

CONGREGATION BETH DAVID BYLAWS

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ARTICLE 1.0 - NAME, OBJECTIVE AND AFFILIATION

1.1 NAME

1. The name of this congregation shall be Congregation Beth David.
2. It is incorporated pursuant to the General Nonprofit Corporation law of the State of California. The principal office for the transaction of the business of the Congregation is fixed and located in the City of Saratoga, County of Santa Clara, State of California.

1.2 OBJECTIVE

1. The objective of the Congregation shall be to establish and maintain a Conservative Synagogue and such educational, religious, social, cultural and recreational activities as will help further the cause and objectives of the Congregation and of Conservative Judaism.
2. These objectives shall be consistent with the Articles of Incorporation.

1.3 AFFILIATION

This Congregation shall be affiliated with the United Synagogue of Conservative Judaism.

ARTICLE 2.0 –MEMBERSHIP AND PRIVILEGES

2.1 ELIGIBILITY

Any Jewish adult (see Article 12.0 – Definitions) of good character shall be eligible for membership in one of the membership classes (See Section 2.2).

2.2 MEMBERSHIP CLASSES

2.2.1 INDIVIDUAL MEMBERSHIP

1. Such membership shall be extended to individual adults.
2. Such membership shall entitle the member to all membership privileges listed in Article 2.9.
3. Each member shall be entitled to one (1) vote.

2.2.2 HOUSEHOLD MEMBERSHIP

1. Such membership shall be extended to all households of two (2) adults (see Article 12.0 – Definitions), provided that:
 - a. At least one of them meets the requirements of Article 2.1 and
 - b. The two adults do not have a parent/child relationship with each other.
2. An Adult member of a Household Membership who meets the requirements of Article 2.1 is entitled to all membership privileges as listed in Article 2.9, except that two (2) such members may not serve simultaneously as Officers of the Congregation.
3. If one of the two Household adults does not meet the requirements of Article 2.1, that individual shall be entitled to all the privileges of membership as listed in Article 2.9, subject to the following conditions. They:
 - a. Shall be eligible to participate in synagogue activities to the extent permitted under Jewish law (*Halachah*) as determined by the Rabbi.

- b. May have a voice (may not have a vote), at all meetings of the Congregation and the Board of Directors.
- c. Shall not be eligible to serve as a member of the Board of Directors or as an Officer of the Congregation.
- d. Shall not be eligible to chair any standing committee.

2.2.3 HONORARY MEMBERSHIP

1. Such membership shall be conferred upon the Rabbi of the Congregation and spouse, the Cantor and spouse, and may be conferred upon all other deserving persons of the community as determined by the Board of Directors.
2. Such membership shall be subject to acceptance by the recipient.
3. An honorary member shall not have a vote, shall not serve as a member of the Board of Directors, and shall not chair any standing committee.
4. An Honorary Membership may be revoked on such condition as the Board of Directors shall in each case determine.

2.2.4 LIMITED MEMBERSHIPS

1. The Board of Directors may establish limited classes of membership by a vote of two thirds (2/3) of the total members of the Board of Directors.
2. Members in limited membership classes shall not serve on the Board of Directors.
3. Other rights and privileges of members in limited membership classes, including voting rights, shall be determined when such membership classes are established and shall apply to all members of the class.
4. A notice shall be sent at least twenty-one (21) days in advance, to the general membership informing them that a Board of Directors meeting has been scheduled at which establishment of or changes to a limited membership class shall be considered. The details of the proposal including any limitations on the rights and privileges of the limited membership class shall be included with such notice.
5. The establishment of or changes to a limited membership class shall not be applied to exclude or limit the rights and privileges of any person who was a member in good standing at the time of such vote.

2.3 EXTENSIBILITY OF MEMBERSHIP TO DEPENDENTS

1. All of the membership classes shall include the member's Jewish dependents (see Article 12.0 – Definitions) within the Membership.
2. Such a dependent shall not have a vote, shall not serve on the Board of Directors, shall not chair any standing committee, however, shall enjoy all other membership privileges.

2.4 APPLICATION FOR MEMBERSHIP

A candidate for membership may be elected a member upon such action:

- a. making written application;

- b. and having that application reviewed by the Membership Vice-President, or such other Board member as designated by the Membership VP or President, according to the current Membership Policy;
- c. and satisfying the financial requirements as provided by the Financial Policy;
- d. and being proposed for membership by a member at a meeting of the Board of Directors;
- e. and receiving a majority vote of the members present at a meeting of the Board of Directors.

2.5 GOOD STANDING

Members in good standing are those whose financial obligation (see Article 12.0 - Definitions) are not more than one hundred twenty (120) days in arrears or who have satisfactory financial arrangements with the Finance and Budget Committee.

2.6 CANCELLATION OF MEMBERSHIP

1. A member whose financial obligations are at least ninety (90) days in arrears and who has not made satisfactory arrangements with the Finance and Budget Committee shall be notified in writing by the Financial Secretary, sent by prepaid certified mail. If satisfactory arrangements are not concluded with the Finance and Budget Committee within (30) days of such notice, or such additional time as may be granted by the Finance and Budget Committee, the member's membership shall be canceled. The Board of Directors shall be notified of any cancellations at the next regularly scheduled meeting of the board. Membership may be reestablished by the member by reapplying for membership, provided that the financial delinquency is cured.
2. The cancellation of membership will be effective thirty (30) days from notice by Finance and Budget Committee unless the member appeals the cancellation in writing to the Board of Directors. The Board of Directors shall provide a response within 30 days of receipt. Membership shall remain in effect through the appeals process.

2.7 EXPULSION OF MEMBER

A member can be expelled from the Congregation for conduct which brings discredit upon the Congregation or upon the Jewish faith. Upon direction from the Congregation President or the Executive Board, the member shall be given fifteen (15) days notice in writing from the Secretary, sent by prepaid certified mail, that a motion to expel will be on the agenda of a Board of Directors meeting. Such notice shall contain the alleged grounds, including charges of specific actions, for the motion to expel. The member shall have the opportunity to be present at the meeting and present a defense against the motion. If the motion to expel is passed by a 2/3 vote of the entire Board of Directors, the offending member's membership will terminate immediately.

2.8 WITHDRAWAL OF MEMBERSHIP

1. A member may withdraw from the Congregation upon sending notice to the Membership Committee. Such notice must include the specific members withdrawing and the effective date of the withdrawal.
2. The Membership Committee shall interview withdrawing members and, with their permission, report to the Board of Directors any reason(s) for their withdrawal that would affect and be constructive for the administration of the Congregation and/or its policies. However, any letter of resignation addressed to the Board of Directors must be read to the Board.

2.9 PRIVILEGES OF MEMBERS

Members shall enjoy the following privileges:

1. To attend all of the meetings of the Congregation.
2. To have a voice and vote at all general meetings of the Congregation and a voice at meetings of the Board of Directors.
3. To serve as an Officer or a member of the Board of Directors, except that two (2) members of the same Household may not simultaneously be Officers.
4. To participate in divine worship at all religious services in the Synagogue (see Article 12.0 - Definitions), in accordance with the rules and regulations stated in the Ritual Policy.
5. To enroll their children and themselves in the Religious schools of the Congregation subject to the rules, regulations and fees approved by the Board of Directors.
6. To receive services from the Rabbi.
7. To be buried in the cemetery facilities owned, contracted or committed by the Congregation, along with their Jewish dependents and Jewish parents, subject to the rules, regulations and fees as may be approved by the Board of Directors.
8. To participate in all social, cultural and educational functions of the Congregation, and to be eligible for membership in all auxiliary organizations and associated groups which are recognized by the Congregation.
9. To make use of the facilities of the Congregation, subject to the rules, regulations and fees approved by the Board of Directors.
10. To receive a copy of the Articles of Incorporation of the Congregation, a copy of these bylaws, a copy of each Policy (e.g., Financial, Ritual, Membership, etc.) at least thirty (30) days prior to its becoming effective, and all general notices and bulletins.

2.10 PRIVILEGES OF NON-MEMBERS

Non-members of the Congregation who are persons of good character may:

1. Attend a meeting of the Congregation and may have a voice at such a meeting with the approval of the Chair. This privilege may be denied by a majority of the members voting at that meeting.
2. Attend a meeting of the Board of Directors for a specific purpose with the prior approval of the President. The President's approval or denial may be over-ruled by a majority of the Board members present at that meeting.
3. Participate in divine worship at all religious services in the Synagogue (see Article 12.0 - Definitions), in accordance with the rules and regulations stated in the Ritual Policy.
4. Receive services from the Rabbi subject to the latter's own discretion. Members and auxiliary organizations requiring the services of the Rabbi must normally receive priority over non-members or other organizations.
5. Seek membership in auxiliary organizations or associated groups recognized by the Congregation. However, persons who are non-members or not dependents of members may not serve as Officers of such an adult auxiliary organization recognized by the Congregation. This bylaw does not preclude an auxiliary organization or associated group from applying further restrictions through the constitution of that group.

6. Attend social, cultural and educational functions of the Congregation by invitation only.
7. Make use of the facilities of the Congregation subject to such rules, regulations, and fees as may be approved by the Board of Directors.

2.11 LIMITATION ON SIZE OF MEMBERSHIP

1. The Congregation shall not be limited to number of memberships except by the vote of two-thirds (2/3) of the membership votes present at a meeting of the membership, whether general or special.
2. No membership shall be canceled or revoked due to such action by the Congregation to limit the number of memberships.

ARTICLE 3.0 - CONGREGATION MEETINGS

3.1 ANNUAL MEETING

1. An Annual Meeting of the Congregation shall be held between November 1st and December 23rd of each year at such time and place as may be fixed by resolution of the Board of Directors.
2. It shall be held for the purpose of reporting on the affairs of the Congregation, for the election of Officers and Directors, and for other such business as may arise.
3. A financial report for the past fiscal year and a budget for the current year will be presented at the Annual Meeting.
4. Notice of this meeting shall be sent to the members of the Congregation as described in Section 5.4.2.d of Article 5.0 - Board of Directors.

3.2 SPECIAL MEETINGS

1. Special meetings of the Congregation must be called by the President at the written request of ten (10%) percent of the members of the Congregation who are eligible to vote, or by a majority of the members of the Board of Directors present at a regular or special meeting, within five (5) days of such request.
2. Such request shall state reason(s) for and purpose(s) of the meeting.
3. Notice of such special meeting and its purpose(s) shall be sent to the members of the Congregation not less than fourteen (14) days prior to such meeting except that in case of emergency as determined by the Board of Directors, the minimum may be reduced to twelve (12) hours.
4. No business shall be transacted at a special meeting except the business stated as the purpose of the meeting.

3.3 QUORUM AND VOTING

1. A quorum for the purpose of transacting any business at a Congregation meeting shall consist of seventy-five members of the Congregation who are eligible to vote.
2. All matters shall be decided by a simple majority vote (counting only affirmative or negative votes and not including abstentions or blanks) of the members of the Congregation voting, except:
 - a. on those motions requiring more than a simple majority vote in accordance with Robert's Rules of Order; or

- b. as specified otherwise in these bylaws.
3. For all motions a minimum of one-third (1/3) of the members of the Congregation who are eligible to vote and who are present or who are represented by an absentee ballot at a Congregation Meeting must vote in favor of the motion in order for it to be approved.
4. Proxy votes are not allowed.
5. Absentee ballots for specific motions and /or elections shall be made available upon request from the Secretary or the Secretary's designee. Any such absentee ballot filled out by an eligible member must be returned to the Secretary or the Secretary's designee by the time scheduled for the start of the Congregation Meeting.

ARTICLE 4.0 - DUES AND ASSESSMENTS

Members shall pay such dues and assessments as shall be determined from time to time by the Board of Directors as provided in these bylaws. Special dues and/or assessments discounts in different Membership classes are permitted but not required by these bylaws. There shall be no dues and/or assessments for Honorary Memberships.

4.1 CHANGES

1. Dues and/or assessments may be changed by a two-thirds (2/3) majority vote of the total number of members of the Board of Directors. A change shall go into effect no sooner than the first day of the second month following such vote.
2. A notice shall be sent at least twenty-one (21) days in advance, to the general membership informing them that a Board of Directors meeting has been scheduled at which dues and/or assessments shall be considered for change. Changes in dues and/or assessments shall be the first item of business at that meeting.
3. Notification of such change must be mailed to each member of the Congregation within seven (7) days after such vote.

4.2 FINANCIAL POLICY

1. A Financial Policy which describes the policies of the Congregation as approved by the Board of Directors will be established and maintained by the Finance and Budget Committee.
2. The Financial Policy will provide current dues and assessments by class and will specify policies for new, withdrawing and returning members; procedures for providing dues relief for members experiencing financial hardship; charges for Religious Schools and other instruction; and other matters that relate to financial obligations of members.

4.3 FISCAL YEAR

The fiscal year of the Congregation shall run from July 1st to June 30th.

4.4 OBLIGATIONS UPON TERMINATION OF MEMBERSHIP

Members withdrawing from the Congregation or having their membership cancelled or expelled are obligated to pay all financial obligations incurred through the month of withdrawal or cancellation or expulsion.

ARTICLE 5.0 - BOARD OF DIRECTORS

5.1 COMPOSITION OF THE BOARD OF DIRECTORS

1. The management and administration of the affairs of this Congregation shall be vested in a Board of Directors consisting of twenty-five (25) members of the Congregation who are in good standing as follows:
 - a. ten (10) Officers of the Congregation as defined in Section 6.1 .1 of Article 6.0 - Officers;
 - b. twelve (12) additional elected members
 - c. the immediate past President; and
 - d. one (1) representative of the Sisterhood and one (1) representative of the Men's Club. These representatives shall be members of the Congregation and shall be selected by their respective organizations for a term of one (1) year beginning February 1 following the Annual Meeting. The representatives shall be named in writing by the respective organizations at the Annual Meeting. The President of the Congregation must receive written notification of a change of representative before that person shall have a vote on the Board of Directors.
2. Each Board of Directors member shall have one (1) vote. Therefore a person cannot serve as both a regular member and a special member concurrently.
3. The Rabbi shall be a non-voting member of the Board of Directors.
4. The term for each regular elected Office or Directorship is two (2) years.

5.2 POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. The Board of Directors shall be charged with and assume control of all property of the Congregation. It shall designate the bank or banks wherein the funds of the Congregation shall be deposited.
2. The Board of Directors shall be responsible for all expenditures and disposal of Congregation funds and property, but shall invest the funds of the Congregation only in investments which are legal for commercial banks, savings and loan association, or other financial institutions in the State of California.
3. The Board of Directors shall make such rules, regulations, and policies consistent with the Articles of Incorporation and these bylaws, as it may deem advisable for the proper conduct of their meetings and for the furtherance of the general purposes of this Congregation.
4. The Board of Directors shall approve a budget covering the operations of the Congregation prior to the start of the Fiscal Year.
5. The Board of Directors shall have the authority to make all contracts not exceeding ten percent of the current year's annual budget for any single project or, for items funded by the Congregation Beth David Endowment Foundation, contracts not exceeding ten percent of the total assets of the Endowment Foundation. Amounts required in excess of this sum, **except** for the contract of the Rabbi, Cantor, and/or other professional staff, must be approved by a meeting of the Congregation.
6. The Board of Directors shall have the power to delegate the authority to hire and/or discharge employees of the Congregation.

7. The Board of Directors shall seek advice of counsel on legal matters pertaining to the operation of Congregation Beth David as follows:
 - a. when it is deemed necessary by the President;
 - b. at the request of 25% or more of the members of the Board of Directors; or
 - c. as required by a Board approved policy.
8. In addition to any policies specified elsewhere in these bylaws, the Board of Directors shall at all times have the following policies.
 - a. A Membership Policy, including the rules governing who can become a member of the Congregation in accordance with these bylaws.
 - b. A Personnel Policy, including the rights and responsibilities of the employees of the Congregation, and the obligations of the Congregation to its employees.
 - c. A Conflict of Interest Policy, to be given to, and acknowledged by, every member of the Board of Directors.
 - d. A Gift Acceptance Policy, defining how gifts are to be accepted and received. The Board of Directors has the authority to receive gifts with any restrictions it deems appropriate, providing the gifts otherwise comply with Board policies.
 - e. A Special Purpose Funds policy and a Named Funds Policy, defining how special purpose funds and named funds are to be established and maintained. The Board of Directors has the authority to establish special purpose funds and named funds with any restrictions it deems appropriate, providing the funds otherwise comply with Board policies.

5.3 BOARD OF DIRECTORS MEETING

5.3.1 REGULAR MEETINGS

1. The Board of Directors shall meet monthly.
2. The Secretary of the Congregation shall send notice to the members of the Board of Directors of the time, place and planned agenda of regular Board meetings at least five (5) days in advance of the meeting. Notice may be provided electronically.
3. The Secretary shall ensure that the schedule of regular Board meetings is maintained in the Congregation's calendar.

5.3.2 SPECIAL MEETINGS

1. Special meetings of the Board of Directors may be called by the President at his/her discretion, and must be called by him/her at the written request of five (5) members of the Board of Directors. Such a meeting shall take place within seven (7) days of the receipt of the request.
2. Said request shall state the reason for and purpose of such a meeting. No other business can be transacted at such a meeting.
3. A reasonable attempt must be made to notify all Board members of such a special meeting.

5.3.3 QUORUM AND VOTING

1. A quorum shall consist of thirteen (13) members of the Board of Directors, at least two (2) of whom must be Officers.

2. All matters shall be decided by a simple majority of the members of the Board of Directors present at a regular or special meeting of the Board of Directors, except:
 - a. as to those motions requiring more than a simple majority vote in accordance with Robert's Rules of Order; or
 - b. as specified otherwise in these bylaws.
3. Abstentions shall be counted as negative votes for the purposes of determining whether a required majority requires affirmative votes greater in number than one-half (1/2) of the qualified votes present.
4. The vote shall be deemed tied when the number of affirmative votes is exactly one half (1/2) or other designated fraction (as specified by the exceptions under Section 5.3.3.2 of this Article) of the number of qualified voters present. In the event of a tie, the vote of the Chair shall determine the issue. The Chair shall not vote except when a tie exists.
5. A member may be disqualified on a specific item of business only for specific cause (e.g. conflict of interest). In such case the disqualified member shall not be counted as present for purposes of quorum or voting (as described in Sections 5.3.3.1 through 5.3.3.4 of this Article) for that item of business only. A two thirds (2/3) majority vote shall be required to disqualify a member, and the member in question shall vote on the disqualification motion.
6. Proxy and/or absentee votes are not allowed.

5.4 NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

1. Nominating Committee

- a. By no later than its regular June meeting, the Board of Directors shall elect a Nominating Committee consisting of seven (7) members, of which no more than three (3) shall be members of the Board of Directors.
- b. The members of the Nominating Committee must be members in good standing of the Congregation.
- c. The Nominating Committee shall elect a chairperson from among its members.
- d. Members of the Nominating Committee shall not be prohibited from being nominated as Officers or Directors.
- e. At least two (2) months prior to the Annual Meeting, the Nominating Committee shall submit to the Secretary written nominations of one (1) candidate for each Office and Directorship to be elected. If a vacancy arises with an effective date of February 1, the nominating committee shall nominate a replacement to fill the remainder of the vacant term. For vacancies which arise with effective dates other than February 1, the procedure in Section 5.4.2.i below applies.

2. Election of Officers and Directors

1. The term of each Officer and Elected Director is two (2) years. In the year the President is elected, four (4) other Officers and six (6) additional directors shall be elected, for a total of eleven (11) positions elected. The remaining eleven (11) positions, consisting of five (5) Officers and six (6) additional directors, shall be elected for terms beginning on the second year of the presidency. The officers to be elected with the President and in alternate years are listed in Section 6.1.7 below.

2. Other candidates can be nominated, with their consent by any member of the Congregation in good standing.
3. All candidates must be members in good standing of the Congregation. They must also have been a member of the Congregation for at least one (1) year prior to the time that they take office. Any nominee for President must have served a term on the Board of Directors.
4. At least thirty (30) calendar days prior to the Annual Meeting the Secretary shall arrange to notify the membership of the time and place of the Annual Meeting and the proposed slate of Officers and Directors.
5. Fourteen (14) days prior to the Annual Meeting, the Secretary shall cause to be sent to the members of the Congregation a second notice which shall inform them of
 1. the time and place of the meeting,
 2. all candidates nominated, and
 3. the agenda of the Annual Meeting.
6. Nominations from the floor will be allowed at the Annual Meeting.
7. The election of Officers shall be conducted one at a time in the order in which they are listed in Section 6.1.1 of Article 6 below.
8. The election of the Additional Elected Members of the Board of Directors shall follow the election of Officers and shall be a group election. Each member of the Congregation who is eligible to vote may cast one (1) vote for each position slated for election. The candidates receiving the highest number of votes shall be elected.
9. In the event that a vacancy occurs on the Board of Directors (with the exception of the special members) the membership of the Congregation shall be sent notice that such vacancy exists. Eligible members interested in filling that vacancy shall apply to the Board of Directors by sending a notice to the President or Secretary. The Board of Directors shall elect a replacement from those applicants no sooner than fourteen (14) days nor more than forty-five (45) days after the Congregation has been notified of the vacancy. A replacement who fills a vacancy for an unexpired or full term is elected for the remainder of the unexpired or full term.
10. The terms of the new Officers and other Directors commence on the February 1st following election.

5.5 SUSPENSION

1. If a member of the Board of Directors has Congregation membership canceled or expelled, the position on the Board of Directors shall automatically be declared vacant.
2. If a member of the Board of Directors shall be absent from three consecutive regular Board of Directors meetings, the office shall be declared vacant at the third meeting. Such automatic vacancy may be overridden by two-thirds (2/3) of the Board of Directors present at the meeting.

5.6 RECALL OF DIRECTORS

1. Any elected officer or member of the Board of Directors may be recalled at a special Congregation meeting called for that purpose.
2. Such recall will require a two-thirds (2/3) vote of the members of the Congregation who are eligible to vote and who are present or who are represented by an absentee ballot at the meeting.

3. In the event that such a recall is successful, the vacancy procedures described in Section 5.4 of this Article will go into effect.

ARTICLE 6.0 - OFFICERS

6.1 OFFICERS

1. The Officers of the Congregation shall be:
 - a. President
 - b. Executive Vice-President
 - c. Financial Vice-President
 - d. Membership Vice-President
 - e. Administrative Vice-President
 - f. Education Vice-President
 - f. Ritual Vice-President
 - g. Secretary
 - h. Treasurer
 - i. Financial Secretary
2. No person can hold more than one (1) Office concurrently.
3. The President and Executive-Vice President cannot serve in the same Office for more than one term consecutively.
4. In filling vacancies for unexpired or full terms, a President or Executive Vice-President who fills a vacancy and has served more than half a term (one (1) year) is considered to have served a full term in that Office.
5. For the remaining Offices, a person cannot serve in the same Office for more than two (2) terms or four (4) consecutive years.
6. In filling vacancies for unexpired or full terms, an Officer who fills a vacancy and has served more than half a term (one year) is considered to have served a full term in that Office.
7. The Officers to be elected at the same time as the President shall be: Executive Vice-President, Financial Vice-President, Membership Vice-President, and Secretary. The other Officers shall be elected for the following year.

6.2 GENERAL DUTIES OF OFFICERS

1. All Officers of the Congregation shall:
 - a. assist the President in the discharge of their duties;
 - b. serve as the Executive Board liaison to selected committees, as assigned by the President;
 - c. as prescribed by the Personnel Policy and acting on behalf of the Board of Directors, for all staff members reporting to their position, prepare and maintain job descriptions and contracts, conduct annual performance reviews, and engage or discharge employees; and
 - d. have other powers and duties not inconsistent with these bylaws as may be prescribed from time to time by resolution of the Board of Directors.

2. In the event of the absence or disability of the President, the duties of the President shall be carried out by the next available Officer in the order in which they are listed in Section 6.1.1 of this Article above.

6.3 SPECIFIC DUTIES OF EACH OF THE OFFICERS

6.3.1 PRESIDENT

1. The President shall:
 - a. serve as the Chairperson of the Board of Directors;
 - b. preside at all meetings of the Congregation;
 - c. call the meetings of the Congregation and the Board of Directors, both at his or her discretion and when required by other provisions of these bylaws;
 - d. sign all legal documents for the Congregation pursuant to appropriate resolutions of the Board of Directors;
 - e. serve as an alternate for signing checks or vouchers in the absence or disability of the Financial Vice-President or Treasurer..
2. In matters of emergency requiring immediate expenditure of unbudgeted monies, the President may expend a total not to exceed five thousand dollars (\$5,000.00) between regular meetings of the Board of Directors. Such expenditure shall be reported to the Board of Directors at its next meeting.

6.3.2 EXECUTIVE VICE-PRESIDENT

The Executive Vice-President shall:

- a. perform any and all duties assigned by the President;
- b. be considered by the nominating committee to be the next nominee for President;
- c. sign all legal documents for the Congregation pursuant to appropriate resolutions of the Board of Directors;
- d. serve as an alternate for signing checks or vouchers in the absence or disability of the Financial Vice-President or Treasurer.

6.3.3 FINANCIAL VICE-PRESIDENT

The Financial Vice-President shall:

- a. serve as the chief financial officer of the Congregation;
- b. countersign all checks or vouchers together with the Treasurer consistent with the approved budget or special appropriation approved by the Board of Directors.

6.3.4 MEMBERSHIP VICE-PRESIDENT

The Membership Vice-President shall be responsible for the administration of membership programs of the Congregation.

6.3.5 ADMINISTRATIVE VICE-PRESIDENT

The Administrative Vice-President shall:

- a. be responsible for the administration of the Synagogue office; and
- b. be responsible for the establishment and maintenance of a calendar of all of the activities of the Congregation.

6.3.6 EDUCATION VICE-PRESIDENT

The Education Vice-President shall be responsible for the administration and coordination of educational programs of the Congregation.

6.3.7 RITUAL VICE-PRESIDENT

The Ritual Vice-President shall be responsible for the administration of ritual programs of the Congregation.

6.3.8 SECRETARY

The Secretary shall:

- a. keep an accurate record of the attendance at the meetings of the Congregation and the Board of Directors;
- b. keep an accurate record of the proceedings of the Congregation and the Board of Directors in a minutes book which shall be kept and made available for any member's inspection at the principal office of the Congregation;
- c. be responsible for the official tally of votes for all motions and elections;
- d. provide absentee ballots for eligible members upon request for specific motions or elections to be voted on at a Congregation meeting;
- e. provide for timely publication in the bulletin a statement of the resolutions, motions and votes thereon, and other substantive actions of each meeting of the Congregation and the Board of Directors;
- f. issue notices of all meetings of the Congregation and Board of Directors and provide an agenda of such meetings as required by these bylaws;
- g. carry out all correspondence as shall be required by the Board of Directors;
- h. maintain a current set of Policies of the Board of Directors; and
- i. maintain an accurate set of bylaws and the Articles of Incorporation of the Congregation at the principal office of the Congregation.

6.3.9 TREASURER

The Treasurer shall:

- a. be responsible for administering all accounts and notes payable of the Congregation;
- b. meet the financial obligations of the Congregation by disbursing checks or vouchers countersigned by the Financial Vice-President or as otherwise noted in these bylaws consistent with the approved budget or special appropriations approved by the Board of Directors;
- c. render a written financial statement to the Congregation for each Annual Meeting. This report shall include a Balance Sheet of assets and liabilities at the beginning and end of the reporting period, and an itemized list of income and disbursements by category for the period.

6.3.10 FINANCIAL SECRETARY

The Financial Secretary shall:

- a. receive and safely keep all funds of the Congregation and deposit them in the bank or banks that may be designated by the Board of Directors;
- b. be responsible for administering all receivable accounts and notes receivable of the Congregation;
- c. upon request, provide members of the Congregation with the latest version, including any changes, of the Financial Policy;
- d. keep an accurate record of all financial affairs (including special arrangements with members) regarding income of the Congregation;
- e. collect all dues, assessments, fees, and donations owed to the Congregation;
- f. send to each member a regular statement of that member's financial obligations to the Congregation;
- g. send written notification to members who are ninety (90) days in arrears that they are in danger of losing membership privileges;
- h. send written notification to members whose memberships are canceled; and
- i. inform the Membership Committee and Board of Directors of members who have had membership privileges-canceled.

6.4 EXECUTIVE BOARD

1. There shall be an Executive Board consisting of the following Nine (9) Officers of the Congregation: President, Executive Vice-President, Financial Vice-President, Membership Vice-President, Administrative Vice-President, Education Vice-President, Ritual Vice President, Secretary, and Treasurer.
2. Their duties shall be to meet monthly at least one (1) week before the regular Board of Directors meeting to plan the agenda of that meeting and to prepare recommendations to the Board on agenda items.
3. The Secretary shall send the planned agenda to each member of the Executive Board together with any significant action items to be discussed at the next meeting of the Board of Directors.
4. The Executive Board shall ensure the implementation of the decisions of the Board of Directors.

ARTICLE 7.0 – PULPIT

7.1 RABBI

1. The Pulpit of this Congregation shall be occupied by a Rabbi who is eligible for membership in the Rabbinical Assembly.
2. A Rabbi shall be selected by a two-thirds (2/3) majority of the members of the Congregation voting at a Congregation Meeting. Voting shall be by closed ballot.
3. A Rabbi may have his or her contract renewed or extended by two-thirds (2/3) of the members of the Congregation voting at a regular or special meeting of the Congregation. Notice of the time,

place and purpose of such a meeting must be sent to all members of the Congregation at least one (1) month prior to such a meeting.

4. The terms under which a Rabbi shall be selected or have his or her contract renewed or extended shall be determined by the Board of Directors.
5. The first such contract shall not exceed a period of three (3) years. The duration of any subsequent contract shall not exceed seven (7) years.
6. Under no circumstances shall a lifetime contract be extended to a Rabbi.
7. The Rabbi shall have the primary responsibility for implementing the religious and educational aims of the Congregation with the advice and guidance of the Board of Directors and any standing or special committee established to determine the views of the Congregation and the most effective way of discharging these duties.
8. Other duties shall be described in a job description as provided in Section 7.4 of this Article below.
9. The Rabbi shall enjoy freedom of the pulpit and shall have jurisdiction when engaged in religious activities. The use of the pulpit by other persons for sermons or for leading religious services shall require the approval of the Rabbi. In the event that the Rabbi is unavailable or notice that his or her contract is to be terminated has been given, the Board of Directors may grant such approval.
10. A Rabbi's Discretionary Fund shall be established in the name of the Congregation. Monies for this fund shall be obtained by voluntary contributions and shall be used by the Rabbi in his or her sole discretion for any charitable purpose not inconsistent with the purposes for which the Congregation has been established. The Rabbi shall administer this fund without the necessity of furnishing an accounting to any person or other entity except as may be required by law.

7.2 CANTOR

1. A Cantor shall be selected by a two-thirds (2/3) majority of the members of the Congregation voting at a Congregation Meeting. Voting shall be by closed ballot.
2. A Cantor may have his or her contract renewed or extended by two-thirds (2/3) of the members of the Congregation voting at a regular or special meeting of the Congregation. Notice of the time, place and purpose of such a meeting must be sent to all members of the Congregation at least one (1) month prior to such a meeting.
3. The terms under which the Cantor shall be selected or have his or her contract renewed or extended shall be determined by the Board of Directors.
4. The first such contract shall not exceed a period of three (3) years. The duration of any subsequent contract shall not exceed seven (7) years.
5. Under no circumstances shall a lifetime contract be extended to a Cantor.
6. The duties of the Cantor shall be described in a job description as provided in Section 7.4 below.
7. The Cantor shall be guided in the performance of his or her duties by the Rabbi and the Ritual Committee.

7.3 SEARCH COMMITTEE

1. When the need arises to search for a new Rabbi or Cantor, as defined in these bylaws, the Board of Directors may establish a Search Committee to seek and interview candidates and make a recommendation to the Board of Directors.
2. The President shall nominate a chairperson and all members of the Search Committee, subject to the approval of the Board of Directors.
3. If the search is for a Cantor, the Rabbi shall be a member of the Search Committee.
4. The Search Committee shall determine how it will solicit candidates, conduct interviews and make its recommendations to the Board of Directors.
5. The Board of Directors shall make the final decision about any proposed candidate and shall establish a Pulpit Committee to handle any contract negotiations with the candidate.

7.4 PULPIT COMMITTEE

1. A special Pulpit Committee shall be activated whenever required for contract or personnel negotiations with a Rabbi or Cantor, as defined in these bylaws. The Pulpit Committee shall not be a standing committee.
2. The Pulpit Committee shall consist of five persons, including:
 - a. The Ritual Vice-President, who shall chair the committee;
 - b. no fewer than two (2) and no more than three (3) members in total from the Executive Board;
 - c. no more than four (4) members in total from the Board of Directors;
3. The Pulpit Committee shall be approved by the Board of Directors.
4. In the event that the Ritual Vice-President is unable to serve, an alternate member of the congregation may be selected to chair the committee with the approval of the Board of Directors.
5. The Pulpit Committee shall make recommendations to the Board of Directors as to the terms of any initial contract to be offered to a Rabbi or Cantor, or the terms of any renewal or extension of any such contract.
6. The Pulpit Committee, and only the Pulpit Committee, shall act for the Congregation and the Board of Directors in face-to-face contract or personnel negotiations with a Rabbi or Cantor.
7. The Pulpit Committee may also be activated to negotiate disputes between the Congregation and any member of the Pulpit.
8. Three (3) of the members of the Pulpit Committee shall constitute a quorum.

7.5 TEMPORARY AND NON-CLERGY POSITIONS

The provisions of this Article 7 shall not apply to the hiring of ordained clergy for temporary, interim, or non-clergy positions by the Congregation.

ARTICLE 8.0 – COMMITTEES

8.1 STANDING COMMITTEES

8.1.1 CREATION OF STANDING COMMITTEES

1. The Board of Directors may establish such standing committees as may be required to conduct the business or advance the purposes of the Congregation, consistent with these bylaws.
2. Each standing committee shall have a charter approved by the Board of Directors which specifies the mission and tasks of the committee and a designated Executive Board position to serve as liaison.
3. The Board of Directors may vote to dissolve a standing committee.

8.1.2 CHAIRPERSONS OF STANDING COMMITTEES

1. At the first Board of Directors meeting of each new administration, the President shall nominate members of the Congregation to serve as chairpersons of all standing committees with the advice and consent of the Board of Directors.
2. In the event of a vacancy, the President shall appoint an acting chairperson to serve until a new chairperson can be approved by the Board of Directors.
3. Chairpersons shall be responsible for establishing their own committees. The President is an ex-officio member of any standing committee.
4. The chairperson shall report as requested to the Board of Directors on the activities of their committees.
5. The chairpersons shall be responsible for the preparation and submission of budget requests to the specified Executive Board Liaison.
6. The chairperson shall be responsible for ensuring that the committee expenditures reasonably follow the assigned budget. The chairperson shall report any significant actual or projected budget deviations to the Board Liaison in a timely manner.

8.1.3 ROLE OF EXECUTIVE BOARD LIAISON

1. The Executive Board Liaison assigned to a standing committee is responsible for overseeing committee activities to make sure they comply with Beth David bylaws, policies and procedures.
2. The Executive Board Liaison shall represent the interest of the committee in the budget process, shall work with the chairperson to monitor income and expenses, and shall report any significant actual or projected budget deviations to the Finance and Budget Committee in a timely manner.
3. The Executive Board Liaison may serve as the chair of the committee, may be a regular member of the committee, or shall be an ex-officio member of the committee.

8.2 FINANCE AND BUDGET COMMITTEE

1. The Board shall at all times have a Finance and Budget Committee consisting of the Financial Vice-President, who shall chair the committee, the Executive Vice-President, the Treasurer, the Financial Secretary and one other member who is not an Officer, who shall be appointed by the President with the approval of the Board of Directors.
2. In addition to those duties described elsewhere in these bylaws, the Finance and Budget Committee shall:

- a. establish and maintain a Financial Policy subject to the approval of the Board of Directors;
 - b. be responsible for an annual audit of the previous year's financial records of the Congregation during the first month of each fiscal year;
 - c. make special financial arrangements upon request for members who are experiencing financial hardship;
 - d. submit to the Board of Directors not later than its regular May meeting a proposed budget for the following fiscal year;
 - e. submit financial reports to the Board of Directors at every regular Board meeting according to the Reporting Schedule in the Financial Policy adopted by the Board of Directors;
 - f. and perform such other duties as may be assigned by the Board of Directors.
3. The President is an ex-officio member of the Finance and Budget committee.

8.3 AD-HOC COMMITTEES

1. The President may appoint chairpersons and establish ad-hoc committees as the President deems appropriate to accomplish specific tasks within a specified time frame consistent with these bylaws or the directions of the Board of Directors.
2. The President shall advise the Board of Directors of such appointments.

ARTICLE 9.0 - AUXILIARY ORGANIZATIONS AND ASSOCIATED GROUPS

9.1 AUXILIARY ORGANIZATIONS

1. The Congregation shall have such auxiliary organizations as shall from time to time be authorized in writing by the Board of Directors.
2. Only authorized auxiliary organizations are allowed to use the Congregation's tax identification number and benefit from the Congregation's tax exempt status.
3. The activities of all auxiliary organizations of this Congregation shall always be conducted in such a manner as will advance the objectives of the Congregation.
4. The bylaws and other regulations of all auxiliary organizations shall be consistent with the bylaws and policies of the Congregation and shall be subject to review by the Board of Directors.
5. The accounting records of all auxiliary organizations are subject to audit or review by an auditor selected by the Board of Directors as part of any audit or review of the financial records of the Congregation.
6. All officers of adult auxiliary organizations shall be members in good standing of the Congregation or dependents of members in good standing.

9.2 ASSOCIATED GROUPS

1. Any religious, educational, cultural, recreational, or social group wishing to become associated with and/or use the name of the Congregation must have the prior approval of the Board of Directors.
2. Use of the facilities of the Congregation for such groups is subject to the rules, regulations and fees approved by the Board of Directors.

ARTICLE 10.0 - PARLIAMENTARY PRACTICES

1. Robert's Rules of Order shall be the standard for parliamentary procedure in the Congregation in the absence of any other rule, procedure, or by-law about a particular situation.
2. The President shall appoint a Parliamentarian subject to the approval of the Board of Directors.
3. All questions of parliamentary procedure shall be referred to the Parliamentarian.

ARTICLE 11.0 – AMENDMENTS

11.1 GENERAL

1. These bylaws can only be adopted, amended, or repealed by the members of the Congregation as set forth in Section 11.2 of this Article below.
2. Sections 1.1 and 1.2 of Article 1.0 (Name, Objective, and Affiliation) may be changed, amended, or repealed only with the approval of two-thirds (2/3) of the members of the Congregation who are eligible to vote.

11.2 PROCEDURE

1. A proposal to adopt, amend, or repeal one or more articles of these bylaws or to introduce new articles may be submitted in writing to the Board of Directors signed by not less than ten (10%) per cent of the members of the Congregation who are eligible to vote.
2. A proposal to adopt, amend, or repeal one or more articles of these bylaws or to introduce new articles may be submitted by a majority of the members of the Board of Directors present at a regular or special Board meeting.
3. A special meeting of the Congregation may be called to consider and vote on the proposal. Such a meeting cannot be held in less than thirty (30) days after the presentation of such a proposal to the Board of Directors.
4. If no special meeting is held, the proposal must be placed on the agenda of the next Annual Meeting of the Congregation.
5. If at least two-thirds (2/3) of the members of the Congregation voting at a Congregation meeting favor the proposal, it shall be declared adopted.

11.3 REJECTED AMENDMENTS

A proposed amendment or any part thereof which has been rejected by the Congregation may not be re-submitted for consideration for ninety (90) days.

ARTICLE 12.0 - DEFINITIONS

1. Jewish Adult - Any adult is Jewish as defined by *Halacha* as interpreted by the [Mara D'Atra](#) (Rabbi).
2. Adult - A person is defined to be an adult if that person has reached their eighteenth (18th) birthday.
3. Dependents - Dependents are defined as either:
 - a. A member's children under the age of twenty six (26); or

- b. Other individuals who are primarily dependent upon a member(s) for their financial support or physical well-being.
- 4. Synagogue - Refers to the sanctuary used by the Congregation for divine worship and the education facilities required by the Congregation, including facilities rented for those purposes. This also refers to the grounds owned by the Congregation.
- 5. Financial Obligations - A financial obligation comes into existence at the time that it is billed to the member and appears on the regular statement which is distributed by the Financial Secretary. The timing of such obligations will be established according to guidelines established in the Financial Policy.
- 6. Notice - Except where written notice by regular mail is specifically required, members may elect to receive notices required to be sent under the provisions of these bylaws electronically (e.g., via email). Such election may be changed at any time by providing notice to the Secretary of the Congregation of the desired change. If electronic delivery is not elected, notice shall be sent by regular mail.