

BYLAWS OF SHAARE TORAH (שערי תורה)

As Amended at the 2006 Annual Meeting

PREAMBLE

The purpose of this Congregation shall be to establish and maintain a Synagogue and such educational, religious, social and recreational activities as will help further the cause and objectives of its members and of Conservative Judaism.

ARTICLE I Affiliation

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

ARTICLE II Membership

Section 1. Any person of the Jewish faith, 18 years of age or older, shall be eligible to become a member.

Section 2. There shall be four classes of membership:

a) **Individual Membership.** Such membership shall be extended to individuals. An individual member shall be entitled to all membership privileges and one vote.

b) **Family Membership.** Such membership shall be extended to married couples (provided each spouse is eligible for membership) or to individuals with dependent Jewish children. Family membership shall entitle each member to all membership privileges and each member shall be entitled to one vote.

c) **Honorary Membership.** Such membership shall be conferred upon the Rabbi and Cantor of the Congregation, together with

their spouses, and may be conferred upon other deserving Jewish persons. Each honorary member shall be entitled to all membership privileges except the right to make motions and the right to vote.

d) **Special Memberships.** Such memberships may be established from time to time by the Executive Board for special or unique circumstances which may present themselves to the Congregation.

Section 3. Application for membership shall be made in writing to the Membership Committee, which shall report on each application to the Executive Board. The Executive Board shall vote upon admission at its next meeting thereafter. A majority vote shall elect to membership, and a person so elected shall be a member of the Congregation upon payment of dues as prescribed in these bylaws.

Section 4. A member may be suspended from all privileges and offices or expelled from membership by a two-thirds vote of the Executive Board for any one of the following reasons:

a) Failure to pay dues or other assessments for a period of more than one year;

b) Renunciation of Judaism;

c) Repeated violations of the rules and regulations of the Congregation.

Prior to suspension or expulsion, a member shall be provided written notice of intention to suspend or expel which includes a time set for a hearing on the proposed suspension or expulsion. Such notice shall be given not less than fifteen days before and not more than thirty days before the date fixed for a hearing. Suspension or expulsion by the Executive Board for failure to pay dues or

assessments, or for renunciation of Judaism, shall be final. Suspension or expulsion by the Executive Board for violations of the rules and regulations of the Congregation may be appealed, at the sole discretion of the member subject to suspension or expulsion, to the membership of the Congregation. Upon written request by said member, the President shall call a meeting of the Congregation at which the Board action shall be subject to approval by written ballot.

Section 5. Application for special consideration as to the payment of dues and/or other assessments shall be made in writing to the Variance Committee, the decisions of which shall be final. Such special consideration may be granted by the Variance Committee only for the fiscal year for which application is made. Application for such special consideration may be made each fiscal year and the Variance Committee shall not be bound by previous decisions.

Section 6. A member shall be in good standing if all dues and assessments have been paid in accordance with the rules and regulations established by the Finance Committee or, if applicable, in accordance with terms set by the Variance Committee. The Treasurer shall determine the standing of members.

ARTICLE III Privileges of Membership

Section 1. Members in good standing shall have the following privileges:

a) To attend all meetings of the Congregation, the Executive Board, and committees, with the exception of Executive Sessions of the Executive Board and meetings of the Variance Committee;

b) To speak, to make motions, and to vote at all meetings of the Congregation;

c) To hold office in the Congregation and to serve on committees;

d) To participate in religious worship at all religious services conducted by the Congregation, subject to rules and regulations which may be established by the Executive Board;

Section 2. Family members in good standing shall have the privilege of enrolling their children in the Religious School of the Congregation, subject to any rules and regulations which may be established by the Executive Board.

Section 3. The privileges of special members shall be determined by the Executive Board at the time of election to membership.

ARTICLE IV Dues

Section 1. Membership dues shall be fixed by the Finance Committee, subject to the approval of the Executive Board, and shall be payable in a manner prescribed by rules and regulations of the Finance Committee and approved by the Executive Board.

Section 2. Newly elected members shall be assessed dues for the year in which they join according to a schedule set by the Finance Committee and approved by the Board of Directors.

Section 3. Honorary members shall not be subject to membership dues.

Section 4. The fiscal year shall be from July 1 to June 30.

Section 5. A member expelled for failure to pay dues or other assessments and who makes application for reinstatement, may be so reinstated by majority vote of the Executive Board and upon payment of all arrears.

ARTICLE V Officers

Section 1. The officers of the Congregation shall be a President, a First Vice President, a Vice President for Religious Life, a Vice President for Education, a Vice President for Membership and Community Development, a Vice President for Operations, a Vice President for Finance and Fund Raising, a Vice President for Leadership Development, a Vice President for Tikkun Olam, a Vice President for Communications, a Treasurer, a Secretary, and a number of Trustees as determined in Section 3 of this Article. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Congregation.

Section 2. In the absence of the President, the First Vice President shall carry out all duties of the office of President.

Section 3. The Trustees shall number at least ten percent (10%) of the members exclusive of other officers, but in no case less than four or more than twenty-one individuals.

Section 4. The Executive Board shall elect a Nominating Committee of three or more members no later than at its first meeting in March of each year. It shall be the duty of this committee to nominate candidates for the offices to be filled at the upcoming annual meeting. The Nominating Committee shall prepare a report and arrange for it to be mailed to the Congregation membership at least fourteen days prior to the annual meeting. The Nominating Committee shall also present its report at the annual meeting. Before the election at the annual meeting, additional nominations from the floor shall be permitted.

Section 5. Any candidate for the position of President shall have served at least one term as an officer other than Trustee.

Section 6. Officers other than Trustees shall be elected by ballot to serve for one year or until their successors are elected. Trustees shall be

elected by ballot to serve for three years or until their successors are elected. The term of office for all officers shall begin at the close of the annual meeting at which they are elected. The terms of office for Trustees shall be staggered so that approximately one-third of the Trustees are elected each year.

Section 7. No member shall hold more than one office at a time, no Trustee shall be eligible to serve more than two consecutive terms in the same office, and no other officer shall be eligible to serve more than three consecutive terms in the same office.

Section 8. In the event of the death, resignation, or incapacity of any officer other than the President, a successor shall be elected by the Executive Board to fill the vacancy for the unexpired term. In the event of the death, resignation, or incapacity of the President, the First Vice President shall become President and a new First Vice President shall be elected by the Executive Board to fill the vacancy for the unexpired term.

ARTICLE VI Meetings

Section 1. The annual meeting of the Congregation shall be held during the month of May or June of each year, on such day as the President may designate. Notice of the annual meeting shall be given in writing, by mail, to all members of the Congregation, directed to their addresses as they appear on the books of the Congregation, and sent not less than fourteen days prior to such meeting. The annual meeting shall be for the purpose of electing officers, receiving reports of officers and committees, approving the budget for the following year, and for any other business that may arise.

Section 2. Special meetings of the membership of the Congregation may be called by the President or upon any twenty-five members in good standing petitioning the President to call a special

meeting. In the event that the President fails to call such meeting within five days after requested in writing to do so, any other officer may call such meeting. Notice of the special meeting shall be given in writing, by mail, to all members of the Congregation, directed to their addresses as they appear on the books of the Congregation, and sent not less than seven days prior to such meeting. The notice shall declare the purpose for which the special meeting is to be held. No other business shall be transacted at such special meeting other than that set forth in the declaration of purpose referred to above.

Section 3. Twenty-five members or one quarter of the total membership, whichever is less, shall constitute a quorum.

Section 4. All voting shall be done by show of hands unless otherwise provided for in these bylaws.

ARTICLE VII Executive Board

Section 1. The officers of the Congregation, including the Trustees, and the immediate past three Presidents of the Congregation, if they remain members in good standing of the Congregation, shall constitute the Executive Board. The Presidents of Men's Club and Sisterhood and the Pre-School Chair each shall be ex-officio members of the Executive Board with full voting rights, upon constitution of these auxiliary organizations. The President of the Congregation shall serve as Chair of the Executive Board and the Recording Secretary of the Congregation shall serve as Secretary of the Executive Board. The rabbi shall be an ex-officio member of the Executive Board, without the right to vote.

Section 2. The Executive Board shall have general supervision of the affairs of the Congregation between meetings of the Congregation, fix the date, hour, and place of meetings of the Executive Board, make

recommendations to the Congregation, and shall perform such other duties as are specified in these bylaws.

Section 3. The Executive Board shall make such rules and regulations, consistent with these bylaws, as they may deem advisable for the proper conduct of their meetings and for the furtherance of the general purposes of the Congregation.

Section 4. The Executive Board shall have authority to enter into all contracts subject to annual budget approval with discretion to vary ten percent (10%) of the affected expense category from budget.

Section 5. The Executive Board shall have the power to enter into contracts on behalf of the Congregation, provided that each such contract not exceed \$10,000 or one twentieth of the total annual budget, whichever is less.

Section 6. The Executive Board may authorize the employment of such persons to become part of the Congregation staff as it may deem necessary and shall determine the terms, compensation and duties of such employment.

Section 7. Unless otherwise ordered by the Executive Board, regular meetings of the Executive Board shall be held each month from September to June, inclusive. Special meetings of the Executive Board may be called by the President and shall be called upon the written request of three members of the Executive Board.

Section 8. The Executive Board may meet in Executive Session for any or all of the following reasons:

a) To protect the personal privacy of Congregation members, including but not limited to issues of suspension or expulsion;

b) To deal with matters relating to discipline of officers or other personnel of the Congregation;

c) To deal with issues involving anticipated or ongoing litigation, for which the Executive Board finds that meeting in Executive Session is required to protect the interests of the Congregation;

d) To deal with issues involving contract negotiations.

The Executive Board has the authority to limit attendance at Executive Session meetings through the adoption of appropriate rules and regulations in accordance with Section 3 of this Article. An Executive Session must be called by the President upon written petition by three or more Executive Board members or upon a majority vote of the Executive Board at a regular or special meeting. The reasons for calling an Executive Session must be documented in the records of the Congregation, and no matters other than those for which the Executive Session was approved may be discussed or acted upon.

Section 9. Any officer of the Congregation (including any Trustee) not attending three or more consecutive regular meetings of the Executive Board, without a valid reason (i.e., an extended illness, temporary work-related transfer, or a reason approved by the remaining majority), or not maintaining “good standing” (as defined by the Congregation) may be removed from office by a two-thirds vote of the remaining members of the Executive Board.

ARTICLE VIII Rabbi

Section 1. The pulpit of the Congregation shall be occupied by an ordained rabbi. The rabbi shall perform the duties prescribed by these bylaws and, to the extent they are consistent with these bylaws, by the Guide to Congregational Practices of the United Synagogue of Conservative Judaism.

Section 2. The rabbi shall be elected by the Congregation at an annual meeting, or at a special

meeting called for that purpose, upon the recommendation of the Executive Board.

Section 3. The terms under which the rabbi shall be elected shall be determined by the Congregation upon the recommendation of the Executive Board.

Section 4. The rabbi shall perform such other duties as may be prescribed by the Executive Board.

ARTICLE IX Cantor

Section 1. The cantor shall be elected by the Congregation at an annual meeting, or at a special meeting called for that purpose, upon the recommendation of the Executive Board. The cantor shall perform the duties prescribed by these bylaws and by the Guide to Congregational Practices of the United Synagogue of Conservative Judaism.

Section 2. The terms under which the cantor shall be elected shall be determined by the Congregation upon the recommendation of the Executive Board.

Section 3. The cantor shall perform such other duties as may be prescribed by the Executive Board.

ARTICLE X Committees

Section 1. There shall be a Finance Committee composed of the Vice President for Finance and Fund Raising, the Treasurer, and at least seven other members. The committee shall:

a) Review the financial operations of the Congregation quarterly and report its findings to the Executive Board;

b) Seek input on budget requirements from all standing and special committees and auxiliary

organizations, prepare a proposed budget for the following fiscal year, submit the proposed budget to the Executive Board no later than two board meetings prior to the annual meeting, and report on the proposed budget at the annual meeting;

c) Establish a proposed dues structure and associated rules and regulations for payment of dues, and submit these proposals to the Executive Board for approval;

d) Recommend to the Executive Board ways and means of raising revenue for the operation of the Congregation.

Section 2. There shall be a Membership Committee composed of the Vice President for Membership and Community Development, the Treasurer, and at least three other members. The committee shall:

a) Be responsible for the attainment of the membership growth goals of the Congregation;

b) Seek to attract and retain members;

c) Develop rules and procedures for application to membership;

d) Receive applications for membership, investigate such applications, and present them for appropriate action to the Executive Board;

e) When the occasion arises, initiate action for the suspension or expulsion of members of the Congregation.

Section 3. There shall be a Variance Committee composed of the Treasurer and the Vice President for Membership and Community Development or his/her designee. The committee shall:

a) Formulate all necessary and appropriate rules, regulations, and guidelines in connection with special consideration as to the payment of

dues and/or other assessments, and submit same for approval of the Executive Board;

b) Receive applications by members for special consideration as to the payment of dues and/or other assessments;

c) Considering each application on a case-by-case basis, adjust membership dues or other assessments, adjust terms of payment, or make other arrangements, as the committee decides is appropriate, based on the need of the member(s) making application and in a manner consistent with approved guidelines;

d) Maintain the confidentiality of its records and decisions.

Section 4. Such other committees, standing or special, shall be appointed by the President as the Congregation or the Executive Board shall from time to time deem necessary to carry on the work of the Congregation. The President of the Congregation shall be ex officio a member of all committees except the Nominating Committee.

Section 5. Except as provided for elsewhere in these bylaws, the chairs of all standing committees of the Congregation shall be appointed by the President promptly after each annual meeting. The committee chairs shall then submit a roster of committee members to the President for approval. In the event of a vacancy in the chair of a committee, the President shall appoint a successor; in the event of any other vacancy in a committee, the chair of the committee shall appoint a successor subject to the approval of the President.

ARTICLE XI

Auxiliary Organizations

Section 1. The Congregation shall have such auxiliary organizations as shall from time to time be authorized and constituted by the Executive Board.

Section 2. The activities of all auxiliary organizations of the Congregation shall always be conducted in such a manner as will advance the best interests of the Congregation.

Section 3. The bylaws and other regulations of all auxiliary organizations shall be consistent with these bylaws and with policies set by the Congregation.

Section 2. An amendment which has been rejected by the Congregation may not be resubmitted for the consideration of the Congregation unless twelve months have elapsed since the time of such rejection.

ARTICLE XII Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Congregation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Congregation may adopt.

ARTICLE XIII Amendments

Section 1. These bylaws may be amended in the following manner:

a) Any amendment shall be submitted in writing to the Executive Board, signed by not less than ten members of the Congregation;

b) The Executive Board shall consider such proposal at its next meeting;

c) Within thirty days after consideration of the proposal by the Executive Board, the President shall call a meeting of the Congregation to consider and vote on the proposal, a copy of the proposal being included in the meeting notice;

d) At such meeting, a report shall be submitted on the recommendation of the Executive Board as to action to be taken;

e) A two-thirds vote by ballot shall amend these bylaws.