

BYLAWS OF THE CHATHAM SYNAGOGUE NETIVOT TORAH

Approved by Members on [date]

ARTICLE I

1. The name of this corporation shall be the Chatham Synagogue, referred to in the text as the "Congregation." The corporation shall also have the Hebrew name Netivot Torah.
2. The Congregation's Synagogue shall have its location at 1536 County Route 28, Chatham Center, NY.
3. In addition to those purposes set forth in the Certificate of Incorporation, the purposes of the Congregation shall be: to provide facilities for egalitarian religious worship in accordance with the principles of Judaism; to promote the education of its members, **both adults and their children**; and to do everything necessary and proper for the accomplishment of the aforesaid objectives and purposes.
4. The Congregation shall be unaffiliated.
5. For membership, persons of the Jewish Faith shall be defined as children of a Jewish mother or father and those who converted to Judaism.

ARTICLE II

Membership; Election to Membership

1. Persons of the Jewish faith and members of their immediate family shall be eligible for membership and, upon approval, shall enjoy the rights and privileges of such membership. All applications for membership shall be **submitted on** the forms **s** provided for that purpose.
2. The names **s** of applicants **s** and their **ir** applications **s** shall be presented to a meeting of the Board for approval.
3. Membership shall consist of individual memberships and family memberships. Family membership shall apply to two adults sharing a residence or one or two adults sharing a residence with their children up to the age of 21. Individual membership shall consist of a single adult.
4. Affiliate memberships may be offered to members who would otherwise cease to be members due to moving out of the area.
5. The Board may, in its discretion, create such categories of membership units as it shall deem fit.
6. The Board shall determine the amount of dues payable for each category of membership.
7. Dues for each fiscal year shall be due and payable on the first day of each fiscal year.

Privileges of Membership

8. Each adult member in good standing shall be entitled to the following privileges:
 - a. To cast one vote per issue at meetings of the Congregation. A vote shall be cast, either in person or by written proxy.

- b. To attend any and all services, **programs, and events** held by the **Congregation**.
- c. To **attend or have their children attend any educational programs offered** by the Congregation **on** such terms and conditions as the Board **shall determine**.
- d. To use the **Congregation's** facilities for events such as a wedding, a Bar Mitzvah or Bat Mitzvah, memorial service or a Kiddush, including use of the sanctuary and other facilities on such terms and conditions as the Board shall determine.
- e. To hold Jewish or non-sectarian funeral services at the Synagogue and/or the **Chatham Jewish Cemetery**, **on** such terms and conditions as the Board shall determine, for **members and their families**.
- f. To purchase gravesites in the Chatham Jewish Cemetery, **under the** terms and conditions **provided in The Rules and Regulations of the Chatham Jewish Cemetery**.
- g. To hold any office to which a member shall be elected or appointed.

Loss of Membership

- 9. No member shall be terminated without a written notice from the Board. Failure to pay dues or other indebtedness to the Congregation for a period of 6 months after they become due shall subject the member to termination, unless an extension is granted by the Board. After 5 months **have** elapsed, and upon failure to pay dues or other indebtedness, a notice shall be sent to the member, by the Treasurer, stating that if payment is not made within 30 days, the Board may terminate the membership.
- 10. The Board reserves the right to rescind membership, with or without cause.

Membership Meetings

- 11. Annual meetings of the entire membership shall be convened by the President of the Board on the second Sunday in November. If that date should be deemed by the Board undesirable, it shall designate another Sunday in November or December. The meeting shall be held at the Synagogue Building or at such other place as the Board shall determine, at an hour appointed by the Board and stated in the notice of the meeting. The notice of the exact date, time and place of the meeting shall be distributed to the membership at least four weeks prior to the meeting.
- 12. Special meetings of the membership may be called at the discretion of the Board, or upon petition, in writing or email, addressed to the President and signed by at least ten members in good standing. Within two weeks of receipt of the petition, the President will schedule a meeting to be held within six weeks.
- 13. Each member of the Congregation shall be notified **in writing** of any Special **Membership** Meeting, and this **notification** will be mailed or emailed to the last recorded address of each member in good standing, at least fourteen days in advance of the meeting. The notice will include a description of the business proposed to be transacted thereat.
- 14. At special meetings, only such business as shall have been stated in the aforesaid notice for such meetings shall be transacted.
- 15. A quorum at any membership meeting shall consist of at least ten members in good standing, of whom at least three shall be Members of the Board.

16. The Agenda at each Annual Membership Meeting shall include: election of Trustees; a report from the President, the Treasurer and such committees as the President shall, at his or her discretion, request; and revisions of the Bylaws, if any.

ARTICLE III

Trustees

1. The Congregation shall be governed by a Board consisting of no fewer than 9 and no more than **12** members, **plus Honorary Trustees.**
2. Existing Honorary Trustees, as designated by previous Bylaws, shall remain Honorary Trustees as long as they remain members of the **Congregation.** No new Honorary Trustees shall be designated. **Honorary Trustees shall have the right to vote at any Board meeting as long as they have attended at least two of the previous three Board meetings.**
3. Only members of the Jewish faith may be elected to the Board.
4. No more than one member of the same married couple or the same domestic partnership may serve as members of the Board at the same time.

Election of Trustees

5. Trustees shall be elected individually **at the Annual Meeting of the membership** for a term of three years, **with one option for re-nomination with the approval of the Board for an additional three-year term as trustee, except as provided in items 7 and 9, below.**
6. **Trustee terms that are due to expire shall expire on December 31. The terms of the Trustees shall be organized so that one-third of the terms will expire each year.**
7. **A Trustee who has been elected to two successive three-year terms shall not be eligible for re-election for one year following the expiration of the second term, except when that Trustee has been nominated by the Board to serve as an Officer. No Trustees, including those who have served as Officers, shall be eligible to serve on the Board for one year following the expiration of their twelfth year of continuous service (to be computed retroactively).**
8. At the September Board Meeting, the Board shall review the slate of **Trustee** nominees recommended to it by the Nominating Committee and shall ratify or otherwise determine the slate of nominees that it recommends to the membership. At least four weeks before the Annual Membership Meeting, the list of nominees **shall** be distributed to the membership, either electronically or by mail. Additional nominations for the Board may be made by the general membership through written petitions, each petition to be signed by at least five members. These additional nominations must be received by the Secretary of the Board at least two weeks prior to the Annual Membership Meeting.
9. **If any Trustees should vacate their positions before the expiration of their three-year term,** the Executive Committee shall nominate persons to **serve out each such unexpired term.** A majority vote of the Board shall be required to fill each such vacancy.

Duties of Trustees

- 10.** By accepting a position as a Trustee, an individual shall use his or her best efforts to fulfill the Following responsibilities:
- a. Exercise the fiduciary duties of Trusteeship;
 - b. Attend meetings of the Board regularly, prepared and informed on all issues contained in each meeting's agenda;
 - c. Understand and support the goals and objectives of **the Congregation** and present them positively within the membership and the community at large;
 - d. Assist in the development of policies and participate in structuring strategic direction and oversight;
 - e. **Act and speak** in a manner that is ethical and respectful of others;
 - f. Participate in the religious life of the **Congregation** by attending at least two Shabbat services per year and assume some aspect of responsibility in connection with them;
 - g. Assume responsibility for some aspect of the **Congregation's** operations and serve on at least one committee;
 - h. Attend and assist with special events and activities, including preparation and oversight for the High Holy Days;
 - i. When requested, review and approve any publication, **print or** electronic, proposed by a member or committee, meant for public distribution, that contains any information relating to **the Congregation**;
 - j. Represent the membership of **the Congregation**;
 - k. Make financial contributions to the limit of individual ability.
- 11. Trustees who fail to attend three Board meetings in succession or who fail to attend five meetings in a fiscal year, either in person or by electronic means, shall be deemed to have resigned from the Board. A Trustee may request Board approval for a leave of absence of up to six months.**
- 12.** Trustees who fail to fulfill their responsibilities may be removed from the Board upon a motion duly made and a favorable vote of a majority of the total voting membership of the Board.

ARTICLE IV

Meetings of the Board of Trustees

1. Regular meetings of the Board shall be held approximately once a month, but not less than nine times during any fiscal year.
2. Special meetings of the Board may be held at the call of the President or upon written petition to the President of any four voting members of the Board stating **the specific purpose and the agenda** for such meeting.

3. Notice shall be given of all regular and special meetings, stating the objective thereof, at least seven days in advance to every member of the Board. Notice given by email to the last recorded email address of a Trustee shall be deemed acceptable notice.
4. A quorum shall consist of **a majority of the total number of voting Trustees on the Board.** Any decision reached by a majority **of those present at a Board meeting** shall be binding upon the entire Board, **except as otherwise provided herein.**
5. Except as provided in item 6 below, **and except in cases of emergency, as provided in Article VII.A.2,** all action taken by the Board shall be taken at a meeting of the Board.
6. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board are notified and a majority of voting members consent, in writing or by email, to the adoption of a resolution authorizing the action. The resolution and the written consents thereto, by the Members of the Board shall be filed with the minutes of the proceedings of the Board.
7. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by conference telephone, **video-conferencing,** or **any other method of communication that allows** all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at a meeting, **subject to any limitations that the Board may elect to impose.**

ARTICLE V

Officers

1. The Officers of **the Congregation** shall be a President, Vice President, Secretary, and Treasurer. **With the approval of the Board, a second Vice President, Secretary, or Treasurer may be named, as deemed necessary, but the total number of Officers shall not exceed seven.**
2. **Only Trustees shall be eligible to serve as Officers. Officers shall be elected by a majority of the Board to serve for a term of one year.**
3. **Should an Office become vacant before the completion of that Officer's term, the Executive Committee shall nominate a person to fill that vacancy. A majority vote of the Board shall be required to fill each such vacancy.**
4. Any Officer may be removed from office without cause at any time by a majority of the total voting membership of the Board. An Officer so removed shall continue to serve as a member of the Board, subject to Article IV, Item 9, above.
5. **When two persons occupy the same Office, the President shall, after consultation with them, divide and allocate the duties of that Office.**

Duties of Officers

5. President - It shall be the duties of the President to:
 - a. Set the agendas for Congregation and Board meetings in consultation with Trustees and Committee Chairs, and to deliver these agendas to the Vice President in advance of all such meetings;

- b. Preside over all meetings of the membership of the Congregation and of the Board;
- c. Appoint all chairs of both standing and ad hoc committees and suggest to the Board the removal of any committee member;
- d. As needed, meet with the Executive Committee and other Committee Chairs;
- e. Attend as many **Congregation** programs and events as possible;
- f. Represent the **Congregation** at public events and serve as liaison to the community at large or, when appropriate, appoint a substitute to perform those functions;
- g. Act as ex officio member of all committees, with the exception of the Nominating Committee;
- h. Sign contracts on behalf of the Synagogue with the advice and consent of the Board;
- i. Pay bills when the Treasurer is unable to do so;
- j. Implement or oversee the implementation of policies approved by the Board.**

6. Vice President(s) - It shall be the duties of the Vice President(s) to:

- a. Perform any and all of the duties of the President during his or her absence or incapacity;
- b. In the event that the President is unable to complete his or her term, succeed to the office of the President to serve out his or her unexpired term;
- c. Send out notices of all regular and special meetings of the Board and the Congregation;
- d. Distribute minutes of committee meetings to each member of the Board subsequent to the committee meeting and prior to the **next** Board meeting;
- e. Keep lists provided by committee chairs of all committees and their members;
- f. Keep a roster of all Trustees with the expiration dates of their terms of office;
- g. Perform such duties as the President may request.

7. Treasurer(s) – It shall be the duty of the Treasurer(s) to:

- a. Oversee the proper receipt and disbursement of the Congregation's income and expenditures;
- b. Maintain accurate and complete financial books and records of the Congregation, **including an annual year-end Balance Sheet and Operating Statement;**
- c. Prepare periodic financial statements, **at least on a quarterly basis, including To-Date budget statements for each committee, as well as such reports and projections as may be deemed necessary by the Board,** on a schedule determined by the Board or the Executive Committee.

- d. **Send dues invoices and pay** bills on behalf of the synagogue with the advice and consent of the Board;
- e. Chair and convene meetings of the Finance Committee;
- f. Invest funds in consultation with the Finance Committee and with the authorization of the Board;
- g. Keep a current and accurate list of the membership;
- h. Present a report at board meetings.

8. Secretary – It shall be the duties of the Secretary **or Secretaries** to:

- a. Keep and archive accurate records of all the proceedings of Board, Annual Membership meetings, and special meetings;
- b. Following each Board meeting send draft minutes to all trustees within ten days. Submit the final draft to the Vice President at least ten days before the next scheduled Board meeting.
- c. Distribute Board meeting minutes to the Membership as a whole or to any individual member upon request.
- d. As new policies and procedures are adopted by the Board, update the list on Basecamp or other **Congregation** filing system.

ARTICLE VI

Appointment of Personnel

1. The Board may appoint any spiritual, educational, and administrative personnel as may, from time to time, be required to serve either with or without contract, for such period, salary and other terms as it may determine and to perform such duties and functions as required by the Board.

ARTICLE VII

Committees

1. All committees are advisory to the Board.
2. The Chairs of each of the committees listed below and any other committees established shall be designated and appointed by the President, subject to review of the Executive Committee, except as otherwise provided herein. Committee Chairs shall be responsible for inviting members to join committees. Committees shall be composed of persons who are members of the Congregation. Any member of the Congregation may serve on any committee with the approval of the Committee Chair, except for the Executive Committee.
3. The functions of Standing Committees shall be as detailed herein and the function of other committees as well as the duties of all committees shall be as determined by the Board. The President, subject to the approval of the Board of Trustees, may remove committee members without cause. Domestic partners shall only serve as members of the same committee, at the same time, if said committee has at least five members.

4. All committees, except the Executive Committee, shall:

- a. Develop written **goals and objectives** that are consistent with the **Congregation's mission and requirements** and present these and any budget **proposals** to the Board for approval **by a date set by the President in consultation with the Finance Committee**.
- b. **Submit itemized annual** budgets **by the specified date** to the Board for approval, and operate within the approved budget amounts. Any changes to approved budgets must be authorized by the Board.
- c. Keep minutes of their committee meetings to be sent to the Vice President of the Board at least ten days prior to the next Board meeting for distribution to each Trustee.

5. There shall be Standing Committees with the following functions:

A. Executive Committee, **consisting of all Officers**:

- 1) Advise the President on the business of the Congregation;
- 2) In the event of an emergency **that makes compliance with the provisions of Articles IV.5 and 6, impracticable or unduly onerous**, exercise the power of the Board between meetings of the Board **until such time as compliance shall be possible**;
- 3) Inform the Board of all decisions made by the Executive Committee between meetings of the Board for review, recommendation, and/or approval by a vote of the majority of Trustees at the next Board meeting;
- 4) Nominate candidates for election by the Board to serve out the terms of any Trustees who have vacated their positions before the expiration of their terms.**
- 5) Nominate candidates for election by the Board to replace any Officers who have vacated their positions before the expiration of their terms.**
- 6) Review potential material contributions, such as art and ritual objects; assess whether such contributions are consistent with the **Congregation's** mission; and make relevant recommendations to the Board. The Executive Committee may call upon various experts or consultants to make such assessments;
- 7) Carry out any other responsibilities that may be delegated to the Executive Committee by these **Bylaws**.

B. Finance Committee:

- 1) In conjunction with the Treasurer, carry out all duties relating to the finances of the Congregation, including preparing annual budgets **for presentation to the board by September and for presentation to the congregation at the annual membership meeting**.
- 2) Make recommendations to the Board regarding the financial well-being of the **Congregation**.

C. Building Committee:

- 1) Supervise the maintenance of the building and ensure that all of the Congregation's property, equipment, and grounds are kept in good condition and repair, promptly advising the Board of any significant building issues;
- 2) Identify any issues relating to the physical comfort, safety, and accessibility of indoor and outdoor spaces used by the Congregation, including offsite locations, with the exception of the Jewish section of the Chatham Rural Cemetery.

D. **Education** Committee:

- 1) Collaborate with teachers **and/or program facilitators** to define the goals of **educational programs for adults and children and assist as necessary in creating curricula and activities** that will help achieve those goals;
- 2) Promote the integration of **educational programs for adults and children** into the life of the **Congregation**;
- 3) Bring the **Congregation's educational programs and activities** to the attention of the local community through outreach efforts.
- 4) Oversee staffing **as necessary** and make recommendations to the Board.

E. Ritual Committee:

- 1) Shape forms of worship consistent with the tenets of our non-affiliated Congregation;
- 2) Procure prayer books, shawls, kipot and other items to meet the needs of the Congregation;
- 3) Perform any and all other duties relating to the religious services of the Congregation;
- 4) Maintain the Torah and other ritual items;
- 5) Assume responsibility for hiring and working with paid professionals.

F. Membership Committee:

- 1) Create and implement strategies for promoting new membership;
- 2) Develop a program for integrating and retaining current members;
- 3) Assist the Treasurer **and the Communications Committee** in maintaining up-to-date membership lists and database.

G. Nominating Committee:

By the June Board Meeting, the President shall appoint and announce the Nominating Committee to the Board. This committee shall consist of at least three members, a majority of whom are not Officers. These committee members **shall** then fulfill these functions:

- 1) By the July Board Meeting, present to the Board a list of potential Trustee nominees;
- 2) At the September Board meeting, present to the Board final recommendations for a slate of Trustee nominees, including Officers, that does not exceed the number of Trustee terms that are **due to** expire.

H. Program Committee:

- 1) Plan, schedule, and host all events—social, cultural, and educational—that serve as portals of entry into the **Congregation** community and that do not fall under the purview of other committees;
- 2) Assist and collaborate with other synagogue and community groups as needed.

I. Cemetery Committee:

- 1) Ensure compliance with the rules and regulations of the Chatham Jewish Cemetery and the Chatham Rural Cemetery;
- 2) Serve as liaison with the Chatham Rural Cemetery;
- 3) Suggest to the Board and administer policy and standards with respect to the design, beautification, and maintenance of the cemetery.
- 4) Promote and administer sales of plots.

J. Communications Committee:

- 1) In collaboration with the Board and other relevant committees, create communications materials and develop marketing and communication strategies that reflect the **Congregation's** values, mission, and objectives;
- 2) Follow a collaborative process of review of major printed pieces and web-based materials that includes (but is not limited to) identifying an audience, consulting with relevant stakeholders at each stage of the process, editing for accuracy and tone, enlisting responses to both text and visual elements in preliminary drafts, and presenting the final version to the Board for approval.

K. Chesed Committee:

- a.1) Attend to members as they deal with illnesses and life events.

L. Tikkun Olam/Social Action Committee:

- a.1) Identify, develop, and propose to the Board service projects and activities that will engage the **Congregation** and implement approved proposals.

M. Development Committee:

- a.1) In collaboration with the Board, set fundraising goals and develop strategies for achieving them.

N. Interfaith Committee:

- a.1) Collaborate with other local faith groups for educational and community-building purposes.

O. Bylaws Committee:

- a.1) Review existing bylaws, lists of Committee Duties, and Administrative Procedures annually and propose to the Board any changes that seem necessary.

- 3. The President shall have the authority to designate any other Committees that may be deemed appropriate to carry out or promote the objectives of the Congregation or of the resolutions adopted by the Board.

ARTICLE VIII

Miscellaneous Provisions

- 1. The fiscal year of this Congregation shall begin on January 1st and end on December 31st.
- 2. Roberts Revised Parliamentary Procedure shall be the authority on all questions of Parliamentary Law.

ARTICLE IX

Amendments

- 1. The By-laws of this Congregation or any portion thereof may be altered, amended, or repealed only pursuant to the following procedure:
 - a. The proposed alteration, amendment, or repeal shall be submitted at a meeting of the Board and shall be approved by the affirmative vote of two thirds of the voting Trustees present, but not less than a majority of the whole elected voting members of the Board. The notice of the meeting of the Board at which any alteration, amendment or repeal is to be submitted, shall set forth the nature of the alteration amendment or repeal.
 - b. Upon approval of the alteration, amendment or repeal by the Board, it shall be published in the Congregation's newsletter or copies shall be mailed **or emailed** to each member at least four weeks prior to the next annual meeting of the membership or a special meeting thereof called to consider such alteration, amendment or repeal.
 - c. Upon the affirmative vote of two-thirds of the membership present at the meeting at which such alteration, amendment, or repeal is considered, the alteration, amendment or repeal shall become effective.