication to meet the needs of the synagogue. The committee shall be responsible for maintenance of the synagogue website. The committee shall be responsible for aggregating yahrtzeit lists, and for notifying members of an upcoming yahrtzeit. The committee shall also be responsible to announce services, shiva minyanim, as well as other life cycle events on behalf of the congregation. The committee shall also develop any advertising deemed appropriate by the Leadership Committee.

**ARTICLE XIII**

## SELECTION OF A NOMINATING COMMITTEE

There shall be a nominating committee consisting of 7 members, a maximum of 3 shall be from the Leadership Committee, and at least 4 shall be non-Leadership Committee members. The committee shall be appointed by the Leadership Committee and elected by the Congregation at its annual general meeting. The committee shall be appointed at least 30 days prior to the congregation's annual meeting. Notice of appointment shall be sent to the individuals, by electronic or written mail, within 10 days of their selection. The immediate past chair of the Leadership Committee shall serve as the chair, with vote. The nominating committee is responsible for designating a slate of officers for the annual general meeting of the subsequent year. The committee shall solicit interest from the entire membership, from current board members, from clergy and other professionals. The committee shall interview interested members and make recommendations to fill open positions to the congregational board. The committee shall develop a procedure allowing for nominations from the congregation and from the floor. The committee shall nominate one member for each office.

**ARTICLE XIV**

## TAXATION STATUS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3).

The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3)

of the Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **ARTICLE XV**

### **DISSOLUTIONS, MERGERS AND REMOVAL OF OFFICERS**

#### **Section 1. Dissolutions and Mergers**

- a. Any dissolution or merger shall be subject to all laws and requirements for Federal and State laws, as applicable.
- b. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.
- c. Any plan to dissolve or merge the congregation must be recommended to the congregation following a vote of the Leadership Committee on such an action that is supported by at least 75% of the total members of the Leadership Committee.
- d. Upon voting to recommend the dissolution or merger of the congregation, the Leadership Committee shall, within 14 days, publish to the congregation a report of the recommendation including the reasons for such a recommendation and the expected impacts, both positive and negative on the local community as determined by the

Leadership Board. The publication will occur electronically on the website of the congregation, and by electronic mail to active membership. An informational meeting of the congregation, consisting of no less than 50% of the time devoted to questions and answers by the members of the congregation, must occur within 14 days of the publication of the report.

- e. Following the informational meeting a congregational meeting shall take place no less than 14 days and no more than 60 days following the informational meeting for the sole purpose of performing a congregational vote as to the Leadership Committee proposal. The Leadership Committee must allow for proxy votes for at least 10 days prior to the congregational meeting, provided that all proxy votes occur in writing, are only on behalf of eligible members, and no member votes more than once. Members may choose to vote in person at the congregational meeting in lieu of a written proxy vote. Proxy votes may not be submitted after the start of the congregational meeting, nor shall they be counted until all votes have been cast. The recommendation of the Leadership Board must be ratified by at least 75% of the votes cast.
- f. Upon ratification of the report for dissolution or merger, the Leadership Board shall be granted the sole authority to complete the dissolution or merger on behalf of the congregation.

## Section 2. Removal of officers

- a. The congregation may call a special meeting, as outlined in the bylaws herein, for the sole purpose of removing one or more officers of the Leadership Committee.
- b. If more than one officer is to be evaluated for removal from the Leadership Committee, a separate discussion and vote for each officer must be undertaken.

- c. During the special meeting no more than three of the active members who signed the written, non-electronic request for the meeting shall present the reasoning for the removal of the officer in question. The officer shall have an opportunity to respond to any comments made, after which a no-confidence vote will immediately be called.
- d. Officers of the congregation may not participate in the no-confidence vote.
- e. Upon ratification of the no-confidence vote by at least 2/3 of the votes cast, the officer will be immediately removed from the Leadership Committee.
- f. The Chair of the Leadership Committee shall appoint interim positions until such time as the nominating committee can prepare a slate to fill the vacancies.
- g. If the Chair of the Leadership Committee is removed, the Vice-Chair shall become the Chair, and shall appoint an interim Vice-Chair until such time as the nominating committee can prepare a slate to fill the vacancies.
- h. If the Chair and the Vice-Chair of the Leadership Committee are removed, the chair of the Nominating Committee shall become the Interim-Chair of the Leadership Committee, and shall appoint an interim Vice-Chair and any other interim positions until such time as the nominating committee can prepare a slate to fill the vacancies. In this event the Nominating Committee Chair / Interim Chair of the Leadership Board shall not be eligible for nomination to a permanent position of the Leadership Board.

## **ARTICLE XVI**

### **PARLIAMENTARY PRACTICE: CODE OF BEHAVIOR**

As Conservative Jews, ethical and moral behavior is imperative and values of derech erez and kavod, mutual respect and honor, take precedence in guiding

our discussions and deliberations. Members shall be required to speak and act accordingly at all times in order to promote shalom bayit (peace in the house). Lashon hora (evil words) shall not be permitted. Meetings shall otherwise be conducted in accordance with the then-current edition of Robert's Rules of Order, except as noted in the bylaws herein.

## **ARTICLE XVII**

### **AMENDMENTS**

Section 1. This constitution, or any portion thereof, may be amended in the following manner:

- a. A proposal to amend or suspend one or more articles of this constitution, or to introduce new articles to it, shall be submitted in non-electronic writing to the Leadership Board signed by at least 20% of the members in good standing of the congregation. Proposals may also originate with the Leadership Committee. The Leadership Committee shall consider such a proposal at the meeting of the Leadership Committee immediately following the meeting at which the proposal is submitted or made, upon notice to all members of the Leadership Committee.
  
- b. Within 30 days after consideration of the proposal by the Leadership Committee a special meeting of the Congregation shall be called to consider and vote on the proposal. The notice of such meeting shall include a copy of the proposed amendment, a copy of the current section being amended and a statement by the proponent in support of the amendment, explaining the rationale/import of it, as well as a statement explaining the rationale of any opposition to the amendment, if known. Electronic notification and distribution are permitted.



- c. At such meeting, a report shall be submitted to the congregation on the recommendation of the Leadership Board as to action to be taken.
  
- d. If at least two-thirds of the members of the congregation present and voting at such meeting favors the proposal, it shall be declared adopted.

Section 2. A proposal for amendment or suspension that has been rejected by the congregation may not be resubmitted for the consideration of the congregation unless 12 months have elapsed since the time of such rejection.

**ARTICLE XVIII**

**SUSPENSION OF BYLAWS DURING THE INAUGURAL PERIOD**

The Leadership Board may vote to suspend any element in the bylaws enumerated between and including Article I and Article XIII, unless prohibited by law, to accommodate the unique needs of the congregation through February 1, 2018 (the inaugural period). This article will expire on February 1, 2018.

**ARTICLE XIX**

**ADOPTION**

This constitution and bylaws was adopted by a vote of at least 50% of the members of the congregation present at a meeting held on April 10, 2016.