

# **BYLAWS OF THE CHATHAM SYNAGOGUE NETIVOT TORAH**

Approved by Members on November 15, 2015

## **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 and particularly their children, by conducting classes for instruction in the Hebrew language and in Jewish history, traditions and religious rites 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 in writing upon the form provided for that purpose.
2. The name of an applicant and the application 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 held by the Synagogue.
- c. To the instruction of his or her children in the school maintained by the Congregation upon such terms and conditions as determined by the Board of Trustees.
- d. To use the Synagogue facilities for events such as a wedding, a Bar Mitzvah or Bat Mitzvah, A 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 Cemetery, to the extent permitted by such terms and conditions as the Board shall determine for any member, his or her spouse, domestic partner or children.
- f. To purchase gravesites in the Chatham Jewish Cemetery, upon such Terms and Conditions as the Board shall determine.
- 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 under an extension granted by the Board. After 5 months has 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 of Trustees 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 of Trustees shall determine, at an hour appointed by the Board of Trustees 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 2 weeks of receipt of the petition, the President will schedule a meeting to be held within 6 weeks.
- 13. Each member of the Congregation shall be notified of any Membership or Special Meeting, in writing, either regular or special, in writing, and this 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. A quorum at any membership meeting shall consist of at least 10 members in good standing, of which at least three shall be Members of the Board.
- 15. 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, in his or her discretion, request; and revisions of the By-laws, if any.

16. At special meetings, only such business as shall have been stated in the aforesaid notice for such meeting shall be transacted.

### ARTICLE III

#### Trustees

1. The Congregation shall be governed by a Board of Trustees consisting of no less than 9 and no more than 17 members, as presented by the Board of Trustees to the general membership, for election at the annual meeting.
2. Existing Honorary Trustees, as designated by previous By-laws, shall remain Honorary Trustees as long as they remain members of the Synagogue. No new Honorary Trustees shall be designated.
3. Only members of the Jewish faith may be elected to the Board of Trustees.
4. Trustees shall be elected individually for a term of three years. All Trustees' terms due to expire will expire on December 31.
5. No person shall be eligible for election to the Board for more than two consecutive three-year terms. At least one year shall have elapsed before a person shall be eligible for re-election to the Board. Following the required one-year hiatus, a person shall be again eligible for election to two consecutive three-year terms. The requirement of a one-year hiatus shall not apply if a sitting Trustee receives nomination (per Article 5, Item 2, below) to serve as an officer, which if such office is attained shall afford the Trustee the privilege to serve for as long as the Trustee remains on the Executive Committee, at which point in time, the unexpired term is subject to appointment, as described herein.
6. Trustees shall be elected at the Annual Meeting of the membership. Trustees shall be elected to fill the vacancies of those whose term is due to expire at the end of that fiscal year and any positions that are otherwise vacant that have not been filled by appointment by the Board of Trustees.
7. At the September Board Meeting, the Board shall review the slate of 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 4 weeks before the Annual Membership Meeting, the list of nominees is to 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 2 weeks prior to the Annual Membership Meeting.
8. If any vacancies occur on the Board of Trustees, between annual membership meetings, the Executive Committee will nominate persons to fill the unexpired term of such vacancies. A majority vote of the Board shall be required to fill each such vacancy.
9. After the expiration of his or her term, a past President may choose to serve, ex officio, as a Trustee for a period of one year without voting rights.
10. 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.

### 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 9 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 of Trustees stating the object of 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 e-mail to the last recorded e-mail address of a Trustee shall be deemed acceptable notice.
4. A quorum shall consist of 50 percent plus one of the voting members of the Board, and any decision reached by a majority of them shall be binding upon the entire Board.
5. Except as provided in item 6 below, 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 and/or by e-mail, 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 such Board or committee by means of a conference telephone or similar communication equipment allowing 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.
8. Except as otherwise provided herein, the vote of a majority of the Trustees present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.
9. By accepting a position as a Trustee, an individual shall use his or her best efforts to fulfill the following responsibilities:
  - a. To attend meetings of the Board regularly and not be absent for more than 5 meetings in one Fiscal Year;
  - b. To understand and support the goals and objectives of TCSNT and to present them positively within the membership and the community at large;
  - c. To assist in the development of policies and to participate in structuring strategic direction and oversight;
  - d. To exercise fiduciary responsibilities;
  - e. To conduct oneself in a manner that is ethical and respectful of others;
  - f. To come to Board Meetings prepared and informed on all issues contained in Board Meeting agendas;
  - g. To participate in the religious life of the Synagogue by attending at least 2 Shabbat services per year and to assume some aspect of responsibility in connection with them;
  - h. To assume responsibility for some aspect of the Synagogue's operations and serve on at least one committee.
  - i. To attend and assist with special events and activities, including preparation and oversight for the High Holy Days;
  - j. When requested, to review and approve any publication, including electronic, proposed by a member or committee, meant for public distribution, that contains any information relating to TCSNT;
  - k. To represent the membership of TCSNT; and
  - l. To make financial contributions to the limit of one's individual ability.
10. 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 V

### Officers

1. The officers of TCS shall be a President, Vice President(s), Secretary, and Treasurer. A second Vice President shall be named, if deemed necessary.
2. All officers shall be members of the Board.
3. At the Board Meeting following the Annual Membership meeting, the Board shall review the slate of officers recommended to it by the Nominating Committee. Additional candidates for all or any of the offices may be nominated by the Board. Officers shall be elected by the Trustees from among the nominees to serve for one Fiscal Year. The election of a Trustee as an officer shall not create any additional openings on the Board. Should an office become vacant before the end of the Fiscal Year, the Board shall elect an interim officer by a majority of all voting members of the Board.
4. Any officer may be removed from office without cause at any time by a majority of the total voting membership of the Board of Trustees. An officer so removed shall continue to serve as a member of the Board of Trustees, subject to Article IV, Item 9, above.

### 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 Synagogue programs and events as possible;
  - f. Represent the Synagogue 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 of Trustees;
  - i. Pay bills when the Treasurer is unable to do so.
6. Vice President - It shall be the duties of the Vice President 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 of Trustees and the Congregation;
- d. Distribute minutes of committee meetings to each member of the Board of Trustees subsequent to the committee meeting and prior to the 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 – It shall be the duty of the Treasurer 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;
- c. Prepare periodic financial statements on a schedule determined by the Board or the Executive Committee;
- d. 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 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 Synagogue 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.

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.

All committees, except the Executive Committee, shall:

- a. Before March 1 of each year, develop written strategies/objectives that are consistent with the overall functions of TCSNT and present these and any budget requirements to the Board for approval.
  - b. Propose budgets, submit them on time 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/notes of their 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 of the Board.
3. There shall be Standing Committees with the following functions:
    - A. Executive Committee:
      - 1) Advise the President on the business of the Congregation;
      - 2) In the event of an emergency, exercise the power of the Board between meetings of the Board;
      - 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) Review potential material contributions, such as art and ritual objects; assess whether such contributions are consistent with the Synagogue's mission; and make relevant recommendations to the Board. The Executive Committee may call upon various experts or consultants to make such assessments;
      - 5) Carry out any other responsibilities that may be delegated to the Executive Committee by these by-laws.

B. Finance Committee:

- 1) In conjunction with the Treasurer, carry out all duties relating to the finances of the Congregation, including preparing annual budgets;
- 2) Make recommendations to the Board regarding the financial well-being of the Synagogue.

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. Religious School Committee:

- 1) Collaborate with the teachers to define the educational goals of the School and create a curriculum and enrichment activities that will help achieve those goals;
- 2) Promote the integration of the School into the life of the synagogue;
- 3) Bring the School to the attention of the local community through outreach efforts.
- 4) Oversee staffing 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 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 3 members, all from the Board, a majority of whom are not officers. These committee members will then fulfill these functions:

- 1) By the July Board Meeting, present suggest to the Board a list of potential Trustee nominees.
- 2) At the August Board meeting, suggest to the Board a slate of officers.
- 3) At the September Board meeting, present to the Board final recommendations for a slate of officer nominees and for a slate of Trustee nominees that does not exceed the number of Trustee terms that are vacant or expiring.

H. Program Committee:

- 1) Plan, schedule, and hosts all events—social, cultural, and educational—that serve as portals of entry into the Synagogue 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 Synagogue'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:

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

L. Tikkun Olam/Social Action Committee:

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

M. Development/Fundraising Committee:

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

N. Interfaith Committee:

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

O. By-Laws Committee:

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

4. 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 of Trustees.

## ARTICLE VIII

### Miscellaneous Provisions

1. The fiscal year of this Congregation shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup>.
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 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.