

# TEMPLE BETH TORAH BY-LAWS

## ARTICLE I. NAME & MISSION

This Congregation shall be known as TEMPLE BETH TORAH. Its purpose shall be to maintain a House of Worship in accordance with the principles of Conservative Judaism; a Religious School, which shall be called the Morris B. Nirenberg Religious School, for the education of our children in the religion, traditions, and culture of the Jewish people, to strengthen the bonds which unite us with Jewish people throughout the world; to contribute to the moral and physical well-being of the general community and thereby reinforce the spiritual foundations upon which our civilization rests.

## ARTICLE II. MEMBERSHIP

Except as otherwise set forth below, the Board of Directors shall establish the terms, dues, rights, privileges, obligations, and process for admission of Voting and Non-Voting Memberships, including categories within such membership classifications.

**Section 1:** The following individuals shall be eligible to become Voting Members:

- a. Any Jewish person, age 18 or older.
- b. Any non-Jewish spouse/partner of a Jewish member, or a surviving non-Jewish spouse/partner of a Jewish member, age 18 or older.

**Section 2:** Non-Jewish members may participate in Temple activities, except those proscribed by Jewish law according to the Conservative Movement, or except those proscribed by Temple Beth Torah policy. Non-Jewish Voting Members may serve on most committees (See Article VIII) and on the Board of Directors but may not serve as Officers of the Temple and may not serve on the Executive Committee of the Temple.

**Section 3:** An individual, age 18 or older, shall be eligible to become a Non-Voting member with such rights, privileges, obligations, and dues as the Board of Directors may establish from time to time.

**Section 4:** The congregation shall address Jewish identity based upon the principles established by the Conservative Movement (Rabbinical Assembly and United Synagogue of Conservative Judaism).

**Section 5:** Privileges of Voting Membership. Except as set forth above, individuals who become a member under Section 1 above and who are age 18 or older and in good standing, shall be entitled to:

- a. One vote.
- b. Worship with the congregation.
- c. Seek election as a Director or Officer, or become a member of committee(s), in accordance with the provisions of these By-laws and/or as set forth above.
- d. Enroll member children in the Morris B. Nirenberg Religious School.
- e. Celebrate B'nai Mitzvot of member children in a manner consistent with Conservative practice and as per such rules and policies as the Board of Directors shall, from time to time, adopt
- f. Attend all meetings of the Congregation, in accordance with the provisions of these By-laws.
- g. Attend meetings of committees and of the Board of Directors, in accordance with the provisions of these By-laws.
- h. Use the services of the Congregation's clergy (Rabbi or Rabbi's designate) to officiate in a manner consistent with the usual and customary Conservative Jewish practice at life-cycle events of the member or the member's dependents (e.g., marriage, funeral, etc.). The Board of Directors may set special fees for such events. (See Article III, Section 4.)

**Section 6:** A member may resign from the Congregation by giving written notice to the Board of Directors on or before March 1<sup>st</sup>. This notice must be in written form, mailed or sent electronically to the Temple President. Such resignation shall become effective at the end of the fiscal year in which the resignation is submitted and only upon payment of all financial obligations due to the Congregation. Upon a resignation being accepted, the resigning member shall be rendered a statement for any annual dues and other amounts owed, which shall be payable as provided above and in these By-laws.

### **ARTICLE III. FINANCES**

**Section 1:** The Fiscal Year of the Congregation shall extend from July 1 through June 30 of the following calendar year.

**Section 2:** Except as otherwise provided in these By-laws, the annual dues, building fund, fees, and tuition for Religious School, for all classes and categories of membership, shall be in such amounts as shall be determined by the Board of Directors and approved by a majority of Voting Members of the Congregation present at the meeting where such voting occurs.

**Section 3:** Special assessments, which may be required from time to time, shall be determined by the Board of Directors and approved by a majority of Voting Members of the Congregation present at the meeting where such voting occurs, unless otherwise specified in these By-laws.

**Section 4:** Other fees shall be set, due, and payable as prescribed by the Board of Directors.

**Section 5:** Annual dues, building fund, tuition for Religious School, and other fees are established for each fiscal year. The Board of Directors shall determine and communicate to members the invoicing structure and payment schedule for dues, building fund, tuition and fees.

**Section 6:** A member in good standing is defined as a member whose financial obligations to Temple Beth Torah are current, as determined by the Finance Chair and Treasurer according to the policies of the Temple outlining payment plans and due dates. Dues, payment plans, and other financial obligations of members may be adjusted according to need, as determined by the Board of Directors. Any member who is not in good standing for a period of more than sixty (60) days shall be deemed in arrears, at which time the Board of Directors may then take action it deems necessary and in the best interests of the Congregation.

### **ARTICLE IV. CONGREGATIONAL MEETINGS**

**Section 1:** Annual Meeting. The Annual Meeting of the Congregation and election of Officers and Chairs shall be held at least 15 days before the end of each fiscal year, on such day as the President may designate. Notice of the Annual Meeting and a specific agenda shall be generated by the President or designee and shall be sent to the Voting Members not less than two (2) weeks prior to such meeting, by mail or by electronic means, directed to each Voting Member's address or email address, as it appears in the database of the Congregation.

**Section 2:** Special Meetings. Special meetings of the Congregation may be called at the discretion of the President and shall be called by the President at the written request of 25 Voting Members in good standing sent by mail or electronically, or by the affirmative vote of a minimum of five (5) members of the Board of Directors. Said request shall be sent by mail or electronically and shall state the reason for and purpose of the meeting. In the event that the President fails to issue a call for the Special Meeting within five (5) days after receipt of the request, any other Officer may issue such notice. Special Meetings shall be held within twenty-one (21) days after the receipt of the written request.

**Section 3:** Notice of Special Meetings. Written notice containing the nature of business to be transacted at such Special Meeting shall be sent to the Voting Members at least seven (7) days before any such Special Meeting, by mail or by electronic means, directed to each Voting Member's address or email address, as it appears in the database of the Congregation. No business shall be transacted at any Special Meeting, except for the purposes stated in the notice.

**Section 4:** Quorum. At all meetings of the Voting Members, regular and Special, a quorum for the transaction of business shall consist of twenty-five (25) Voting Members, in good standing, including Officers present, but a lesser number may adjourn the meeting to some future time, not less than six (6) or more than twenty (20) days from the date thereof, and a written notice of such adjourned meeting shall be sent by mail or electronic means by the President or designee to all Voting Members at least five (5) days prior to such meeting. Non-Voting Members of the Congregation may be invited by the Board of Directors to any such regular or Special meeting, but they shall not count towards the establishment of a quorum.

**Section 5:** Voting.

- a. The right to vote at any regular or Special Meeting shall be limited to Voting Members. Each Voting Member in good standing shall be entitled to one (1) vote.
- b. Matters voted on at regular or Special Meetings shall be decided by majority vote of those present and eligible to vote, except as otherwise required by these By-laws.
- c. The Temple shall not take any of the following actions without the affirmative vote of two-thirds (2/3) of the Voting Members entitled to vote (it being understood that a two-thirds (2/3) vote of Voting Members present at a meeting will be insufficient if that number is less than two-thirds (2/3) of the total number of Voting Members of the Congregation):
  1. Enter into an agreement to sell, mortgage, encumber or transfer any right, title or interest in the real property of the Temple.
  2. Enter into any contract for any capital improvement, as distinguished from routine maintenance or repairs, or make any payment thereof if the total amount of such proposed capital improvement is in excess of One Hundred Thousand Dollars (\$100,000).
  3. Merge or combine with any other temple or religious organization.
  4. Affiliate with, address as a congregation Jewish identity based upon, or maintain a House of Worship in accordance with principles of other than Conservative Judaism and the Conservative Movement; or
  5. Dissolve.

**Section 6:** Electronic Meetings and Voting. Any and all meetings under this Article IV may be held in person, through electronic means (including telephonically, by video conference, or by any other virtual meeting platform accessible to members), or by combination thereof, as determined most appropriate by the Board of Directors. All notices of meetings shall state whether the meeting will be held in person, through electronic means, or by combination thereof, and provide the necessary links, log-in information, time, date, and location. The Board of Directors shall establish the manner of casting votes at any such meeting, including, without limitation, determining how electronic votes are to be cast and tabulated, selecting the software or platform that will be used to vote electronically, and determining how to confirm the identity/authenticity of Voting Members. Any such meeting may be held through electronic means or a combination of in-person and electronic participation only if all Voting Members participating in the meeting can hear each other and be heard simultaneously.

**ARTICLE V. BOARD OF DIRECTORS**

**Section 1:** The management and administration of the property and affairs of the Congregation shall be vested in a Board of Directors, except as otherwise set forth under these By-laws or pursuant to applicable law.

**Section 2:** The Board of Directors shall be composed of:

- President
- Vice President
- Treasurer
- Secretary
- Immediate Past President

- Director of Congregational Growth
- Director of Education
- Director of Operations
- Director of Programs
- Director of Religious Life
- Three (3) Members at Large

The Officers of the Congregation shall be the President, Vice President, Treasurer, and Secretary.

**Section 3:** All members of the Board of Directors shall be chosen from Voting Members of the Congregation who are in good standing, pursuant to the terms of these By-laws. A member of the Board of Directors may not vote on any matter that presents a conflict of interest.

**Section 4:** All the Officers and the Directors of the following Departments shall be Jewish Voting Members in good standing: Religious Life, Education, and Programs.

**Section 5:** The President, Vice President, Treasurer, and Secretary shall constitute the Executive Committee. At the President's discretion, one additional Jewish Board member may be appointed by the President to the Executive Committee. The Executive Committee shall set the Board of Directors agenda, provide oversight of the Departments, and address Congregation matters that require confidentiality, including, without limitation, personnel and membership issues. Any policy change(s) recommended by the Executive Committee shall be brought to the Board of Directors for consideration.

**Section 6:** The Board of Directors shall be charged with the general administration of the Congregation and, in accordance therewith, shall assume control of all the property of the Congregation; shall designate the bank(s) or other financial institution(s) wherein the funds of the Congregation shall be deposited; shall be responsible for all expenditure and disposal of the Congregational funds and property, but shall not invest any of the funds of the Congregation in any investment which is not fully insured, nor set aside in any fund which would avoid the oversight of the President and Treasurer; and shall approve applications for membership in the Congregation.

**Section 7:** The Board of Directors shall make such rules and regulations, consistent with these By-laws, as it shall deem advisable, for the proper conduct of their meetings and for the furtherance of the general purpose of the Congregation, which rules and regulations shall be set forth in a written Policy Manual, maintained with the records of the Congregation and available for review by all members of the Congregation. The Congregation may supersede any action of the Board of Directors at any meeting held, as designated by Article IV.

**Section 8:** The Board of Directors shall have a minimum of ten (10) monthly meetings each year, on such day as the Board, by resolution, may designate to conduct the business of the Congregation.

**Section 9:** Any matter may be voted upon by the Board of Directors provided there is a quorum present. A quorum consists of 50% plus one (1) members of the Board. In the event a matter requiring a vote of the Board is one that, at the discretion of the President, does not require in person discussion and deliberation by the Board and must be decided prior to the next scheduled Board meeting, then the President may, in his/her discretion, notify Board members by electronic means and take a vote by electronic means. If the President exercises this discretion, the President may set forth the parameters for voting by electronic means; and any matter decided by electronic means shall be considered the same as if it had been voted at a meeting. In the case of a vote occurring by electronic means, the President shall notify the Board members of the decision, and the Secretary shall note the decision in the minutes at the next Board meeting. The Presiding Officer shall not vote except to break a tie vote.

**Section 10:** Special meetings of the Board of Directors may be called by written request of the President or at the written request of a minimum of five (5) Board Members. Said request shall be sent to all members of the Board of Directors and state the reason for and purpose of the meeting. No business shall be transacted at any Special meeting of the Board, except for the purposes stated in the notice.

**Section 11:** All meetings, except for Executive Sessions, shall be open to all members of the Congregation. Executive Sessions shall be used only when discussing personnel, employment matters, and/or other confidential business, which the President determines should be addressed in an Executive Session. Any individuals who will be discussed at such Executive Session, and any member of their immediate family, shall not be allowed to attend. The minutes of all meetings, except Executive Sessions, shall be available to the Congregation.

**Section 12:** Any Board of Directors Member or Officer may be removed for cause, as defined by the Board or if they are no longer a Voting Member in good standing during their tenure, by a two-thirds (2/3) vote of the entire Board of Directors. No removal shall be effective unless and until such Board Member has received notice of such proposed removal and been given an opportunity to be heard by the Board of Directors. Attendance at meetings shall be grounds for removal only if a Board Member fails to attend three (3) Board Meetings per year without good reason.

**Section 13:** In the event of a vacancy of any position on the Board of Directors, the President, with the ratification of the Board of Directors, may appoint any Voting Member of the Congregation to fill that vacancy. No appointment by the President and ratification by the Board of Directors shall extend beyond the next Annual Meeting.

## **ARTICLE VI. DUTIES OF THE BOARD OF DIRECTORS**

**Section 1:** The President shall:

- a. Preside at and be the Chair of all meetings of the Congregation and of the Board of Directors.
- b. Call all meetings of the Executive Committee, the Board of Directors, and the Congregation.
- c. Appoint Special Committee Chairs from among the Voting Members of the Congregation in good standing, after consultation with the other Officers and subject to the Board's approval of each appointment.
- d. Be an ex-officio member of all committees except the Nominating Committee, without voting rights.
- e. Present a written report at each meeting of the Congregation on the Board's activities since the previous meeting of the Congregation.
- f. Present a written report on the status of the Congregation at the Annual Meeting.
- g. Sign agreements, contracts, deeds, and other legal documents for the Congregation or the Board of Directors, as applicable.
- h. Notwithstanding any other provision contained herein, the President may, with the concurrence of the Board, reassign duties or assign additional duties to any member of the Board.

**Section 2:** The Vice President shall assist in discharging the duties of the President and shall have the authority to perform all duties in the absence, resignation, death, or disability of the President. The Vice President shall perform all such other duties as may be assigned by the President and/or by the Board of Directors, provided such functions are not in violation of any other provision of these By-laws.

**Section 3:** The Treasurer shall be the custodian of all funds of the Congregation, both general operating and special purpose/reserve funds, shall receive all money belonging to the Congregation, give receipts therefore when necessary, and shall ensure distribution of all billing and assessment notices. All money received shall be deposited in the name of the Congregation in such banks or other insured investments, as the Board of Directors shall direct.

The Treasurer or the Treasurer's designee shall pay all properly approved bills, in a timely fashion, make a written monthly report to the Board of Directors, and make a written Annual Report on the condition of the Treasury to the Congregation at the Annual Meeting of the Congregation. The Treasurer shall be a member of the Finance Committee and shall ensure that books and accounts are ready for settlement at the expiration of tenure.

The Treasurer shall complete and/or oversee the completion of, and shall ensure the filing of, any required reports, documents, or instruments requiring financial data about Temple Beth Torah.

**Section 4:** The Secretary shall keep an accurate and up-to-date record, to be maintained within the Temple building and/or on the Congregation's electronic records system, of all of the proceedings of the Congregation and of the Board of Directors. The records of such proceedings shall be available for inspection by any member of the Congregation. The Secretary shall have the powers and responsibility to issue all notices of meetings of the Congregation and of the Board of Directors, to complete and/or sign and/or file such instruments or documents as may be necessary from time to time, and to perform such other duties as the office requires or as directed by the Board of Directors. The Secretary shall be responsible for overseeing the calendar, which tasks may be delegated.

**Section 5:** As terms of office warrant, Officers, Directors, and Members-at-Large shall be elected at the Annual Meeting for a term of two (2) years. They will assume office on the commencement of the Fiscal Year following their election. Terms of Department Directors and Members-at-Large shall be staggered to ensure that not all Department Directors and Members-at-Large are elected in the same year.

**Section 6:** Each Department Director shall report to the Board of Directors on the activities of their departments, as determined by the business of the Board of Directors.

## **ARTICLE VII. DEPARTMENTS**

**Section 1:** Departments shall be responsible for the following functions:

- CONGREGATIONAL GROWTH DEPARTMENT
  - Fundraising
  - Marketing
  - Membership
- EDUCATION DEPARTMENT
  - B'nai Mitzvah
  - Early Childhood Education
  - Education
- OPERATIONS DEPARTMENT
  - Facilities
  - Finance
  - Technology
- PROGRAMS DEPARTMENT
  - Holiday Celebrations
  - Connection to Israel
  - Tikkun Olam & Social Justice
  - Youth Engagement
- RELIGIOUS LIFE DEPARTMENT
  - Ritual

**Section 2:** The assignment of functions to the Dep Departments may be modified on an annual basis by proposal from the President and approval by the Board of Directors.

**Section 3:** In accordance with Article VIII, Section 5 and in coordination with the Board of Directors, the President may appoint Special committees, as needed.

## **ARTICLE VIII. COMMITTEES**

**Section 1:** Committees may be created to support the functions of each department. Each Committee and any Special Committees will have a Chair.

**Section 2:** The responsibilities of each Committee shall be defined by the Department Director, in conjunction with the Committee Chair and approved by the Board of Directors. The Board of Directors will determine which Committees shall have Jewish Chairs and/or a majority of Jewish members, and this shall be delineated in the Temple Beth Torah Policy Manual.

**Section 3:** An employee or immediate family member may not be a Voting Member of a Committee that has direct responsibility for that employee's area of employment.

**Section 4:** All Committees shall provide regular reports to the Board of Directors, as required.

**Section 5:** Special committees may be established by the President and approved by the Board of Directors for such purposes and durations as deemed appropriate. The President may appoint any Voting Member of the Temple as Chair of a Special Committee. In consultation with the Board of Directors, the President shall determine whether the Chair of a Special Committee shall be Jewish. Such Chair shall serve for a term commensurate with the life of that Committee.

**Section 6:** No Committee shall have the power to incur liabilities in excess of its budget, without the authority of the Board of Directors having first been obtained. All Committees shall at all times be responsible and subject to the direction of the Board of Directors.

**Section 7:** A written list of active Committees shall be maintained.

## **ARTICLE IX. NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS**

**Section 1:** The Congregation, through the Board of Directors, shall endeavor to develop leadership to achieve the mission of Temple Beth Torah.

**Section 2:** The Board of Directors shall appoint a Nominating Committee, with members who shall serve a one (1) year term. The Nominating Committee will elect its Chair. A member of the Board of Directors may serve on the Nominating Committee but may not serve as its Chair.

**Section 3:** Vacancies on the Nominating Committee shall be filled by appointment of the President with approval of the Board of Directors.

**Section 4:** The Nominating Committee shall report nomination(s) to the President. At least two (2) weeks prior to the Annual Meeting, the President shall notify the Congregation of the slate, by mail or email. No serving member of the Nominating Committee may be nominated for any office by the Nominating Committee.

**Section 5:** Any Voting Member in good standing may propose a nomination at the Annual/Election Meeting. Such nomination must be seconded, and the nominee must indicate acceptance at that time to be included on the ballot. If not present, the nominee may present written acceptance.

**Section 6:** No member may hold more than one Board position at the same time.

**Section 7:** Election of Officers and Board Members will be by the slate of nominees. In the event of a contested position, there shall be a separate vote for that position prior to the presentation of the slate. The winner of that contested election becomes a part of the final slate of nominees.

**Section 8:** If any Voting Member present at the meeting requests a written ballot, then the voting will be conducted by a written ballot.

## **ARTICLE X. THE RABBI**

**Section 1:** The position of a spiritual leader of the Congregation shall be occupied by a duly ordained Rabbi, committed to support the principles of the Conservative Movement as manifested through the United Synagogue of Conservative Judaism (USCJ) and the Rabbinical Assembly (RA). The Rabbi will be elected by the Board of Directors at a regular meeting or a Special Meeting called for that purpose.

**Section 2:** The Rabbi's employment or any termination thereof shall be approved by the Board of Directors. The terms of employment for the Rabbi shall be determined by the Executive Committee and approved by the Board of Directors.

**Section 3:** The Rabbi shall act as the *Mara D'Atra* (Master of the House) and spiritual leader of the Temple and its Congregants. The Rabbi shall serve the religious, educational, spiritual, and pastoral needs of the Congregation. The Rabbi shall supervise and be responsible for all religious services, rituals, and rites of the Temple. The Rabbi shall consult with the Board of Directors and applicable committees when contemplating any changes in ritual or practice and shall be sensitive to the history, customs, and traditions of the Congregation. The Rabbi shall supervise any other clergy employed by or contracted with the Congregation. The Rabbi shall have general supervision of the educational activities of the Temple, working with the Board of Directors, relevant committees, Religious School, and administrative staff, as appropriate and necessary to fulfill the Congregation's mission and goals.

**Section 4:** The Rabbi shall enjoy the freedom of the pulpit to preach, provided, however, at all times the Rabbi shall be guided by the standards and positions of the Conservative Movement.

**Section 5:** If this position is not filled, the Board of Directors may choose an interim Spiritual Advisor.

## **ARTICLE XI. EMPLOYEES OF TEMPLE BETH TORAH**

In addition to the Rabbi/Spiritual Advisor, the Board of Directors, or its designee, may employ such staff as it deems necessary to fulfill the mission of the Temple. The Board of Directors shall determine the terms of employment, reporting structure, compensation and benefits of any such position.

All such financial terms shall not exceed the approved Temple budget. Notwithstanding the foregoing, the employment or contracting of Clergy and employed managers shall require Board approval. The Board of Directors shall determine the positions deemed to be in these categories.

## **ARTICLE XII. PARLIAMENTARY PROCEDURE**

Except as otherwise provided in these By-laws, meetings of the Board of Directors and of members of the Congregation shall be conducted using *Robert's Rules of Order* in effect from time to time, as a guide for parliamentary procedure.

## **ARTICLE XIII. INDEMNIFICATION AND LIABILITY**

The Congregation shall indemnify and hold harmless any past, present or future Member of the Board of Directors, Committee Member or Officer, their heirs, executors, administrators, or successors in interest in connection with claims arising in the course of the good faith exercise of their duties and responsibilities, from any and all liabilities and expenses, including judgments, fines, penalties, and counsel fees incurred in connection with the defense or disposition of any action, suit or other proceeding, whether civil, criminal or

administrative. Such indemnification shall not exist for any person finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her actions were in the best interests of the Congregation.

No Member of the Congregation shall be personally liable for any debt, liability or obligation of the Congregation.

#### **ARTICLE XIV. AMENDMENTS**

Any proposed amendment to the By-laws, or any portion of them, shall be approved by a majority of the Board of Directors, or may be submitted in writing to the President if it has been signed by at least ten (10) Voting Members in good standing. Proposals for amendment shall be voted upon at the Annual Meeting or a Special Meeting called for that purpose; notice whereof shall include the text of the proposed amendment. For adoption of such amendments, the vote of two-thirds (2/3) of all Voting Members present shall be required.