

**THE
CAPE COD SYNAGOGUE**

BYLAWS

April 18, 2019

ARTICLE I - NAME AND PURPOSE

SECTION 1. This Congregation, located in Hyannis, Massachusetts, shall be known as The Cape Cod Synagogue.

SECTION 2. This Congregation has been organized to provide for its members an appropriate means for religious worship and the expression of the ideals and faith of Judaism; to afford religious education to the children of members of the Congregation; to afford facilities for adult education of its members; to stimulate fellowship in the Jewish Community; and to promote the welfare of our fellow Jews. It shall be the goal of this Congregation to promote the development of its Jewish soul, strengthening the Jewishness of its members through study, worship and deeds of loving-kindness.

SECTION 3. This Congregation to the fullest extent possible, while still subject to the rules and regulations of the Board of Trustees, shall hold its house of worship open to all persons who wish to participate in and contribute to the purposes of this Congregation. The Congregation will not discriminate in its membership or hiring on the basis of race, gender or sexual orientation.

SECTION 4. The congregation is and shall continue to be a member of the Union for Reform Judaism (URJ), shall meet its financial obligations to the URJ, and shall observe and be bound by the constitution and bylaws of the URJ.

ARTICLE II - PRACTICES

SECTION 1. The Congregation shall follow the principles and practices of Reform Judaism as interpreted by the Central Conference of American Rabbis and the Union for Reform Judaism, and as approved by the Board of Trustees of this Congregation.

ARTICLE III - MEMBERSHIP

SECTION 1. *Eligibility:* Any adult person of the Jewish faith and his or her spouse or life partner shall be eligible and may be accepted to membership in the Congregation. For the purposes of this Article, an adult shall be a person who is eighteen years of age or older.

SECTION 2. *Unit of Membership:* The unit of membership shall be the individual, or in the case of a married persons or life partners, the spouses or life partners and all children who are both unmarried and dependent, to be known as a family membership. All questions of who is "dependent" shall be determined by the Board of Trustees. Individual and family members are also referred to in these Bylaws as "Member."

SECTION 3. *Voting:* Each member, except a family member, shall be entitled to one vote. In the case of a family membership, the spouses or life partners shall each have one vote. There shall be no voting by proxy.

SECTION 4. *Dues and Assessments*: A member shall pay such annual dues and such assessments, to include an assessment for the Building and Maintenance Fund of the Congregation, as shall be determined by the Board of Trustees and/or its duly appointed committee. The Board of Trustees shall establish a procedure whereby a member or applicant for membership may seek an adjustment in such annual dues or such assessments.

SECTION 5. *Delinquent Members*: A member in arrears for six months may, on the vote of the Board of Trustees, be suspended from membership after 30 days' notice in writing, to be sent to the member by certified mail to the last address on record in the books of the Congregation. Upon suspension, all rights and privileges of the suspended member in the Congregation shall cease. Any member suspended from membership may apply for reinstatement by applying to the Board of Trustees and making payment in full of all moneys in arrears, plus any additional assessments which may be levied.

SECTION 6. *Rights and Privileges of Membership*: A member *in good standing* in the Congregation shall be entitled to the following rights and privileges:

- (a) the right to vote at all meetings of the Congregation, as provided in Section 3 of this Article
- (b) enrollment of the member's children in the Religious School of the Congregation subject to the rules and regulations of the Religious School Committee, and the preparation of such children for *Bar/Bat Mitzvah* and Confirmation in the house of worship of the Congregation; and each such child, when determined by the Rabbi and Religious School Committee to be so prepared, is entitled to become *Bar/Bat Mitzvah* or confirmed, as the case may be.
- (c) seats in the House of Worship of the Congregation at all times, subject always to regulations established by the Board of Trustees.
- (d) participation in all the activities held under the auspices of the Congregation and its affiliated bodies.
- (e) eligibility for election as an Officer or Trustee of the Congregation, except that a member not of the Jewish faith shall not be so eligible.
- (f) burial from the congregation's house of worship, except that a member not of the Jewish faith shall not be so eligible.

SECTION 7. Associate Membership:

- (a) Any current paid-up regular member of a Jewish Congregation in his or her present or previous place of regular residence who wishes to become an Associate Member of The Cape Cod Synagogue may apply to the Board of Trustees for election to Associate Membership in the same manner applicable to regular membership.
- (b) Any question concerning the status of the Congregation in which current membership is held will be resolved by the Board of Trustees in consultation with the Rabbi.
- (c) Such Associate Member when elected will pay such annual dues and assessments (if any) as may be prescribed by the Board of Trustees.
- (d) The Board of Trustees shall establish a method to verify the membership status at other congregations of applicants for Associate Membership, and of current Associate Members.
- (e) Associate Membership will entitle such member in good standing to:
 - (1) Participation in Worship Services.
 - (2) All privileges of regular membership except as otherwise provided for herein.
 - (3) Seats at High Holiday Services subject, however, to such priorities and prices as are established from time to time by the Board of Trustees. Determination by the Board of Trustees concerning High Holiday seats will be at the sole discretion of the Board of Trustees.
- (f) Associate Membership will not entitle such member to:
 - (1) Vote at meetings of the Congregation.
 - (2) Enroll children in the Religious School unless specifically authorized by the Board of Trustees.
 - (3) Nomination or election to the Board of Trustees.
 - (4) Burial from the congregation's house of worship.

SECTION 8. The Board of Trustees may from time to time establish other categories of membership as they may deem advisable in the interest of the Congregation.

ARTICLE IV - BOARD OF TRUSTEES

SECTION 1. The Congregation shall have a Board of Trustees which shall include the Officers of the Congregation and no fewer than nine (9) and no more than twelve (12) Trustees elected by the Congregation. The immediate past President of the Congregation shall be a voting member of the Board of Trustees. Members of the Congregation who are elected members of the North American Board of the Union for Reform Judaism or the national Board of Women of Reform Judaism shall be non-voting members of the Congregation's Board of Trustees.

- (a) The President of the Sisterhood and the President of the Youth Group, notwithstanding any other section, article or provision of these Bylaws to the contrary, except Sub-paragraph (b) of this section, shall be entitled to hold office as, and shall assume all duties of, voting members of the Board of Trustees.
- (b) In the event that the President of Sisterhood or the President of the Youth Group is not a member of the Congregation, then in order that such affiliated organization be represented on the Board of Trustees, each organization, as the case may be, will designate from its organization a member of the Congregation to serve as such Trustee during the period of such incumbency.

SECTION 2. Honorary Life Trustees may be elected by the Board of Trustees with all the rights and privileges of a Trustee, but without the responsibilities imposed by Section 7 of Article VI. Any member of the Congregation in good standing is eligible to be elected an Honorary Life Trustee for unusual service to the Congregation or to Judaism.

SECTION 3.

- (a) The Board of Trustees shall have complete control of all the property as well as all the affairs of the Congregation, except as herein otherwise stated.
- (b) The Board shall meet monthly on a regular basis, at least nine times during each fiscal year of the Congregation, such meetings to be scheduled at least five days' prior thereto. In the event a vote is needed by the Board prior to the next meeting of the Board, the Board may communicate through phone conference, video conferencing, email or other electronic means for purposes of disseminating information pertaining to a time-sensitive matter and voting thereon.
- (c) At the Annual Meeting of the Congregation, the Board shall submit to the members a budget of income and expenses for the ensuing fiscal year, which budget shall be subject to

approval in its entirety (and not as individual items) by a majority of the members attending and voting. The said budget shall be delivered to members with the notice of the meeting required by Article X.

- (d) They shall be empowered to fix membership dues and assessments, to admit new members in compliance with these Bylaws, and to receive and act upon all resignations of members, it being provided, however, that no resignation shall be accepted from a member who is in arrears without special cause.
- (e) They shall have the power to expel members who fail to comply with the Bylaws, or who are in arrears in their payment of dues or assessments as herein provided.
- (f) All duly authorized contracts and other legal documents of the Congregation shall be signed by and in behalf of the Congregation by the President.
- (g) A majority of the officers and Trustees in office shall constitute a quorum at meetings of the Board of Trustees.
- (h) The vote of a majority of those qualified and present shall be necessary to carry any motion at the meetings of the Board of Trustees.

SECTION 4. The Board of Trustees shall determine the suitability and conditions of acceptance of all gifts and donations to the Congregation or to any committee or division thereof.

SECTION 5. There shall be an Executive Committee of the Board of Trustees, composed of the elected officers, the immediate past President of the Congregation, and the Rabbi. The Executive Committee shall meet prior to each meeting of the Board of Trustees. No formal actions may be taken by the Executive Committee, unless specifically charged and authorized to do so by the Board of Trustees. The Executive Committee shall function as an informal advisory group for the President and assist in preparation of the agenda for the next scheduled Board of Trustees meeting.

ARTICLE V - NOMINATIONS AND ELECTIONS

SECTION 1. *Nomination of Officers and Trustees:* Nominations of all Officers and Trustees shall be made by a Nominating Committee, appointed by the President with the consent of a majority of the Board of Trustees, to consist of five members of the Congregation as follows:

- (a) One member of the said Nominating Committee shall be selected from those on the Board of Trustees whose terms of office do not expire at the next ensuing election.
- (b) Four members of the said Nominating Committee shall be selected from the membership of the Congregation at large, provided, however, that at least two of the said committee members must be selected from among those members of the Congregation who are not current members of the Board of Trustees.

SECTION 2. *Number of Nominations:* The slate of nominees shall consist of one nomination for each position to be filled.

SECTION 3. *Filing and Notice of Nomination by the Nominating Committee:* Nominations by the Nominating Committee shall be reported to the Board of Trustees, and notice of said nominations must be sent to the Congregation at least seven (7) calendar days prior to the election.

SECTION 4. *Other Nominations:* There shall be no nominations from the floor at the annual meeting or special meeting called for the purpose of elections.

SECTION 5. *Elections:* Officers and Trustees shall be elected at the annual meeting or a special meeting called for the purpose of elections by majority vote of the eligible members present and voting. Elections shall be by closed ballot, if requested by any voting member and approved by the majority of the voting members present.

ARTICLE VI - OFFICERS AND TRUSTEES

SECTION 1.

- (a) *Officers:* The Officers of the Congregation shall be a President, a First Vice-president, a Second Vice-president, a Treasurer, a Financial Secretary, and a Recording/Corresponding Secretary. There may also be an Assistant Financial Secretary as determined by the Board of Trustees, who shall share the duties of the Financial Secretary.
- (b) *Trustees:* There shall be no fewer than (9) and no more than twelve (12) elected Trustees.
- (c) *Terms of office:* Officers shall be elected to two-year terms. Trustees shall be elected to three-year terms, except that a Trustee or Trustees may be elected for terms of less than three years when filling a vacancy by a Trustee who did not complete a full term.

- (d) *Limitations:* Except as provided in this paragraph, the President may not hold that office for more than one full term. All other Officers and Trustees shall be eligible to hold their respective positions for a maximum of two successive full terms. A person may again serve in a formerly held office or trusteeship provided that at least one year has elapsed since he or she last held the same position. Service as an Officer or Trustee prior to the fiscal year beginning in 1998 shall not be considered in application of this subsection.
- (e) *Vacancies:*
- (i) If the office of President becomes vacant due to resignation, removal, incapacity or death, the First Vice-president shall assume the office of President. If the office of First Vice-president becomes vacant for any reason, including succession to another office pursuant to this section, the Second Vice-president shall assume the vacant office. In the event of a vacancy in any other office, including that of a Trustee or a Vice-president for whom there is no successor Vice-president, the President shall declare the position vacant.
- (ii) The President shall then instruct the Nominating Committee to meet for the purpose of recommending to the Board of Trustees a person qualified to fill the vacant office(s). The Board of Trustees, by majority vote, shall accept the recommendation of, or shall return the matter to, the Nominating Committee.
- (iii) Any person so appointed to fill a vacant office under this subsection shall serve in that position until the next annual meeting of the Congregation, at which time, if the original term of office shall not have been completed, the Nominating Committee shall include in its slate of nominees under Article V, a nomination for election to the remainder of such term of office.
- (iv) Persons appointed or elected to fill remainder of a term of office under this subsection shall, notwithstanding any other provision of these Bylaws, be eligible for reelection to office without regard to the partial term so filled.

SECTION 2. *Duties of the President.* The President shall preside at all meetings of the Congregation and Board of Trustees; shall enforce the Bylaws; and shall sign all official documents. It shall be his or her duty to:

- (a) Decide all questions of order.
- (b) Appoint such committees as may from time to time be required, except as otherwise provided.
- (c) Call a special meeting of the Board of Trustees, upon receipt of a request signed by at least two-thirds (2/3) of the members of the Board of Trustees. The request shall state the subject matter to be brought before the Board of Trustees.
- (d) Call a special meeting of the Congregation whenever twenty-five (25) members in good standing shall make a written request for same, setting forth the purpose of such meeting. On the refusal or failure of the President to act within ten days after the receipt of such request, a Vice-President, or in their absence or refusal, the Treasurer, shall call such meeting.
- (e) Call a special meeting of the Congregation or Board of Trustees, whenever, in his or her opinion, necessity therefor exists.
- (f) Appoint a Custodian of all valuable documents and records of the Congregation, and to see that they are delivered at the expiration of his or her term to his or her successor in office.
- (g) Appoint the representatives from the Congregation, with the advice and consent of the Board of Trustees, to all bodies wherein the Congregation may be entitled to representation, and where such representation shall be desirable.
- (h) Appoint, as soon as possible after the first meeting of the Board of Trustees, the chairs of standing committees.
- (i) Present a written report to the Congregation at its annual meeting of the status and affairs of the Congregation.
- (j) Sign checks in the absence of or the inability of the Treasurer to perform this duty.
- (k) Obtain legal advice when deemed necessary.
- (l) At the first meeting of the Board of Trustees after the election of officers and Trustees, obtain a vote of the Board of Trustees designating those persons authorized to sign on and issue instructions relating to the accounts of the Congregation at financial institutions.

- (m) Appoint one or more members to arrange for an annual audit of the financial records of the Congregation.

SECTION 3. *Duties of the Vice-presidents:*

- (a) The Vice-Presidents in their order shall, in the absence or temporary inability of the President, assume all of the duties and responsibilities incumbent upon the President.
- (b) In addition to the foregoing duties and responsibilities, each Vice-president will become familiar and conversant with the duties and responsibilities of the President. Each Vice-president will be designated by the President to stand in the role of advisor, liaison, and consultant to such Committees as the President shall deem desirable.

SECTION 4. *Duties of the Treasurer:* It shall be the duty of the Treasurer to:

- (a) Account for all funds of the Congregation. All such funds shall be deposited in the name of the Congregation in any banking institution whose deposits are insured by the United States Government or an agency thereof, or used to purchase notes or bonds or other evidences of indebtedness either issued by the United States Government or insured by the United States Government or agency thereof, or Israel Government Bonds, all of the foregoing as approved by the Board of Trustees, and the Board of Trustees shall name the bank or banks into which all moneys are to be deposited. The Treasurer shall be bonded.
- (b) Disburse funds, sign checks, and pay all orders approved by the Board of Trustees drawn upon the funds in his or her hands.
- (c) Maintain and keep full and accurate records of all moneys, receipts, and disbursements of the Congregation, and to make a written monthly report to the Board of Trustees and a written annual report to the Congregation on the condition of the treasury. These reports shall be available at all congregational meetings.
- (d) Attend the meetings of the Budget and Finance Committee, of which he or she shall be a voting member, and have the books and accounts ready for settlement at the expiration of his or her term.
- (e) Deliver, at the expiration of his or her term, to his or her successor when duly qualified, all money and other property of the Congregation in his or her custody, and all books,

papers, and electronic records pertaining to his or her office which may be in his or her possession.

- (f) Review and supervise at least annually all insurance of the Congregation.

SECTION 5. *Duties of the Financial Secretary*: It shall be the duty of the Financial Secretary to:

- (a) Keep a register giving the names of all members of the Congregation with complete data as to their membership.
- (b) Keep a correct account between the Congregation and its members, make out and mail all bills for dues and other charges, and supervise the collection thereof.
- (c) Deposit promptly all moneys collected and report same to the Treasurer. The Financial Secretary shall be bonded.
- (d) Deliver, at the expiration of his or her term, to his or her successor, when duly qualified, all money and other property of the Congregation in his or her custody, and all books papers, and electronic records pertaining to his or her office which may be in his or her possession.

SECTION 6. *Duties of the Recording and Corresponding Secretary*: It shall be the duty of the Recording and Corresponding Secretary to:

- (a) Attend all meetings, read the minutes, reports and communications, keep a correct record of proceedings, and a record of attendance of the members of the Board of Trustees for each meeting.
- (b) Perform other duties as the office demands.
- (e) Deliver, at the expiration of his or her term, to his or her successor, when duly qualified, all money, and other property, including the seal of the Congregation, and all books, papers, and electronic records pertaining to his or her office, which may be in his or her possession.
- (c) Issue notices of all meetings of the Congregation and Board of Trustees, conduct the correspondence, and keep a record of same.
- (d) Keep or have kept a date book for the activities in the Congregation's buildings.

SECTION 7. *Duties of Trustees*: It shall be the duty of all Trustees to:

- (a) Attend all regular meetings of the Board of Trustees.

- (b) Exercise all of the powers, carry out all of the duties, and accept all of the responsibilities required of Trustees under these Bylaws.
- (c) Serve in a leadership position on a standing committee, special committee or other function as determined by the President.

SECTION 8. Any Officer or Trustee, except an Honorary Life Trustee, who is absent without adequate excuse from three (3) successive regular meetings of the Board of Trustees may be removed from office by the Board of Trustees upon thirty (30) days' written notice to the Trustee or Officer.

ARTICLE VII QUALIFICATIONS OF OFFICERS AND TRUSTEES

No person shall be eligible for election as an Officer or Trustee, nor shall any Officer or Trustee continue to hold office, unless such person shall be and remain a member of the Congregation in good standing. Any Officer or Trustee, who without cause, is in arrears in the payment of any installment of dues or assessments for a period exceeding six (6) months after the same shall have become due may, upon thirty (30) days' written notice, be removed from office by a vote of the Board of Trustees.

- (a) The Officers and Trustees of the Congregation shall participate in all its activities.
- (b) All Officers and Trustees shall abide by the provisions of the Bylaws, and shall carry out their respective duties as defined herein, and their refusal or failure to do so shall be deemed a cause for removal from office by the Board of Trustees.

ARTICLE VIII - COMMITTEES

SECTION 1. All committees shall hold all of their meetings open to the membership of the Congregation, except for portions of meetings at which individual members, staff members, or matters otherwise requiring confidentiality, shall be discussed.

SECTION 2. *Standing Committees*: The Chairs of the following Standing Committees shall be appointed by the President as soon following the annual meeting of the Congregation as possible.

- (a) *Budget and Finance Committee*: It shall be the duty of this Committee to:
 - (i) Make a detailed estimate of the income and expenses of the ensuing year, submit an annual

proposed budget to the Board of Trustees at its last meeting prior to the Annual Meeting, and submit the proposed budget, as approved by the Board of Trustees, to the Congregation for approval at the Annual Meeting.

- (ii) Review all expenditures and determine to what category such expenditures shall be charged.
- (b) *Ways and Means Committee*: It shall be the duty of this committee to develop, adopt, and help execute all methods of raising funds, other than dues and assessments, subject to the approval of the Board of Trustees.
- (c) *Religious School Committee*: It shall be the duty of this committee to make all regulations necessary for the operation of the school, including employment and dismissal of teachers, subject to the approval of the Board of Trustees. This committee shall submit to the Board of Trustees a complete report of receipts and expenditures for the previous school year, together with a proposed budget for the ensuing school year, said reports to be given at the last meeting of the Board of Trustees prior to the Annual Meeting.
- (d) *Adult Education Committee*: It shall be the duty of this committee to provide, with the advice of the Rabbi, religious education and a study program for the adults of the Congregation.
- (e) *Ritual Committee*: It shall be the duty of this committee in cooperation with the Rabbi, to consider and determine the rituals and form of worship desired by the Congregation, in accordance with the provisions of Article II, section 1.
- (f) *Building and House Committee*: It shall be the duty of this committee to keep or cause to be kept in good condition and repair all property and buildings of the Congregation, and to provide all facilities for Congregational activities. This committee shall supervise the rentals and use of the buildings in accordance with the regulations and rates established by the Board of Trustees.
- (g) *Membership Committee*: It shall be the duty of this committee to periodically survey and maintain records of the Jewish families in the community for the purpose of enlisting membership and arousing interest in the Congregation. It shall be the duty of this committee to integrate new members into the Congregation and do whatever is necessary to promote their general welfare within the Congregation.

- (h) *Dues Committee*: This committee shall make recommendation to the Board of Trustees concerning dues and assessment policies, and shall be empowered to effect the dues and assessment policies adopted by the Board of Trustees. The committee shall be empowered to handle all grievances pertaining to the aforementioned dues and assessments subject, however, to Article III, Section 5 of these Bylaws, and shall assist the Financial Secretary in the collection of delinquent dues and assessments.
- (i) *Youth Commission*: It shall be the duty of this committee to promote all manner of activities on the part of our young people, including CAPTY, which contribute to their knowledge of Jewish tradition, their respect for Jewish religion and their participation in wholesome social activities.
- (j) *Library Committee*: The committee shall be responsible for the promotion, maintenance and management of the congregation's library, including rules, subject to approval of the Board of Trustees, for the operation thereof.
- (k) *Social Action Committee*: This committee shall foster the congregation's awareness of, and participation in, social action issues within and without the congregational community.
- (l) *Israel Action Committee*: This committee shall encourage a knowledge of, and interest in, the state of Israel and its unique relationship to the Jewish people.
- (m) *Nominating Committee*: In addition to those duties described in Article V, this committee shall be responsible for identifying and encouraging potential leadership of the Congregation, and, working with the President, for involving those so identified in those programs designed to develop leadership skills and involvement, be they programs of the Congregation, its Board of Trustees, the Union for Reform Judaism, or other bodies.
- (n) *Personnel Committee*: It shall be the mission of this committee to formulate, and recommend to the Board of Trustees, procedures and policies for the professional and non-professional staff of the Congregation, and to be responsible for the administration of those policies and procedures when required by the President.
- (o) *Endowment Fund Committee*: The Endowment Fund Committee shall be charged with the implementation of the

Endowment Fund. It shall be the duty of the Committee in conjunction with the Board of Managers to perpetuate the existence of the Fund. It shall be further charged with fund-raising activities as shall be deemed desirable under the direction of the Board of Trustees.

- (p) *Outreach Committee ("Helping Hands")*: It shall be the duty of this committee to develop a sensitive program of welcoming and involving converts to Judaism; to seek out interfaith couples in order to respond to their particular emotional and social stresses; and to make the Congregation, the professional staff and Judaism more available and more sensitive to converts, interfaith couples and their families.

ARTICLE IX - BOARD OF MANAGERS

SECTION 1. All funds, securities and property owned or acquired by the Congregation as a result of testamentary or *inter vivos* gifts or bequests or other sources and held in an Endowment Fund established by the Congregation, shall be in the custody of and managed by a Board of Managers who shall have the power to invest and reinvest the same and to change investments as they deem proper. *The Board of Managers may use only the income from the fund* in any manner beneficial to the Congregation or Congregation affiliates, *but subject to the approval of the Board of Trustees*. The Board of Managers shall have authority to represent and vote any stock or securities in any corporation, joint stock company, or other similar organization, at any time held in the Endowment Fund, to attend any and all corporate meetings, to participate in any merger, consolidation, or re-organization, and to act upon any and all questions that may come before such meetings, and in their discretion to grant proxies to authorize others to vote any such stock or securities at any and all meetings. Funds in the control of the Board of Managers shall be deposited in a special account in behalf of the Congregation in such banking institutions as the Board of Managers may designate, subject to withdrawals by checks or orders signed by the President of the Congregation and one member of the Board of Managers. The Board of Managers shall render reports at each Annual Meeting of the Congregation of the income received and disbursements made by them or under their direction during that fiscal year of the Congregation, and also of the property in their custody. The Board of Managers shall give information to the Board of Trustees no less frequently than annually, as to the funds or property in their possession, custody, or control. Expenses incurred in the operation of the Fund and its administration will be paid solely out of the income derived from the Fund.

SECTION 2. The Board of Managers shall consist of three (3) regular members of the Congregation who shall be appointed by the President of the Congregation, with the consent of the Board of Trustees. Consideration for appointment to the Board of Managers will be predicated on experience, expertise and capacity with respect to financial and fiscal matters and the management and investment of funds. The members of the Board of Managers shall serve for a period of three (3) years, commencing not later than thirty (30)

days following the Annual Meeting of the Congregation or until their successors individually have been designated and determined.

SECTION 3. A quorum of two (2) members of the Board of Managers shall be necessary for the conduct of business by the Board of Managers. A vote of two of the members present and voting of the Board of Managers shall be necessary for the determination of all matters before the Board of Managers.

ARTICLE X - MEETINGS

SECTION 1. *Annual Meeting:* An annual meeting of this Congregation shall be held in the month of May on a date to be determined by the Board of Trustees. Election of Officers and Trustees shall be held at the annual meeting. Every member of the Congregation shall be notified at least seven (7) days prior to the date of the annual meeting and five (5) days prior to any postponement thereof. Such notice shall give the names of all nominees for office and for the Board of Trustees who have been duly nominated pursuant to the provisions herein, unless the nominees have been listed in an earlier notice delivered to all members. Such notice shall further set forth the other business to be transacted at such meeting. Included with such notice shall be a proposed budget of income and expenses for the ensuing fiscal year.

SECTION 2. *Special Meetings:* Special meetings of the Congregation may be called by the President. Special meetings of the Congregation must be called at the request of at least twenty-five (25) of the voting members in good standing, as provided in Section 2 of Article VI. The call of a special meeting shall set forth the purpose of the meeting, and written notice shall be sent to all members at least ten (10) days prior to the date of such meeting. No business shall be transacted except that specified in the call of the special meeting.

SECTION 3. *Quorum:* Twenty-Five (25) of the members eligible to vote shall constitute a quorum.

SECTION 4. *Voting:* Except as otherwise prescribed by these Bylaws, all determinations shall be made by simple majority vote of all members present.

SECTION 5. *Notice:* For all purposes of these bylaws, notice may be sent by email or such other mode of delivery directed by the Board of Trustees.

ARTICLE XI - REAL ESTATE

SECTION 1. Before any contract shall be entered into for the purchase, sale, transfer, encumbrance, or lease of real estate by or for the Congregation, the Board of Trustees shall ascertain all of the relevant material facts and submit them to the Congregation at a regular or special meeting to be called for that purpose. It shall require a vote of two-thirds of the members present a voting to authorize any such action with respect to real estate.

SECTION 2. Notwithstanding the foregoing, a majority vote of the Board of

Trustees shall be sufficient to authorize a refinancing of an existing mortgage for which prior approval from the Congregation has been granted, and for which the new financing will not increase the principal balance to be repaid.

SECTION 3. Subject to Sections 1 and 2 of this Article, all deeds, contracts and other legal documents obligating the Congregation shall require the approval of the Board of Trustees.

ARTICLE XII - FISCAL YEAR

The Board of Trustees shall fix the fiscal year of the congregation.

ARTICLE XIII - RABBI AND CANTOR

SECTION 1. *Selection:* A Rabbi or Cantor, whichever the case may be, not currently engaged by the Congregation shall be selected and engaged by the Board of Trustees for such salary and under such conditions and terms for a period not exceeding three (3) years as the Board of Trustees shall determine. The renewal of the services of either a Rabbi or Cantor currently engaged by the Congregation shall be secured as follows:

- (a) The President shall appoint a committee to meet and negotiate with the Rabbi or Cantor, as the case may be, respecting terms and conditions of service not less than nine (9) months prior to the expiration of either the Rabbi's or Cantor's current engagement.
- (b) Such Committee, after holding all meetings required by these Bylaws, shall report back to the Board of Trustees no later than the second regularly scheduled meeting of the Board of Trustees following said committee's appointment, and shall indicate all those terms and conditions on which a renewal of the services of a Rabbi or Cantor, whichever the case may be, may be secured, and if deemed appropriate by said committee, report that there should be no renewal of the services of the Rabbi's or Cantor's current engagement.
- (c) The Board of Trustees shall present by notice in writing its recommendation regarding renewal of the services of the Rabbi or Cantor, whichever the case may be, to all members of the Congregation eligible to vote at least fourteen (14) days prior to the next regularly scheduled Congregational or special meeting called for the purpose of voting on renewal of the services of the Rabbi or Cantor. Such recommendation shall contain the essential terms and conditions as determined by the Board of Trustees, of the existing and proposed arrangements under which the Rabbi's or Cantor's services are to be renewed. The Congregation by written ballot shall vote respecting the renewal of the Rabbi's or Cantor's services. The Board of Trustees shall effectuate the vote of

the members in the execution of the renewal. A majority of all members present in person at such a meeting shall be requisite to constitute such an election of a Rabbi or Cantor, whichever the case may be.

SECTION 2. *Duties of the Rabbi:* He or she shall be, by virtue of his or her office, a voting member of the Congregation, and a non voting member of all committees. He or she shall perform all those duties incumbent upon and in accordance with his or her office as prescribed by the traditions and practices of Reform Judaism, the Union for Reform Judaism, the Central Conference of American Rabbis and the Congregation.

SECTION 3. *Duties of the Cantor:* He or she shall be, by virtue of his or her office, a voting member of the Congregation, and a non-voting member of the Ritual and Religious Education Committees. It shall be the duty of the Cantor to supervise the musical portions of the divine services together with, and with the approval of, the Rabbi and the Ritual Committee; and he or she shall perform any such other duties as may be delegated to him or her by the Rabbi or Board of Trustees; and in the absence of the Rabbi he or she shall perform the pastoral and pulpit duties of the Rabbi.

ARTICLE XIV - PROHIBITED ACTIVITIES, CONFLICTS OF INTEREST

SECTION 1. No member of the congregation shall receive any of the earnings or monetary profit from the operations of the congregation. This shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the congregation in carrying out any of its tax-exempt purposes.

SECTION 2. Notwithstanding any other provision of these Bylaws, no officer, Trustee, employee or representative of the Synagogue or this Congregation shall take any action or carry on any activity by or on behalf of the congregation not permitted to be taken or carried on by an organization exempt under section 501c(3) of the Internal Revenue Code of the United States of America and regulations promulgated thereunder, as they now exist or as they may hereafter be amended, or by an organization to which donations are deductible under section 170(c)(2) of such Code and regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

SECTION 3. The Board of Trustees shall adopt and maintain a Conflicts of Interest Policy to ensure that Officers and Trustees with a duality or conflict of interest that prevents them from being impartial or carrying out their fiduciary duty to the Congregation can express any such conflicts candidly and confidentially, without fear of judgment, and abstain from discussing or voting upon matters involving such conflicts.

ARTICLE XV · AMENDMENTS

SECTION 1. *Procedure for Amendments:* Amendments to these Bylaws must be in writing and must be proposed by the Board of Trustees or by at least twenty percent (20%) of the voting members of the Congregation and filed with the Board of Trustees. Such amendments shall be voted upon at any regular meeting of the Congregation or at any special meeting called for that purpose. Copies of the proposed amendments shall be mailed to each member of the Congregation with the notice of the meeting at least ten (10) days prior thereto.

SECTION 2. *Vote Necessary:* An affirmative vote of two-thirds of the members of the Congregation present shall be necessary to adopt any amendments.

ARTICLE XVI · RULES OF PROCEDURE

Rules of Procedure for all meetings of the Congregation and of the Board of Trustees may be determined by *Robert's Rules of Order*.

ARTICLE XVII · DISSOLUTION OR MERGER

In the event of the dissolution or merger of the Congregation, no officer, Trustee, employee or representative of the Congregation shall be entitled to any distribution or division of its remaining property, assets, or proceeds. The balance of all money and other assets or property owned, held or received by the Congregation from any source, after the payment of all debts and obligations of the Congregation, shall be used exclusively for exempt purposes within the intention and purpose of the Internal Revenue Code as it now exists or may be amended from time to time, or it shall be distributed to an organization or organizations exempt under said Code. Moreover, any such use or distribution of the money or property of the congregation shall be in accord with the congregation's purpose as set forth above, and, to the extent possible, shall promote similar or related purposes.