

Congregation Netivot Shalom



By Laws

Adopted on June 9, 1991
 Amended on June 14, 1992
 Amended on February 11, 2001
 Amended on November 11, 2007
 Amended on November 6, 2011

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ARTICLE I. NAME AND CHARACTER

Section 1. This congregation shall be known as Congregation Netivot Shalom.

Section 2. This congregation shall be a Jewish Conservative congregation in which men and women participate equally.

ARTICLE II. OFFICERS AND THEIR DUTIES

Section 1. The officers of the congregation shall be the President, the First Vice President, the Second Vice President, the Secretary, and the Treasurer.

Section 2. **The President** shall:

- a. Preside at all meetings of the congregation and/or Board of Directors.
- b. Enforce these Bylaws.
- c. Sign official documents.
- d. Prepare an Annual Report on the religious and community affairs of the congregation.
- e. Perform such other duties as may be appropriate to the office or as may be delegated by the Board of Directors.

Section 3. The **First Vice President** shall:

- a. In the absence of the President, perform all of the duties of the President described in Section 2. above.
- b. Perform such other duties as may be appropriate to the office or as may be delegated by the Board of Directors or the President.

Section 4. The **Second Vice President** shall:

- a. In the absence of the President and the First Vice President, perform all of the duties of the President described in Section 2. above.
- b. Perform such other duties as may be appropriate to the office or as may be delegated by the Board of Directors or the President.

Section 5. The **Secretary** shall:

- a. Cause a record to be kept of all meetings of the congregation and the Board of Directors.
- b. Act as parliamentarian.
- c. Issue notices of all meetings of the congregation.
- d. Maintain these Bylaws.
- e. Perform such other duties as may be appropriate to the office or as may be delegated by the Board of Directors or the President.

Section 6. **The Treasurer** shall:

- a. Take charge of all monies belonging to the congregation and maintain appropriate records thereof.
- b. Prepare and present a financial report for each regular Board meeting.
- c. Prepare an Annual Report on the financial affairs of the congregation.
- d. Perform such other duties as may be appropriate to the office or as may be delegated by the Board of Directors or the President.

Section 7. Officers shall be elected for two-year terms. A person elected to serve as an officer of the congregation shall serve for no more than two consecutive terms in the same officer position.

ARTICLE III. BOARD OF DIRECTORS

Section 1. The Board of Directors shall be the governing body of the congregation and is empowered to take such action as shall best promote the welfare of the congregation.

Section 2. The Board of Directors shall be comprised of:

- a. The officers of the congregation who shall occupy corresponding positions on the Board of Directors.
- b. The immediate past President.
- c. At least five (5) but no more than twelve (12) additional Directors who will be Members-at-Large. The number of additional Directors to be elected at the next election shall be determined by the Board. The Board may not change the number of Directors between elections.

Section 3. The Board of Directors shall hold regularly scheduled meetings at least once every two months. Additional meetings may be called by the President or by one-third (1/3) of the members of the Board; in either case, Board members must be notified either by personal communication at least two days in advance or by first class mail sent at least seven days in advance.

Section 4. Fifty-one percent (51%) of the members of the Board of Directors, including at least two officers, shall constitute a quorum.

Section 5. Officers and Directors shall be elected for a two-year term of office with approximately one-half (1/2) of the Board being elected each year.

Section 6. In case of a vacancy in the office of President, the First Vice President shall succeed the President. If a vacancy occurs in the offices of First Vice President, Second Vice President, Secretary, Treasurer, or any Director, the Board shall elect someone to fill that position until the next regular election. Before that election, the Board shall notify the Nominating Committee of the position to be filled, in accordance with Article IX of these Bylaws.

Section 7. Executive Committee:

- a. The Board of Directors shall have an Executive Committee comprised of the officers of the congregation.
- b. The Executive Committee is empowered to take any necessary action as may be required to maintain and safeguard the interests of the congregation.
- c. Consent of three (3) members of the Executive Committee is required to take any action permitted under Section 7. b. above.
- d. All decisions made according to 7. b. above must be reported to the Board of Directors at its next meeting and must be voted upon by the Board of Directors at that meeting.

Section 8. The Board of Directors shall indemnify to the extent required by law, and may indemnify to the extent permitted by law, any director or other agent of the Congregation against expenses reasonably incurred in a legal proceeding arising from the fact that he or she is or was an agent of the Congregation.

Section 9. The Rabbi and the Executive Director shall be ex-officio members of the Board of Directors with voice but without vote.

ARTICLE IV. COMMITTEES

Section 1. There shall be two types of committees, Standing Committees and Special Committees.

Section 2. Standing Committees:

- a. The Board shall designate Standing Committees.
- b. The Board of Directors shall determine the responsibilities of Standing Committees.
- c. The chairpersons of the Standing Committees shall be elected by the Congregation in accordance with ARTICLES III, IX, and X.
- d. If the Board creates a standing committee between elections, or if there occurs a vacancy in the chairmanship of any standing committee, the Board shall appoint a temporary chairperson who shall serve until the next regular election. Before that election, the Board shall notify the Nominating Committee of the position to be filled, in accordance with Article IX of these Bylaws.

Section 3. Special Committees:

- a. The Board or the President may create Special Committees as is deemed appropriate to conduct the business of the Congregation. The President shall advise the Board of Directors of the appointment by the President of any Special Committee.
- b. Special Committees are created for a specific purpose and for a fixed term. The responsibilities and terms of Special Committees shall be described at the time they are created and entered into the minutes of the Board.
- c. The term of a Special Committee may be extended by action of the Board.
- d. The President shall appoint the chairpersons of Special Committees, who shall serve at the pleasure of the President. A chairperson may be any member of the Congregation. The term of office of a chairperson shall expire no later than that of the President.

ARTICLE V. RABBI

Section 1. The Rabbi shall be elected and reelected, and the Board of Directors shall approve the Rabbi's compensation, conditions and duration of office. This shall require the approval of at least a majority of the total Board membership and shall be subject to subsequent ratification or referendum as provided in Section 3. below.

Voting by the Board of Directors shall be by secret ballot.

Section 2. The Board of Directors must consider the reelection of the Rabbi during the month of January in the year in which the contract expires. Members of the congregation

shall be notified in writing at least fourteen (14) days prior to the Board meeting at which the Rabbi's contract will be considered, and their comments shall be solicited.

Section 3. Congregational Ratification/Referendum:

- a. In the event of the election of a new Rabbi, the Board of Directors shall promptly call a Special Meeting of the congregation for the purpose of ratifying such election and shall cause written notice of such election and Special Meeting to be sent to the members by first-class mail at least ten (10) days before the meeting. An affirmative vote of sixty percent (60%) of the members present and voting shall be required for ratification of such election. Voting shall be by secret ballot.
- b. In the event the Board of Directors votes to reelect or not reelect or to dismiss the Rabbi, the Board shall cause written notice of such action to be sent to the members by first-class mail within ten (10) days of its decision. The congregation shall have twenty-one (21) days following the date of mailing of such notice to file a petition for a referendum on that action of the Board. Petitions signed by voting members in good standing representing at least thirty percent (30%) of the membership units shall be required to call for a referendum at a Special Meeting of the congregation. A quorum for this meeting shall consist of voting members representing at least thirty (30%) of the member units. A vote of two-thirds (2/3) of the members present and voting shall be required to overrule the decision of the Board of Directors. Voting shall be by secret ballot. If a referendum petition is not filed, the action by the Board of Directors shall be final.

Section 4. In the event of the absence of the Rabbi due to illness, leave of absence, or other such cause, the Board of Directors by majority vote and without the requirement of congregational ratification according to Section 3. a. above may make an interim appointment for a term not to exceed one (1) year.

Section 5. The Rabbi shall be an ex-officio member of the congregation and the Board of Directors with voice but without vote.

Section 6. The Rabbi shall perform all duties incumbent upon, and in accord with, his or her office and contract of employment. The Rabbi shall be responsible for making decisions on matters pertaining to Jewish Law and shall supervise religious services and rites.

Section 7. The Rabbi's initial contract shall be for no more than three (3) years. Subsequent contracts shall be for no more than five (5) years. No provision shall be made for lifetime contracts.

ARTICLE VI. MEMBERSHIP

Section 1. Jews are eligible for membership in this congregation. Non-Jewish spouses and dependent, non-Jewish children of members may become associate members. In all other cases special provisions for membership may be made by vote of a special committee consisting of the Membership Chair, Ritual Chair, and the President, in consultation with the Rabbi. Associate members may attend religious services and participate in congregational activities except for voting at congregational meetings or serving on the Board of Directors. Participation of associate members in Jewish ritual

shall be limited to roles permissible within Halacha, as defined by the Rabbi in consultation with the Ritual Committee.

Section 2. The unit of membership of this congregation shall be the individual or family whichever pays dues. A family membership unit includes dependent children.

Section 3. The Board of Directors, by a two-thirds (2/3) vote of those present, may refuse or revoke membership for good cause.

ARTICLE VII. DUES AND SPECIAL ASSESSMENTS

Section 1. The Board of Directors shall determine the membership dues schedule and special assessments, including assessments for a building fund. The Congregation shall be notified in writing of proposed changes in dues and the initiation of or changes in special assessments at least fourteen (14) days prior to the Board meeting at which these matters will be considered, and their comments shall be solicited.

Section 2. Members in good standing are those whose payment of membership dues and special assessments is current.

ARTICLE VIII. CONGREGATIONAL MEETINGS

Section 1. The congregation shall hold an Annual Meeting once a fiscal year at such time and place as shall be designated by the Board of Directors. At this Annual Meeting, the congregation shall:

- a. Elect and install its officers and directors, as provided in ARTICLE X.
- b. Receive an Annual Report on the religious and community affairs of the congregation from the President or a designee.
- c. Receive an Annual Report of the financial affairs of the congregation from the Treasurer or a designee.
- d. Consider and vote on other matters as may be appropriate.

Section 2. The congregation shall hold a Special Meeting upon the written request of voting members in good standing representing not less than twenty percent (20%) of all membership units, upon the request of the Board of Directors, or as required under ARTICLE V, Section 3. b.

Section 3. A quorum at any congregational meeting shall consist of voting members in good standing representing at least twenty percent (20%) of all membership units of the congregation, unless otherwise specified in these Bylaws. A quorum is necessary for all matters that require a vote of the congregation.

Section 4. Voting:

- a. Only adult Jewish members in good standing shall be eligible to vote and shall be eligible for election to the Board of Directors. Adults include dependent children who are at least eighteen (18) years of age.
- b. Each family membership shall be entitled to a maximum of two (2) votes, and each single or student membership shall be entitled to one (1) vote. Each member entitled to a vote may cast one vote.

- c. A majority of those present and voting shall be necessary for approval of any issue calling for a vote of the membership, unless otherwise specified in these Bylaws.

Section 5. Written notice of the date, time, and place of congregational meetings shall be issued to all members at least thirty (30) days prior to such congregational meeting, unless otherwise stipulated in these Bylaws.

Section 6. All meetings shall be conducted according to Robert's Rules of Order, unless these Bylaws require otherwise.

ARTICLE IX. NOMINATING COMMITTEE

Section 1. At a regular Board meeting held not later than three months prior to the election of officers and directors, the Board of Directors shall elect a Nominating Committee. The Committee shall consist of seven (7) members, of whom no more than three (3) shall be members of the Board. A quorum shall consist of five (5) members. The President shall not serve on the Nominating Committee. It is the responsibility of the Board to prepare and vote on a list of candidates to serve on the Nominating Committee. Each Board member shall vote for no more than seven (7) candidates and shall vote by secret ballot. The President shall contact nominees in the rank order of the vote. In the event that an insufficient number of nominees accept, the President shall call a meeting of the Executive Committee to nominate and vote on other candidates to fill the committee. Voting of the Executive Committee shall be by secret ballot.

Section 2. Members of the Nominating Committee must be voting members of the congregation, in good standing.

Section 3. The Nominating Committee shall elect a chairperson from among its regular members.

Section 4. Names of the members of the Nominating Committee shall be reported to the congregation in the issue of the newsletter following their selection.

Section 5. Meetings of the Nominating Committee shall be restricted to committee members and alternates except by the invitation of the committee.

Section 6. The Board shall notify the Nominating Committee of the specific positions to be filled at the election.

Section 7. The Nominating Committee shall be responsible for assuring that approximately half of the officers, half of the chairpersons of Standing Committees, and half of the members-at-large are elected each year.

- a. To initiate the staggered terms, the Nominating Committee shall determine whether the term of each office is for one year or two. It shall make the same determination whenever a new Board position is created.
- b. In subsequent years each position will carry a two-year term, unless a reduction in the number of Board position requires the Nominating Committee to adjust the term of some offices.
- c. In case of a vacancy, the term of office shall be the remainder of the original term.

Section 8. At least forty-five (45) days prior to the Annual Meeting, the Nominating Committee shall submit, to the Secretary, written nominations of one (1) candidate for each position to be filled at the election.

Section 9. The nominations of the Committee shall be reported to the congregation in the written notice of the Annual Meeting, in accordance with Article VIII Section 5. above.

Section 10. Other candidates may be nominated for specific Board or Chairperson positions with their consent. The Secretary must receive written notice of such nominations at least twelve (12) days prior to the congregational meeting at which elections will be held. A minimum of three (3) nominators, exclusive of the nominee, is required. Nominators must be voting members in good standing. The Secretary shall verify the nominations and nominators, and notify each member of the congregation, expeditiously.

ARTICLE X. ELECTIONS AND REMOVALS

Section 1. Elections

- a. The officers, directors, and chairpersons to be elected in any year shall be elected and installed at the Annual Meeting.
- b. The ballot shall consist of all candidates for each office who have been nominated by the Nominating Committee or by qualified nominators, in accordance with ARTICLE IX.
- c. Each member present and eligible to vote may cast one vote for each office. The candidate who receives the most votes for an office shall be elected to that office. All voting shall be by secret ballot.

Section 2. Removals. Any officer, director, or chairperson may be removed from office by a vote of two-thirds (2/3) of those present and voting at a Special Congregational Meeting called for that purpose.

ARTICLE XI. RATIFICATION AND AMENDMENTS

Section 1. These Bylaws, and any future amendments to these Bylaws, shall be effective upon ratification by two-thirds (2/3) of all members present and voting at a congregational meeting.

Section 2. Amendments to these Bylaws may be proposed by voting members in good standing representing at least twenty percent (20%) of the membership units, or by the Board of Directors. Members must be informed of proposed amendments at least thirty (30) days prior to the congregational meeting at which such amendment(s) shall be voted upon.

ARTICLE XII. NOTIFICATION

Section 1. Any written notice or personal communication, which must be provided according to these By Laws, may be provided via first class mail, electronic means, such as E-mail, or other reliable means.

History of Changes to the Bylaws (changes are in **bold**)

Changes enacted in 1992:

Article III, Section 3

The Board of Directors shall hold regularly scheduled meetings at least once every two months. Additional meetings may be called by the President **or by one-third (1/3) of the members of the Board; in either case, board members must be notified either by personal communication two days in advance of the meeting or by first class mail sent at least seven days in advance.**

Article III, sections 6 and 7

Section 6: In case of a vacancy in the office of President, the First Vice President shall succeed the President. If a vacancy occurs in the offices of First Vice President, Second Vice President, Secretary, Treasurer, or any Director, the Board shall elect someone to fill that position until the next regular election. **Before that election, the Board shall notify the Nominating Committee of the position to be filled, in accordance with Article IX of these Bylaws.**
(section 7 omitted, as now redundant of Article IX, section 8.C.)

Article VIII, section 1

The congregation shall hold an Annual Meeting once a **fiscal** year..

Article VIII, section 4b

Each family membership shall be entitled to a maximum of two (2) votes, and each single or student membership shall be entitled to one (1) vote. **Each member entitled to a vote may cast one vote.**

Article VIII, section 6.

All meetings shall be conducted according to Robert's Rules of Order, **unless these bylaws require otherwise.**

Article IX, sections 1 and 2

Section 1... **The Committee shall consist of seven (7) members of whom no more than three (3) shall be members of the Board. A quorum shall consist of five (5) members.**

Section 2. (deleted)

Changes enacted in 2001:

Article IV, section 2a.

Removed the language "these committees shall be represented on the Board."

Article IX, section 10

Other candidates may be nominated for specific Board **or Chairperson** positions with their consent.

Article X, section 1a

The officers, directors, **and chairpersons** to be elected in any year shall be elected and installed at the Annual Meeting.

Article X, section 2

Any officer, director, **or chairperson** may be removed from office...

Changes to the bylaws enacted in 2007:

Article II, section 1

The officers of the congregation shall be the President, **the First Vice President, the Second Vice President**, the Secretary, and the Treasurer.

Article II, sections 3 and 4

Section 3. The **First** Vice President shall:

- a. In the absence of the President, perform all of the duties of the President described in Section 2 above.
- b. Perform such other duties as may be appropriate to the office or as may be delegated by the Board of Directors or the President.

Section 4. The Second Vice President shall:

- a. In the absence of the President and the First Vice President, perform all of the duties of the President described in Section 2 above.**
- b. Perform such other duties as may be appropriate to the office or as may be delegated by the Board of Directors or the President.**

Article 3, section 6

In case of a vacancy in the office of President, the **First** Vice President shall succeed the President. If a vacancy occurs in the offices of **First Vice President, Second Vice President**, Secretary, Treasurer, or any Director, the Board shall elect someone to fill that position until the next regular election.

Article III

Added **section 9. The Rabbi and the Executive Director shall be ex-officio members of the Board of Directors with voice but without vote.** (this aligned with Article V, section 5)

Added **Article XII. Notification**

Section 1. Any written notice or personal communication, which must be provided according to these Bylaws, may be provided via first class mail, electronic means, such as E-mail, or other reliable means.

Changes to the bylaws enacted in 2011:

Article III. Section 2.c.

Removed the language **"either the chairpersons of Standing Committees (as described in ARTICLE IV, Section 2) or"**

Article IV. Section 2.c.

Removed the language **"shall be members of the Board of Directors and"**

Article IV. Section 2.c.

Removed the language **"The Board cannot create or eliminate Standing Committees between elections."**

Article IV. Section 2.d.

Added new subsection:

"d. If the Board creates a standing committee between elections, or if there occurs a vacancy in the chairmanship of any standing committee, the Board shall appoint a temporary chairperson who shall serve until the next regular election. Before that election, the Board shall notify the Nominating Committee of the position to be filled, in accordance with Article IX of these Bylaws."