

Gishrei Shalom Jewish Congregation

B Y L A W S

**of Gishrei Shalom
Jewish Congregation, Inc.**

As approved by the membership April 30, 1997

Amended by the membership April 10, 2014

Amended by the membership April 23, 2017

Amended by the membership April 24, 2022

Bylaws of Gishrei Shalom Jewish Congregation, Inc.

The Bylaws of the Corporation (also referred to herein as "the Congregation") shall consist of:

Chapter I	Name and Principal Office
Chapter II	Purpose
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CHAPTER I

NAME AND PRINCIPAL OFFICE

This Organization (also referred to herein as "the Congregation") shall be known as Gishrei Shalom Jewish Congregation (GSJC), Inc. (formerly the Greater Southington Jewish Congregation or the Southington Jewish Group, Inc.). Its principal office shall be located in the Town of Southington, County of Hartford and State of Connecticut.

CHAPTER II

PURPOSE

This Congregation is organized exclusively for religious purposes, namely to promote the enduring and fundamental principles of Judaism and to ensure the continuity of the Jewish people; to enable its adherents to develop a relationship with God through communal worship, study and assembly; and to bring to bear the principles of Reform Judaism on the values and conduct of the individual and the society in which we live.

CHAPTER III

MISSION STATEMENT

Gishrei Shalom Jewish Congregation is a small, dynamic, reform Congregation committed to the spiritual and educational growth of our members within a warm and supportive Jewish community.

CHAPTER IV

BYLAWS

These bylaws shall become effective as of May 1, 1997 and shall be formally reviewed for update every five years or as needed.

Chapter V

MEMBERSHIP

SECTION 1: MEMBERSHIP GUIDELINES

Any person of the Jewish faith, eighteen (18) years of age or older and self-supporting, or family unit with at least one Jewish member, and who is not in default on any financial obligations to another Jewish Congregation may apply for membership. A person of the Jewish faith shall be (a) born of a Jewish parent or (b) formally converted to Judaism.

SECTION 2: MEMBERSHIP UNIT

The unit of membership shall be the individual, or, in the case of families, the unit of membership shall be the family. For the purpose of these bylaws, the family shall mean a household of one or two adults and their dependent children, if any.

SECTION 3: MEMBERSHIP PRIVILEGES

- 1) Each member in good standing shall have the right to vote on all matters coming before meetings of the Congregation. Each adult in a family, excluding dependents, shall have one vote, but no membership unit shall have more than 2 votes. Members may not vote by proxy but may vote through a live video-audio conferencing platform.
- 2) The non-Jewish spouse of a member shall have voting privileges at Congregation meetings and serve as chairperson of a standing committee. The non-Jewish spouse may not serve as an officer, or director.
- 3) Death or divorce shall not terminate the membership of the surviving or remaining individual(s).
- 4) Additional rights and privileges of members shall be determined, as needed, by the Board of Directors.

SECTION 4: MEMBERSHIP DUES

Members shall pay such annual dues, assessments and other fees as shall be determined by the Board of Directors. Membership dues are payable in advance. A membership unit that is not current with its financial obligation to the Congregation shall be considered not to be in good standing.

The Executive Committee may waive, extend, or modify any financial obligation due from a member. No individual, irrespective of membership category, will be denied membership in the Congregation because of inability to meet stated dues if a current good faith agreement exists with the Treasurer.

SECTION 5: SUSPENSION OF MEMBERSHIP FOR NON-PAYMENT OF DUES AND/OR FEES

Any membership unit that has not completed payment of all financial obligations for the current fiscal year by September 1, and which has not worked out, and complied with, a satisfactory payment schedule with the Treasurer, shall be in default. The Treasurer shall send written notice via certified mail of the intent to suspend and the date of the Board of Directors meeting wherein the recommendation will be made. Notice shall be sent to the last known address of the membership unit, at least 10 days prior to said Board meeting.

At the designated Board of Directors meeting, a recommendation for suspension shall be made by the Treasurer. The identity of the membership unit being recommended for suspension will not be revealed to the Board unless at least one member appears to contest the suspension. The member shall have the right to be heard by the Board. Consideration of suspension is to be made strictly on the basis of financial history. If the Board, upon simple majority vote of those directors present and voting, finds the member to be in default as defined above, they shall be suspended and deprived of all membership rights and privileges. The membership unit will be notified, in writing via certified mail, that suspension of its membership in the Congregation will occur 15 days from the date of the letter, unless the unpaid balance of all outstanding financial obligations is paid in full. The suspension of any member shall not relieve them from the payment of any obligation due to the Congregation at the time of suspension. Reinstatement will only occur after all financial obligations have been completed.

SECTION 6: REPRIMAND, SUSPENSION OR EXPULSION

Any complaint regarding a member's action, which is considered injurious to the good and welfare of the Congregation may be brought before the Board of Directors. If the complaint is found by the Board to warrant reprimand, suspension or expulsion, the Recording Secretary shall send written notice via certified mail of the intent to reprimand, suspend or expel and the date of the Board of Directors meeting where the recommendation will be made. Notice shall be sent to the last known address of the member, at least 10 days prior to said Board meeting.

At the designated Board of Directors meeting, the recommendation for reprimand, suspension or expulsion shall be heard. The member shall have the right to be heard by the Board. If the Board, upon simple majority vote of those directors present and voting, finds the member guilty of the infraction, they shall be deprived of such membership rights and privileges as determined by the Board. The membership unit will be notified, in writing via certified mail, that reprimand, suspension or expulsion of its membership in the Congregation will occur 15 days from the date of the letter. The reprimand, suspension or expulsion of any member shall not relieve them from the payment of any obligation due to the Congregation. Reinstatement will only occur after the reason for reprimand or suspension has been resolved.

SECTION 7: RESIGNATION

Any member may resign their membership in writing and addressed to the Board of Directors. The resignation of any member shall not relieve them from the payment of any obligation due to the Congregation at the time of resignation.

SECTION 8: HONORARY MEMBERS

Members of long standing in the Congregation who leave the greater Southington area may be awarded Honorary Life Membership at the recommendation of the Membership Committee and approved by a simple majority of the Board of Directors present and voting.

SECTION 9: SPECIAL MEMBERSHIP

The Board of Directors may establish special membership classifications.

SECTION 10: MEMBERSHIP APPLICATION AND ACCEPTANCE

Prospective members shall complete and submit a membership application to the chairperson of the Membership Committee and a statement of commitment to meet financial obligations signed by all voting members of the membership unit. In addition, an initial dues payment, as predetermined by the Board of Directors, shall be submitted with the application. Any payment for High Holiday tickets shall be applied to the cost of dues payable for that fiscal year. Upon determination of applicant's eligibility, in accordance with these bylaws, and upon receipt by the Treasurer of the membership application and initial payment, membership shall commence.

Chapter VI

OFFICERS AND BOARD OF DIRECTORS

In order to be an Officer or Director, the individual must be Jewish and a member in good standing of the Congregation. Newly elected Officers and Directors shall assume their positions at the start of the Congregation's fiscal year. In the event of a vacancy in any office not covered by succession, the Board is empowered to elect a member of the Board for the duration of the term. No Officer or Director shall take action which is inconsistent with these bylaws and:

- 1) The Purposes of the Congregation, as described in Article II of the Certificate of Incorporation; or
- 2) Article VIII of the Certificate of Incorporation.

SECTION 1: OFFICERS & EXECUTIVE COMMITTEE

The Officers of this Congregation shall consist of a President, a Vice President, a Recording Secretary, Corresponding Secretary, and a Treasurer, all to be elected for a term of 2 (two) years at the annual meeting of the Congregation in years ending with an odd number. They, plus the immediate Past President, will constitute the Executive Committee of the Board. The President of the Congregation does not vote except to break a tie.

SECTION 2: BOARD OF DIRECTORS

The Board of Directors shall consist of the Officers of the Congregation, the Rabbi, and 8 members elected by the Congregation. Two or Three Members of the Board (per the number to be elected for the specific term), other than the Executive Committee and the Rabbi, shall be replaced each year, with a term of 3 (three) years to be served. Any Board position that becomes vacant prior to expiration shall be filled only for the remaining duration of that term. The person vacating the position of Past President shall not be elected to any office or the Board for the period of one fiscal year. No more than two of the Board members whose terms have expired may be re-elected in the following year.

SECTION 3: DUTIES

The Board of Directors shall have the general management of the affairs, funds, records, and property of the Congregation. It shall act on all matters of policy, engage professional staff (including position duties and compensation), fill all vacancies on the Board until the next Congregation election and perform such other duties as the members of the Congregation in regular or special meetings may prescribe.

SECTION 4: ATTENDANCE

Members of the Board, as the chosen lay leaders of the Congregation, are expected to individually and collectively set the example for the membership by frequent attendance at worship services and by active

participation in all other activities of the Congregation. The office of any voting Board member who is absent without adequate excuse, as approved by a majority of the Executive Committee, for three successive Board meetings may be declared vacant by the Board of Directors. Written notice of such action and the reasons therefore shall be forwarded to the director by the Recording Secretary via certified mail.

SECTION 5: PRESIDENT

The duties of President shall be:

- 1) to act as Chairperson of all Congregation and Board meetings but not to cast a vote except to break a tie
- 2) to appoint committees of which ~~she~~ they are ~~is~~ to be an ex-officio member
- 3) to appoint and remove committee chairs
- 4) to call special meetings
- 5) to sign all legal documents
- 6) to set the agenda for meetings
- 7) to send out notices of all meetings
- 8) to perform all other duties incidental to the office

SECTION 6: VICE-PRESIDENT

The Vice-President shall automatically succeed to the office of President in the case of a vacancy and shall act as President in the case of their absence or disability. The Vice-President shall assume such duties as assigned by the President.

SECTION 7: TREASURER

The Treasurer, in the absence of the Vice-President, shall assume all the duties and responsibilities incumbent upon the office of President in case of absence or disability. The Board shall designate the bank(s) and other financial institutions for the deposit of Congregation funds. The Treasurer shall be the custodian of all funds of the Congregation and shall be the disbursing agent of the Congregation except as otherwise authorized by the Board of Directors. They shall report to the Congregation at all regular or special meetings and perform all other duties incidental to the office, including but not limited to:

- 1) keeping a correct account between the Congregation and its members and supervising the collection of dues from the members of the Congregation
- 2) delivering all money collected promptly to the bank depositories
- 3) preparing and presenting an annual financial report to the Congregation
- 4) serving as Chairperson of the Finance Committee
- 5) preparing and presenting detailed financial monthly reports to the Board

SECTION 8: RECORDING SECRETARY

The Recording Secretary shall serve as secretary of the Board of Directors and the Executive Committee and shall keep the records of both bodies. The Recording Secretary shall serve as secretary of the Congregation and maintain a register of all the members of the Congregation. The Recording Secretary shall maintain the Policies and Procedures Manual.

SECTION 9: CORRESPONDING SECRETARY

The Corresponding Secretary shall prepare all required correspondence on behalf of the Board, Executive Committee, and the Congregation. The Corresponding Secretary shall send out notices of ~~all~~ meetings as directed by the President.

SECTION 10: PAST PRESIDENT

Except in cases of unfulfilled terms, the Past President's term shall be co-terminus with the term of the current president.

SECTION 11: NOMINATIONS

Nominations of Officers and Directors shall be made by a Nominating Committee as designated in Chapter VIII. The slate of nominees shall consist of at least one nomination for each Officer and for each Director whose term of office shall expire at the close of the fiscal year, or the unexpired portion of a vacated directorship.

SECTION 12: SELECTION

Nominating Committee selections shall be reported to the Board of Directors at least 60 days prior to the annual meeting and notice of said nominations shall be sent (defined as postal mail, electronic mail, hand delivery, etc.) to the Congregation at least 30 days prior to the annual meeting.

SECTION 13: NOMINATION BY PETITION

Nominations of any elective office may be made by petition of 10% of the voting members of the Congregation, said nomination to be sent to the Recording Secretary at least 20 days prior to the annual meeting. Notice of nomination by petition must be sent by the petitioner to all members of the Congregation at least 10 days before the election.

SECTION 14: ELECTION

Election of the directors shall be held at the annual meeting in April. Election of the officers shall be held at the annual meeting of each year ending in an odd number.

SECTION 15: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

The Corporation shall, to the maximum extent permitted by the Connecticut Non-Stock Corporation Law and Certificate of Incorporation, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts, including attorney's fees, actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Corporation. For purposes of this section, an "agent" of the Corporation includes any person who is or was a director, officer, employee or other agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee or agent of a predecessor corporation. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any and all liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power

to indemnify the agent against that liability under the provisions of this section.

Chapter VII

CLERGY AND PROFESSIONAL STAFF

A. THE RABBI: ROLE AND RESPONSIBILITIES

SECTION 1: MEMBERSHIP IN THE CONGREGATION

The Rabbi and the Rabbi's family shall constitute a membership unit within the Congregation, as defined in Chapter V, Section 2 of the bylaws, without any payment of dues, fees or other assessments, and with all the rights and privileges of membership.

SECTION 2: RELIGIOUS LEADER

The Rabbi shall be the religious leader of the Congregation.

SECTION 3: RITUAL AND WORSHIP PRACTICE

The Rabbi shall have the overall responsibility for all religious services and activities, and for the worship procedures and practices.

SECTION 4: EDUCATION

The Rabbi shall lend support and offer guidance as a member of the Religious Education Committee.

SECTION 5: YOUTH

The Rabbi shall actively participate in direction of Congregation youth activities.

SECTION 6: COMMUNITY

The Rabbi shall be the Congregation's religious leader in community affairs, including social, ethical and cultural concerns of the local Jewish community and the community at large. The Rabbi shall not seek to represent the views of the Congregation in the community without prior consultation with the Board of Directors. The Rabbi will also serve as chair of the Social Action Committee.

SECTION 7: SCHOLARLY STUDY/RESEARCH

The Rabbi shall pursue such Jewish and other studies and activities as shall enable him or her more effectively to fulfill all rabbinical functions.

SECTION 8: FREEDOM OF THE PULPIT

The Rabbi shall at all times enjoy freedom of the pulpit to preach and teach Judaism, both in its fundamental essence and in its contemporary application. The Congregation shall not impinge on the Rabbi's right to identify themselves with any cause, movement or institution that the Rabbi believes to be compatible with the teachings of Judaism.

The Congregation and/or the Board of Directors shall not compel the Rabbi to perform any religious ceremony or act contrary to his or her own religious beliefs.

The Rabbi will work with the Liaison Committee to resolve the concern of any congregant that arises as a result of the Rabbi's pulpit views.

SECTION 9: TEMPLE BOARD AND COMMITTEES

The Rabbi shall be a member without vote of the Board of Directors. The Rabbi shall be a member of all committees, except the Liaison Committee, as a non-voting member. They shall have the right to participate in all Board and Committee deliberations, except those involving the Rabbi's contract, compensation and performance evaluation. When so requested by the Board, they will recuse themselves.

The Rabbi shall present to the Board of Directors, not less than once each year, statements and recommendations concerning the development of the Congregation. Presentations to the Congregation shall be made as determined by the Rabbi and the Board of Directors.

B. THE RABBI: SELECTION

SECTION 1: PROCEDURE FOR SELECTION OF A NEW RABBI

- 1) The Board of Directors shall nominate a committee to solicit prospective candidates for presentation to the Board and the Congregation. The selection process shall be defined in the Congregation Policies and Procedure Manual.
- 2) The Board of Directors shall, by a simple majority of those present and voting, recommend a candidate to the Congregation and, prior to the decision to hire, shall simultaneously give written notice to the Congregation of an opportunity to meet the candidate and to attend a religious service conducted by them.
- 3) At least two weeks prior, the Board of Directors shall send written notice of a special meeting of the Congregation to be held for the purpose of accepting or rejecting the candidate recommended by the Board of Directors. A vote of two-thirds of the membership units in good standing present at the meeting shall be necessary for acceptance of the candidate.

SECTION 2: TERMS AND CONDITIONS OF CONTRACT

The Rabbi shall enter into a contract with the Congregation upon such terms and conditions as the Board of Directors may determine consistent with the provisions of these bylaws. No Rabbi shall be given an initial contract of employment for more than one year.

C. THE RABBI: CONTINUATION OF RABBI'S SERVICE

SECTION 1: RECOMMENDATION BY BOARD OF DIRECTORS

The Board of Directors shall, at the regular Board meeting occurring at least six months prior to the expiration of the Rabbi's contract, vote by simple majority of those present and voting to recommend to the Congregation the continuation or termination of the Rabbi's services at the end of the present contract period. In the event of the Board's recommendation to terminate the Rabbi's services, it shall simultaneously send the membership a written statement of its reasons for termination. The Board of Directors shall give at least two weeks prior written notice of a special meeting of the Congregation to be held for the purpose of accepting or rejecting the recommendation for continuation or termination of the Rabbi.

SECTION 2: CONGREGATION VOTE

At the Congregation meeting to be held for the purpose of accepting or rejecting the recommendation for continuation or termination of the Rabbi, a vote of a simple majority of the members present shall be necessary to confirm the recommendation of the Board of Directors.

In the event of a Congregation vote of:

- 1) Acceptance of the Board's recommendation to continue the Rabbi's services, the Board of Directors shall proceed to enter into a contract of employment with the Rabbi upon such terms and conditions as the Board may determine consistent with the provisions of these bylaws.
- 2) Rejection of the Board's recommendation to continue the Rabbi's services, or in the event of a Congregation vote to terminate the Rabbi's services, the Board of Directors shall proceed to select a Rabbi according to the procedure set forth in Section B of this chapter.

D. THE RABBI: TERMINATION PRIOR TO EXPIRATION OF CONTRACT

The Rabbi's contract with the Congregation is subject to early termination for just and substantial cause to be determined in accordance with these bylaws and the following procedures:

- 1) A written and signed complaint may be made by any member of the Congregation to the Liaison Committee and/or the Board of Directors.
- 2) After giving the Rabbi an opportunity to be heard at a scheduled meeting, the Board of Directors, upon a simple majority vote of those present and voting, shall determine whether such complaint presents, on its face, just and substantial cause, as stated but not limited to those actions or behaviors outlined in the Congregation's Policies and Procedures Manual as to warrant a full hearing on the issue.
- 3) If the Board of Director determines that there is just and substantial cause, it shall deliver a written copy of such complaint(s) to the Rabbi, together with a written notice of the time and place for a special meeting of the Board, open to all members of the Congregation as observers, to hear such complaint(s) and obtain relevant information. In addition, the Board shall give written notice to the membership units of the date, time and purpose of such hearing, which shall be held at least two weeks after the date notice is given to the Rabbi.
- 4) At the special meeting to hear said complaint(s), the Rabbi shall be permitted to present such information as they wish. After hearing, a vote of two-thirds of those Board members present and voting shall be necessary to sustain the allegation(s) of the complaint. In the event the Board of Directors sustains the allegation(s) of the complaint(s), it may take such action as it deems advisable, including termination of the Rabbi's contract. The Board may take no further action on its decision without the approval of the Congregation.
- 5) Upon the decision of the Board of Directors to take such action as it determines, it shall give 10 days written notice to the Congregation of a special Congregation meeting to be held for the purpose of accepting or rejecting the Board's decision. The Rabbi shall be permitted to present such information as they wish at such meeting. A vote of two-thirds of the membership votes cast at this special meeting shall be required to approve the Board's decision.

E. CANTOR/CANTORIAL SOLOIST

SECTION 1: SELECTION OF CANTOR/CANTORIAL SOLOIST

If directed to do so by the Board of Directors, a special committee appointed by the President of the Congregation shall work with the Rabbi to select a cantorial candidate for recommendation to the Board of Directors. The Board may, at a scheduled Board meeting, elect a cantor/cantorial soloist by simple majority vote of those present and voting. The Congregation may enter into a contract with the cantor/cantorial soloist upon such terms and conditions as the Board of Directors determines consistent with the provisions of these bylaws.

SECTION 2: MEETING ATTENDANCE

The cantor/cantorial soloist is invited to attend all meetings of the Board of Directors, without voting rights, except when requested to recuse themselves.

F. OTHER PROFESSIONAL STAFF

Upon approval of the Board of Directors, the Congregation may hire other professional staff, including religious education teacher(s) and program director(s). The Board, in consultation with the Rabbi when applicable, will determine their duties and compensation. The Congregation may enter into a contract with said staff upon such terms and conditions as the Board of Directors determines consistent with the provisions of these bylaws.

Chapter VIII

COMMITTEES

SECTION 1.

The following standing committees shall be appointed by the President at the first meeting of the Board of Directors following the annual election:

Finance Committee

Membership Committee

Religious Education Committee

Ritual Committee

Nominating Committee

Ways and Means Committee

Liaison Committee

Social Action Committee Publicity Committee

Committee reports and recommendations are to be submitted to the Board of Directors for approval. Except for the Executive Committee, no expenditure of funds by any committee may be authorized without prior approval of the Board of Directors.

The President shall be a non-voting member of all committees, but not a member of the Nominating Committee. Individuals serving on any committee shall be members in good standing.

FINANCE COMMITTEE

It shall be the duty of the Finance Committee to make a detailed estimate of the income and operating expenses for the ensuing year, to submit an annual budget for the ensuing year, and to supervise the audit of the Congregation accounts. These shall be submitted to the Board of Directors for approval at the March meeting. At least 10 days prior to this budget meeting, the members shall be notified of the meeting and invited to attend. Any major expenditure not provided for in the annual budget shall be proposed first to this Committee, which shall submit same to the Board of Directors for its approval.

MEMBERSHIP COMMITTEE

The Membership Committee shall recommend to the Board of Directors ways and means for obtaining new members. It shall seek new members for the Congregation; develop and maintain the Congregation's recruitment, activation and orientation programs. The Membership Committee chair will receive applications for new members.

RELIGIOUS EDUCATION COMMITTEE

It shall be the duty of the Religious Education Committee, with the guidance of the Rabbi, to make all regulations necessary for the government of the school and other education programs and to submit an annual education budget to the Board of Directors.

RITUAL COMMITTEE

It shall be the duty of the Ritual Committee, with the cooperation of the Rabbi, to consider the rituals and observances of the synagogue and to promote such practices in the home as will enhance the values of Jewish living. This Committee will also implement the policies and regulations as established by the Board of Directors relating to religious services and rituals.

NOMINATING COMMITTEE

The Nominating Committee shall consist of a Director appointed by the President, as Chairperson, with up to four individuals of the Congregation selected by the Committee Chairperson. They shall present a slate of nominations to the Board at least 60 days prior to the annual meeting and election. The individual names shall be placed in nomination at the annual meeting by the Chairperson. The Recording Secretary shall place in nomination all properly petitioned candidates, as described in Chapter VI, Section 15.

WAYS AND MEANS COMMITTEE

It shall be the duty of the Ways and Means Committee to advise the Board of Directors with respect to raising funds for the needs of the Congregation.

LIAISON COMMITTEE

The Liaison Committee shall consist of the Chairperson, the current President, and an odd number of additional members who are not officers or the Rabbi. The Committee shall provide direct feedback to the Rabbi as needed and establish specific channels of communication between the Congregation and the Rabbi. The committee shall conduct the yearly evaluation (written) of the Rabbi's performance.

Any congregant may approach the committee to address any issue regarding the Congregation.

SOCIAL ACTION COMMITTEE

The Social Action Committee, chaired by the Rabbi, shall heighten the awareness, and increase the responsiveness of the membership to issues affecting our community -- within our Congregation, the local community and the world at large.

PUBLICITY COMMITTEE

The Publicity Committee shall be responsible for publicizing the existence of the Congregation and of its public and special events, including, among others, fundraising events, events designed to increase membership and religious services. The Publicity Committee shall have overall responsibility for maintaining the online presence and all Internet-related communication and visibility as dictated by the needs of the Congregation and the direction of the Board.

SPECIAL COMMITTEES

The President may appoint other committees for special purposes as may from time to time be deemed necessary, such as, but not limited to, committees for Adult Education, Bylaws, Cemetery, Library, Memorials and Dedications, Social Events and Youth. However, no committee shall be appointed for any purpose inconsistent with these by-laws and:

- 1) Article II of the Certificate of Incorporation; or
- 2) Article VIII of the Certificate of Incorporation.

Chapter IX

MEETINGS

SECTION 1: ANNUAL MEETING

The Annual Meeting of the Congregation shall be convened by the President in the month of April. At this meeting the following shall occur:

- 1) reports shall be submitted by the President, the Rabbi, and such others as may be requested to do so by the Board of Directors
- 2) the slate of directors shall be elected and in years ending with an odd number, the officers shall be elected.
- 3) the budget for the upcoming year shall be approved
- 4) the minutes from the previous annual meeting shall be approved

Every member of the Congregation shall be sent notice at least 10 days prior to the holding of the Annual Meeting or of a rescheduled Annual Meeting.

SECTION 2: SPECIAL MEETINGS

Special Meetings of the Congregation may be called by the President, or shall be called on written application of 10% of the membership. The call for a special meeting shall set forth the purpose of the meeting and written notice thereof shall be sent to each member at least 10 days prior to the time of such meeting. No business shall be transacted at such meeting except that specified in the call.

SECTION 3: BOARD MEETINGS

The Board shall meet monthly. Any member of the Congregation may attend regularly scheduled Board meetings. Special meetings of the Board can be called by the President or 3 members of the Board.

SECTION 4: RULES OF PROCEDURE

- 1) The rules of procedure at meetings shall be determined by Robert's Rules of Order.
- 2) Any notice required by these bylaws to be "sent" is defined as **being distributed** via postal mail, electronic mail, hand delivery, etc.

SECTION 5: ORDER OF BUSINESS

The order of business at all but special meetings shall be:

- 1) Call to order
- 2) D'Var Torah (Invocation)
- 3) Reading and acceptance of minutes

- 4) Report of officers
- 5) Report of committees and acceptance of Treasurer's report
- 6) Rabbi's report
- 7) Unfinished business
- 8) New business
- 9) Good and welfare
- 10) Adjournment

SECTION 6: QUORUMS

- 1) Thirty percent of the Board shall constitute a quorum at Board meetings.
- 2) Fifty percent of the Executive Committee shall constitute a quorum at Executive Committee meetings.
- 3) Twenty percent of the members of the Congregation shall constitute a quorum at Congregation meetings.

Chapter X

FINANCES

SECTION 1: FISCAL YEAR

The fiscal year shall begin annually on May 1st.

SECTION 2: MANAGEMENT OF CONGREGATION ASSETS

The Board of Directors shall have management of all properties, real and personal, belonging to the Congregation, including sales of securities, and investment of funds belonging to the Congregation.

SECTION 3: PURCHASE, SALE OR ALIENATION OF REAL ESTATE

Before any contract for the purchase, sale or alienation of real estate by or for the Congregation shall be entered into, the Board of Directors shall ascertain all the relevant material facts and submit them to the Congregation at a regular or special meeting to be called for that purpose. It shall require a two-thirds majority of the votes cast at that meeting to authorize any purchase, sale or alienation of real estate.

SECTION 4: FIDELITY BOND

Before assuming office, all officers and all members or employees handling funds may be required by the Board to be covered by blanket Fidelity Bond, the cost of which shall be funded by the Congregation.

SECTION 5: DISBURSEMENT OF FUNDS

All disbursements of Congregation funds in excess of \$100 not provided for in the annual budget, shall require the signature of any two (2) of the following: President, Vice-President, Treasurer.

Chapter XI

POLICIES AND PROCEDURES

SECTION 1: POLICIES AND PROCEDURES MANUAL

The Board of Directors shall maintain a Policies and Procedures Manual which shall contain the necessary information concerning the operation of the Congregation. Procedures may include those related to the business of the Congregation but not created by the Congregation (ex. First Congregational Church procedures).

SECTION 2: POLICIES

Policies may be added, modified or deleted by a simple majority vote of those present and voting at a Board of Directors meeting. No policy shall be enacted unless it is consistent with these by-laws and:

- 1) the Purposes of the Congregation, as defined in Article II of Certificate of Incorporation; and
- 2) Article VIII of the Certificate of Incorporation.

Chapter XII

AMENDMENTS

Amendments to the bylaws may be proposed in writing by the Board of Directors or by at least 10% of the members of the Congregation, and shall be filed with the Recording Secretary. Such amendments may be acted on at any regular meeting of the Congregation or at any special meeting called for that purpose. At least 10 days prior, copies of the proposed amendment(s) shall be sent to each member, along with the notice of the meeting.

An affirmative vote of two thirds majority of the votes cast at said meeting shall be necessary to adopt any amendment. No such amendment shall be effective if it would cause the Congregation to cease to be tax exempt under Section 501(a) of the Internal Revenue Law (hereafter "the Code") as a religious organization described in Section 501(c)(3) of the Code, and contributions to which are tax deductible under Section 170(a) of the Code as made to a religious organization described in Section 170(c)(2) of the Code.

Chapter XIII

DISSOLUTION OR MERGER

The Congregation may be dissolved or merged with another congregation at a special meeting of the Congregation called for that purpose. Written notice of the special meeting and its purpose shall be mailed to each member at least 30 days prior to the time of such meeting.

No business shall be transacted at said meeting except that specified in the call. An affirmative vote of no less than 80% of all membership units shall be necessary to dissolve or merge the congregation. No dissolution action shall be taken unless it is consistent with these bylaws and Article IX of the Certificate of Incorporation.