

BY-LAWS OF THE HEBREW TABERNACLE OF WASHINGTON HEIGHTS

The Hebrew Tabernacle of Washington Heights is dedicated to the ideals of liberal Judaism. It shall consider as its sacred trust the perpetuation of this tradition.

Toward this objective, the Congregation of the Hebrew Tabernacle shall maintain a Sanctuary where worship will be conducted in the liberal tradition. We welcome any person who wishes to worship with us.

The Hebrew Tabernacle shall serve as a House of Prayer and as a Center of Education and Learning for the study of Jewish Theology, Philosophy, Culture and History as well as an instrument for the pursuit of ideals and objectives that are shared by the Jewish Community in America. This includes the preservation, the safety and the welfare of the State of Israel.

The Hebrew Tabernacle aims to establish for its members a community of friends who shall gather to celebrate, worship and observe holidays together and who in times of trial shall bring help, strength, solace and comfort to one another thus reaffirming our devotion to Reform Jewish ideals.

The Hebrew Tabernacle shall encourage good will and understanding among all faiths and creeds and with all religious denominations. We shall aspire to stand with other civic, fraternal, religious and social organizations for the benefit of the community.

These Bylaws are dedicated to our founders and to all of those Members that will help carry us forward, and, in memory of the victims of the Holocaust.

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ARTICLE I

Name

The "Congregation" shall be known as "The Hebrew Tabernacle of Washington Heights" (Hereafter referred to as the "Tabernacle" or the "Temple.")

ARTICLE II

Membership

Section 1 **Eligibility**

- a) Any person, 18 years of age or older, who is Jewish, or self identifies as being Jewish, is eligible for membership in the Congregation as a "Jewish Member."
- b) The adult spouse, domestic partner, or significant other of a Jewish member is eligible for membership in the Congregation as a Family Member. A Family Member, who, after separation or divorce from a Jewish Member or as a surviving spouse, domestic partner or significant other of a Jewish Member, is still active in congregational life, may retain membership in the Congregation.

- c) Any person who is at least 12/13 years of age, as appropriate, and is under 18 years of age, and is Jewish, or self identifies as being Jewish, is eligible for membership in the Congregation as a “Junior Member”. As used hereinafter, the term “Jewish Member” includes Junior Members unless specifically indicated otherwise by the text or the context.
- d) As hereinafter used, the term “Members” shall mean all Members, of whatever classification.

Section 2 **Rights of Members**

- a) Each Jewish Member shall have the right to participate in all ritual activities held under the auspices of the Congregation.
- b) Each Jewish Member, except for Junior Members, shall:
 - 1) Have the right to vote at all meetings of Members (Any reference herein to a vote by Jewish Members shall mean a vote by the non-Junior Jewish Members.)
 - 2) Be eligible to serve as a trustee (subject to Article III, Section 2) or officer (subject to Article IV, Section 2) of the Congregation;
 - 3) Be eligible to serve as a member of any committee; and
 - 4) Be eligible to serve as a chairperson of any committee.
- c) Each Family Member shall:
 - 1) Have the right to vote at all meetings of Members (Any reference herein to a vote by Members shall mean a vote by the non-Junior Members);
 - 2) Be eligible to participate in all ritual activities in such capacity and such manner as is prescribed by the Clergy; and
 - 3) Be eligible to serve as a member of any committee except the Ritual Committee and the Cemetery Committee.
- d) Except as hereinabove otherwise provided, each Member shall have the right to:
 - 1) Participate in all non-ritual activities held under the auspices of the Congregation or its Affiliates;
 - 2) Have said Member’s children receive religious education and become B’nei Mitzvah in the Synagogue upon compliance with the applicable requirements; and
 - 3) Have a seat at High Holiday Services.

Section 3 **Duties**

- a) Members shall pay such dues and/or assessments as shall be fixed by the Board of Trustees and approved by the membership at its regular annual meeting or a special meeting called for such a purpose by the President.
- b) Dues shall be payable as set forth in the regulations of the Temple. A Member shall be bound by the Bylaws.

Section 4 **Delinquent Members**

Any Member failing to pay dues or assessments within the fiscal year may be suspended by the Board of Trustees. A Member thus suspended may be reinstated by the President, in consultation with the Clergy, upon such Member's payment of arrears, or upon reaching a financial settlement with the Treasurer.

ARTICLE III **Board of Trustees: Composition, Eligibility, Duties and Meetings**

Section 1 **Composition**

The governing body of the Synagogue shall be the Board of Trustees (hereinbefore and hereinafter sometimes referred to as the "Board"). The Board shall consist of elected and ex-officio trustees, who shall collectively constitute its membership, as follows:

- a) Eighteen (18) Jewish Members, excluding Junior Members, elected from among the membership at large –
 - 1) At the first election following adoption of these bylaws, 1/3 of the Board shall be elected to terms of 1 year, 1/3 to terms of 2 years, and 1/3 to terms of 3 years.
 - 2) At every subsequent election for each of said positions on the Board, the election shall be for a term of three years.
- b) Ex-Officio Members:
 - 1) All former presidents of the Synagogue whose terms of officer were completed in good standing; and
 - 2) The President of each "Affiliate"; as applicable, the Sisterhood, the Men's Club, and the Parents' Association, provided said person is a Jewish Member of the Congregation during said person's term of office as said President.
- c) Each Trustee shall have one vote on the Board. No Trustee shall have more than one vote, even though said Trustee serves in more than one capacity.

Section 2 **Eligibility and Suspensions**

- a) Any Jewish Member, excluding Junior Members, for at least six months prior to the date of the nomination shall be eligible for election to the Board of Trustees.
- b) The Board may remove from membership on the Board any Trustee who, in the judgement of the Board, has neglected the performance of said person's duties as a Trustee, or for other good cause. Such removal can take effect only upon a vote of two-thirds (2/3) majority of Trustees present, in person, and voting, at a meeting of the Board upon due notice to the Trustee.

Section 3 **Nomination and Election**

- a) The Board of Trustees shall be elected by the membership at large at the Annual Meeting or a special meeting called by the President for that purpose.
- b) Procedure for Nominations
 - 1) Prior to the Annual Meeting or a special meeting, the President, with the consent of the Board, shall appoint a Nominating Committee, pursuant to Article IX.
 - 2) Members of the Board shall be afforded the opportunity to suggest to the Nominating Committee possible candidates for the positions on the Board that are up for election and criteria for their selection.
 - 3) The Nominating Committee may, in its discretion, ask any member(s) of the clergy to suggest possible candidates.
 - 4) The Nominating Committee shall suggest to the Board the names of at least as many possible candidates as there are positions on the Board that are up for election. However, the Nominating Committee shall not suggest to the Board the name of any person who is a member of the Nominating Committee.
 - 5) Upon receiving the report of the Nominating Committee, the Board shall select candidates for the positions on the Board that are up for election from the possible candidates suggested by the Nominating Committee. The Secretary, at least fifteen (15) days before the date set for the Annual Meeting, shall give notice of the slate of candidates by mail or email, to each Member of the Congregation. If there be no nomination(s) by petition, the slate of candidates selected by the Board shall be presented to the Members. At the Meeting, Members can vote for the slate in its entirety or for each candidate. The votes for each candidate shall be tallied. Each candidate who receives a majority vote of approval shall be elected.
- c) Nominations by Petition
 - 1) By petition of twenty percent of Members, (as of the Membership List sixty days (60) before the Meeting), may make nomination(s), provided

that such petition shall be received by the Secretary at least eight (8) days prior to the date of the Annual Meeting. Such nomination(s) shall be presented to the Congregation by the Secretary, as soon as practical, prior to the Annual Meeting

- 2) If there are any nomination(s) by petition, the election shall proceed as follows:

There shall be a secret, written ballot. Each member of the Congregation shall vote for up to that same number of candidates as there are positions up for election. The Secretary and the Chairperson of the Nominating Committee shall supervise the election and count the votes, unless either of them be a candidate (the Chairperson of the Nominating Committee having been nominated by petition), in which case the President shall designate (a) replacement(s). Those candidates, equal in number to the number of positions to be filled, with the highest number of votes shall be elected.

- d) The terms of office of the Trustees shall commence immediately upon their election.

Section 4 **Vacancies**

- a) If a Trustee does not serve a full term, the vacancy may be filled until the next regular election by appointment by the President, with the consent of the Board. At such next regular election, a special election shall be held to fill the remainder, if any, of the term of said Trustee.
- b) The special election shall proceed as otherwise set forth in Section 3 of this Article.

Section 5 **Powers and Duties of the Board of Trustees**

The Board of Trustees shall:

- a) Be responsible for the general management of the affairs, funds, records, and property of the Congregation.
- b) Act on all matters of policy and perform such other duties as the Members in regular or special meetings assembled from time to time may prescribe.
- c) Fix the amount of membership dues and levy special assessments upon the Members, subject to the approval of the Members at the Annual Meeting or any special meeting called for such purpose by the President.
- d) Approve a budget for the ensuing year, subject to adoption by the Congregation at the Annual Meeting, and be authorized to increase the budgetary expenses for up to 10% per annum without the consent of the Members;
- e) Provide for the establishment, maintenance and administration of the regular funds and endowment Funds;

- f) Select the members of the clergy to be hired by the Congregation, subject to Article IV, Section 6(1); and
- g) Direct the President regarding the discharge of the members of the clergy.

Section 6 **Meetings of the Board of Trustees**

- a) The Board of Trustees shall meet quarterly, and at such additional times as the President shall call it into session.
- b) A special meeting of the Board of Trustees must be called by the President within 30 days after receipt of a request signed by at least three Trustees. Such request shall state the subject to be brought before such special meeting of the Board.
- c) Seven members of the Board of Trustees shall constitute a quorum at any Board Meeting. No vote shall be taken unless a quorum is present. Board members can participate in a Board meeting either in person or remotely; by phone, by live voice chat, or by live video chat. Remote participation should only be used if necessary.
- d) The Trustees may adopt rules for the transaction of Board business. All decisions shall be by simple majority vote of those members present and voting, except as otherwise state herein.

ARTICLE IV **Officers, Tenure of Office, Election of Officers and their Duties**

Section 1 **Officers**

Officers of the Congregation shall be: the President, three (3) Vice Presidents, the Treasurer, the Associate Treasurer and the Secretary. Their terms of office shall be for two years.

Section 2 **Eligibility and Suspensions**

- a) To be eligible for election as an officer, a person must have been a Jewish Member, but not a Junior Member, of the Congregation for at least one and one-half (1 1/2) consecutive years and of the Board of Trustees for at least one (1) year, both periods being immediately prior to the election of such person.
- b) The Board may remove as an officer any officer who, in the judgement of the Board, has neglected the performance of said person's duties as such officer, or for other good cause. Such removal can take effect only upon a vote of a two-thirds (2/3) majority of Trustees present, in person, and voting at a meeting of the Board upon due notice to the officer.

Section 3 **Nomination and Election**

- a) Officers shall be elected by the membership at large at the Annual Meeting or a special meeting called for that purpose by the President.

b) Procedure for Nominations

- 1) Prior to any Annual Meeting or special meeting at which any officer(s) is/are to be elected, the President, with the consent of the Board, shall appoint a Committee, pursuant to Article IX.
- 2) Members of the Board shall be afforded the opportunity to suggest to the Nominating Committee possible candidates for the position(s) up for election and criteria for their selection.
- 3) The Nominating Committee may, in its discretion, ask any member(s) of the clergy to suggest possible candidates.
- 4) The Nominating Committee shall suggest to the Board a candidate for each position up for election. However, the Nominating Committee shall not suggest to the Board the name of any person who is a member of the Nominating Committee.
- 5) Upon receiving the report of the Nominating Committee, the Board shall select the candidates for the positions on the Board that are up for election from the possible candidates suggested by the Nominating Committee. The Secretary, at least fifteen (15) days before the date set for the Annual Meeting, shall give notice of the slate of candidates by mail or email, to each Member of the Congregation. If there is no nomination(s) by petition, each candidate selected by the Board shall be elected upon receiving a majority vote of approval at the Meeting.

c) Nomination by Petition

- 1) By petition twenty percent of Members (as of the Membership List sixty (60) days before the meeting), may make nominations for one or more officer positions provided that any such petition shall be received by the Secretary at least eight (8) days prior to the date of the election. Such nomination(s) shall be presented to the Congregation by the Secretary, as soon as practical, prior to the Meeting.
- 2) If there be any nomination(s) by petition for any office, then: There shall be a secret, written ballot. The Secretary, together with the Chairperson of the Nominating Committee, (the chairperson of the nominating committee having been nominated by petition) shall supervise the election and count the votes, unless either of them is a candidate, (the chairperson of the Nominating Committee having been nominated by petition) in which case, the President shall designate a replacement(s) who is not a candidate as a replacement. The candidate who receives the most votes shall be elected.

- d) The terms of office of the officers shall commence immediately upon their election.

Section 4 **Vacancies**

- a) If an officer, other than the President, does not serve a full term, the term of said officer shall be filled until the next election, by appointment of the President, with the consent of the Board of Trustees. At such next election, a special election shall be held to fill the remainder, if any, of the term of such officer.
- b) The special election shall proceed as otherwise set forth in Section 3 of this Article.

Section 5 **Tenure of Office**

No Officer shall be eligible to serve in the same office for more than three (3) consecutive two-year terms, not including one year of any unexpired portion of a term that the officer may have served by appointment or special election.

Section 6 **Powers and Duties of the President**

The President shall be the chief executive officer of the Congregation. The duties of the President include:

- a) Presiding at all meetings of the Members and of the Board of Trustees;
- b) Enforcing the Bylaws;
- c) Signing official documents;
- d) Acting for the Board of Trustees to employ such personnel as shall be necessary for the secular management of the Congregation, within the limits of the budget, with authority to fix their terms of employment and compensation as well as terminate their employment.
- e) Filling vacancies that may occur during the term of office of any Board Member or Officer except the Treasurer by appointing an acting Trustee or Officer, as the case may be, to serve until an election at the next Annual Meeting or a special meeting called for that purposed by the President;
- f) Appointing all Standing Committees and the Nominating Committee and special committees as and when they are needed, and serving as an ex-officio member of all committees;
- g) Appointing representatives to organizations with which the Synagogue has established or wishes to establish an association;
- h) Setting dates of meetings and/or special meetings of the Board of Trustees subject to the provisions of Article III, Section 6;
- i) Calling an annual meeting of the Members and additional meetings at their discretion;
- j) Maintaining the records of the President's office, carrying into effect all resolutions of the Board of Trustees and of the Members and transferring these records to the

next President at the completion of the term of the president who compiled the records;

k) Performing such other duties as are incident to the office either pursuant to these Bylaws or at the request of the Board of Trustees;

l) Entering into written contracts with the members of the Clergy selected by the Board, with the consent of the Board of Trustees and approval by the Members. Any such contract shall set forth the duties, prerogatives, and obligations of the Rabbi and/or Cantor thereby employed as fully as practicable and the salary and emoluments of such Clergyperson. In case of conflict or disagreement between the Rabbi or Cantor and the Congregation, guidance will be sought, in the case of the Rabbi, from the Suggestions for Procedures in Rabbinical Congregational Relationships published by the Union of American Hebrew Congregations and the Central Conference of American Rabbis, and, in the case of the Cantor, from such analogous publication issued by the American Conference of Cantors; and

m) Discharging members of the Clergy, as directed by the Board.

Section 7 **Powers and Duties of the Vice Presidents**

a) The Vice Presidents shall discharge such duties as shall be assigned to them by the President and/or the Board of Trustees.

b) The President will designate one of the three Vice Presidents to serve as Acting President to discharge the duties of the President in consultation with the remaining two Vice Presidents, in case of absence or temporary disability of the President to serve. In the event that the President's disability is permanent, the designated Acting President shall serve only until the next Annual Congregational Meeting, at which time a special election shall be held to fill the remainder, if any, of the term of the President and of any officer who may be elected as the new President. The election shall proceed in accordance with the procedures set forth in Article IV, Section 2.

Section 8 **Powers and Duties of the Treasurer**

The Treasurer shall be the chief financial officer of the Congregation. The Treasurer shall:

a) Receive all funds belonging to the Congregation, give receipts therefore and deposit or invest all funds so received in the name of the Congregation, in FDIC-insured accounts at banking institutions (in an amount in any such institution not in excess of the FDIC insurance limit), United States Treasury obligations money market mutual funds invested solely in U.S. government obligations, and/or such other investment vehicles as may be recommended by the Budget and Finance Committee and approved by the Board of Trustees. The opening and funding of any new account(s) in an amount in excess of \$10,000 or the addition to any existing account(s) of a sum in excess of \$10,000 shall be effected only by the joint action of the Treasurer and the Associate Treasurer; or, if the Associate Treasurer be unavailable or there be no Associate Treasurer, then by the joint action of the Treasurer and at least one Vice President.

- b) Make reports at each meeting of the Board of Trustees on the condition of the Treasury;
- c) Serve as chairperson of the Budget and Finance Committee;
- d) Prepare an annual report, based on the books and accounts of the Congregation, and submit the same to a meeting of the Board of Trustees.
- e) Supervise the preparation of all bills and financial notices to members and collection of payment thereof;
- f) Be responsible for the collection and disbursement of the funds belonging to the Congregation;
- g) Submit a full statement of the Congregation's financial status at the Annual Meeting;
- h) Deliver to the next Treasurer all documents in the possession or control of the outgoing Treasurer, belonging to the Congregation;
- i) Make available for inspection at all times to the President, officers and members of the Board of Trustees, the books and records pertaining to the budget; and
- j) Upon authorization by the President, incur expenses in excess of up to 5% of the total budgetary expenses.

Section 9 **Powers and Duties of the Associate Treasurer**

The Associate Treasurer shall:

- a) Assume the duties of the Treasurer in the absence or in case of inability of the Treasurer to serve.
- b) Discharge such other duties as shall be assigned by the President and Treasurer.

Section 10 **Powers and Duties of the Secretary**

The Secretary shall:

- a) Attend all meetings of the Members and Board of Trustees;
- b) Call the roll and read the minutes, all reports and communications;
- c) Keep an accurate record of the proceedings;
- d) Keep an accurate record of the membership;
- e) Be the custodian of the seal of the Congregation (the form of which seal is impressed in the margin of this page) and affix same, together with his/her signature, to all documents requiring the same;

f) Deliver to the next Secretary the seal and all the books and paper appurtenant to the office that may be in the possession of the outgoing Secretary;

and

g) Make available at all times for inspection by the President, Vice Presidents, and Board of Trustees and Finance Committee the records pertaining to the Secretary's office.

ARTICLE V **Reservation of Powers**

The Members shall retain all powers usually exercised by corporations under the New York State Not-For-Profit Corporations Law and the New York State Religious Corporations Law, and not specifically vested in the Board of Trustees and officers by these Bylaws.

ARTICLE VI **Clergy**

Section 1 **Rights and Privileges**

There shall be a Rabbi, a Cantor, and/or such other clergy as the Board, with the approval of the Members, hire (all hereinafter and hereinbefore sometimes referred to as the "Clergy"). The term "Rabbi" includes a student rabbi. The term "Cantor" includes a student cantor. The Rabbi and Cantor, and their families, shall be honorary members of the Congregation and enjoy all privileges of membership. The Rabbi and Cantor may attend all meetings of Standing Committees, except the Budget Committee. They shall be eligible to serve as members of Standing Committees. The Rabbi and Cantor may attend meetings of the Board of Trustees, each with a voice but no vote, but may be requested to absent themselves by the President on the President's own initiative or by application to the President by three (3) members of the Board. The Rabbi and Cantor shall enjoy full freedom to preach and express their consciences.

Section 2 **Rabbinical Duties**

The Rabbi:

- a) Shall perform and conduct all religious services and educational activities as well as pastoral duties that are not contrary to the rules of the Central Conference of America Rabbis, except when excused by the President;
- b) Shall direct the education program of the Congregation and, in consultation with the Cantor and Religious School Principal, make policy decisions with respect to any school maintained by the Congregation;
- c) May initiate projects pertaining to the religious and cultural life of the Congregation, subject to Article VII, Section 3(b)(2);
- d) Shall consult with the officers and committee chairs of the Congregation and its affiliates in the planning of their activities;

e) Shall serve as a member of the Ritual Committee, and as a co-chair thereof if so appointed by the President; and

f) Shall carry out such other duties as the Board of Trustees and/or President may designate.

Section 3 **Cantorial Duties**

The Cantor shall:

a) Perform and conduct all religious services and pastoral duties that are not contrary to the Suggestions for Procedures in Cantorial Congregational Relationships by the Union of American Hebrew Congregations, except when excused by the President;

b) Collaborate with the Rabbi in the educational activities of the Congregation;

c) Serve as a member of the Ritual Committee, and as (a) co-chair thereof if so appointed by the President; and

d) Carry out such other duties as the Board of Trustees and/or the President may designate.

ARTICLE VII **Standing Committees**

Section 1 **List of Standing Committees**

a) There shall be the following Standing Committees:

1. Budget and Finance (hereinafter sometimes referred to as the “Budget Committee”)
2. Ritual
3. Cemetery
4. House
5. Membership and Program
6. Religious School
7. Holidays
8. Publicity
9. Licensing
10. Personnel

b) The size and membership of each committee shall be determined by the President subject to any specific provision set forth in these Bylaws.

c) Each committee shall meet formally at least once per calendar year.

d) Except for the Budget Committee, the chairperson of any Standing Committee need not be a Board member.

- e) Each Standing Committee should render a report at the end of the calendar year to the President and render such other reports as the President or the Board may require of it.

Section 2 **The Budget and Finance Committee**

- a) The Budget and Finance Committee shall consist of the Treasurer, who will be its chair, the Associate Treasurer, the immediate past Treasurer and two Members appointed by the President.
- b) The Committee shall:
 - 1) Prepare and recommend to the Board an annual budget;
 - 2) Evaluate new means of raising revenues, including borrowing; and;
 - 3) Advise the President and the Board on the investment of the Congregation's funds. Any recommendation of the Committee as to any proposed investment vehicle must set forth the degree of risk of the investment, liquidity of the investment (such as the availability of the funds within a defined period of time) and the rate of return.

Section 3 **The Ritual Committee**

- a) The membership of the Ritual Committee shall be comprised of the Clergy, any Emeritus Clergy, and up to eight (8) Members appointed by the President, in consultation with the Rabbi. Any chair will be selected by the President from among said members. However, the President may appoint any member(s) of the clergy to serve as co-chair.
- b) The Ritual Committee shall:
 - 1) Care for all sacred and ritual properties of the Synagogue; and
 - 2) Consider and recommend to the Board of Trustees proposed changes in the ritual or mode of worship, and study and make recommendations to the Board concerning issues of theological significance.

Section 4 **The Cemetery Committee**

The Cemetery Committee shall:

- a) Set charges for burial space, subject to the approval of the Board of Trustees.
- b) Oversee the maintenance and landscaping of the Congregation's blocks; and
- c) Administer such funds as are appropriated by the Board of Trustees to maintain the cemetery.

Section 5 **The House Committee**

The House Committee shall periodically inspect the building and all its facilities and recommend to the President all necessary repairs and means to maintain the building and all the properties housed therein in proper and safe condition.

Emergency expenditures, recommended by the House Committee, can be made by any two officers in case of the unavailability of the President, the Treasurer, and the Associate Treasurer.

Section 6 **Membership and Program Committee**

The Membership and Program Committee shall plan and supervise programs for obtaining new members and plan activities for the Congregation.

Section 7 **The Religious School Committee**

The Religious School Committee shall assist the Rabbi, Cantor, and Religious School Principal in the administration of the Hebrew School.

Section 8 **The Holidays Committee**

The Holidays Committee shall prepare and oversee arrangements for holiday services..

Section 9 **The Publicity Committee**

The Publicity Committee shall publicize the activities of the Congregation to the community.

Section 10 **The Licensing Committee**

The Licensing Committee shall oversee and draft agreements with any organization that licenses space from Hebrew Tabernacle.

Section 11 **The Personnel Committee**

The Personnel Committee shall periodically review, develop, and recommend to the Board personnel policies of the Congregation. The Congregation shall make recommendations on contracts for staff and Clergy to the Board.

Section 12

The President may establish and appoint such additional committees as the President may deem necessary.

ARTICLE VIII

Meetings of the Congregation

Section 1 **Rules for Calling of General and Special Meetings**

- a) The Congregation shall have one regular meeting in each calendar year, referred to in these Bylaws as the “Annual Meeting.”
- b) In addition, special meetings may be called by the President. Within thirty (30) days after the receipt of a written request from the Board or petition signed by twenty percent (20%) of the Members (as of the Membership List 60 days before the submission of the petition), the President shall schedule a special meeting of the Congregation. Such a request or petition shall set forth the desired purpose of such meeting. The Secretary, at least fifteen (15) days before the date set for the special meeting shall give notice of the date, time, place, and purpose of the meeting by mail or email, to each Member of the Congregation.

Section 2 **Quorum**

A quorum for any meeting of the Congregation shall consist of twenty percent (20%) of the Members (as of the membership list 60 days before the meeting), or 35 Members, whichever is fewer. No vote shall be taken unless a quorum is present; either in person or by proxy. The Secretary shall determine the form of the proxy and in what manner the proxy shall be received.

Section 3 **Agenda of Annual Meeting**

At the Annual Meeting, reports shall be submitted by the, the President, the Treasurer, the Secretary, and Committees and Affiliates (as appropriate). A budget for the ensuing fiscal year shall be submitted for approval. Elections shall be held for the Board of Trustees as well as the officer positions for which the terms of office of the incumbents are then expiring.

Section 4 **General Rules and Regulations**

All meetings provided for in this Constitution shall be governed by parliamentary rules set forth in the then current edition of Robert’s Rules of Order, revised. In the event a situation shall arise not covered by the parliamentary rules above, the presiding officer of the meeting in which such situation may arise shall have the discretion to rule thereon.

ARTICLE IX

Nominating Committee

The Nominating Committee for any election shall consist of two members of the Board of Trustees other than the Secretary, whose terms of office do not expire at the next ensuing election, two Members of the Congregation at large, and a representative of each of at least three active committees or Affiliates, each of which representatives must also be a Member of the Congregation.

ARTICLE X

Changes in Ritual

No major changes or alterations in ritual or mode of worship shall be made unless recommended by the Ritual Committee and approved by the Board of Trustees. If the change shall, pertain to the mode of worship, then it must, in addition, be approved by the Jewish Members at the Annual Meeting or at a special meeting called for such purpose by a two-thirds (2/3) vote of the Jewish Members.

ARTICLE XI

Amendment of These Bylaws

Section 1 **Proposals to Amend**

Amendment of these Bylaws may be initiated either by:

- a) Resolution of the Board of Trustees, or
- b) Petition signed by not fewer than 20% of the Members (as of the Membership List 60 days prior to the submission of the petition) and filed with the Secretary, who shall present such petition to the Board of Trustees at its next regular meeting following the date of filing of such petition with the Secretary.

Section 2 **Action on Proposals to Amend Bylaws**

- a) Such proposed amendment(s) shall be considered at the next Annual Meeting.
- b) In the event no Annual Meeting shall occur within ninety (90) days after the adoption of such Board resolution or filing of a petition, the President shall call a special meeting of the Members for the purpose of considering any such proposed amendments, unless consideration of such proposed amendments is postponed to the next Annual Meeting by vote of the Board of Trustees. The Secretary shall cause the proposal to amend these Bylaws to be mailed or emailed to each Member together with the provision(s) of these Bylaws to be amended, at least fifteen (15) days prior to the date of the Meeting at which such proposal(s) to amend the Bylaws shall be first considered.

Section 3 **Vote on Amendments**

Proposals to amend these Bylaws shall be adopted at a subsequent Congregational Meeting upon the affirmative vote, taken by ballot, of two-thirds of the Members; actually present or voting by proxy. The Secretary shall determine the form of the proxy and in what manner the proxy shall be received.

ARTICLE XII

Cemetery

- a) The Congregation may acquire and own land and other property for use as a cemetery. The management of such property shall be the responsibility of the

Cemetery Committee, the actions of which shall be subject to the approval of the Board of Trustees.

- b) The cemetery shall be the property of the Congregation, which is entitled to the surplus funds derived therefrom. However, it shall be the aim of the Congregation to set aside enough money to maintain the cemetery in perpetuity. A special fund may be established for this purpose to be administered by the Treasurer.

ARTICLE XIII

Real Estate

No contract for the purchase, sale or other conveyance, or mortgage, of real estate by the Congregation shall be entered into unless approved by a vote taken by ballot of two-thirds (2/3) of the Members actually present or voting by proxy at a special meeting called for such purpose or at an Annual Meeting. The Members must have been given notice, in the same manner that notice of a special meeting must be given, that such an item will be on the agenda.

ARTICLE XIV

Votes of the Membership

All references in these Bylaws to votes of the membership at an Annual Meeting or a special meeting shall be deemed to refer to those Members actually present or voting by proxy. The Secretary shall determine the form of the proxy and in what manner the proxy shall be received.

ARTICLE XV

Dissolution

No action shall be taken to dissolve the Congregation unless authorized by a vote, taken by ballot, of two-thirds (2/3) of the Members actually present or voting by proxy at the Annual Meeting or a special meeting called for such purpose. The total of those Members present or voting by proxy must constitute at least 50% of the total membership (as of the Membership List 60 days before the date of the meeting). The Members must have been given notice in the same manner that notice of a special meeting must be given.