

Dear Members of The Emanuel Synagogue,

In accordance with the procedure outlined in The Emanuel's Constitution, the Board of Trustees voted to initiate amending the Constitution at a duly noticed meeting held on April 20, 2021.<sup>1</sup> The amendments to the Constitution will be presented to the Congregation for its approval at the Annual Meeting to be held on June 15, 2021. Attached to this memo, please find a clean copy containing the changes approved by the Board of Trustees. A redlined version of the current Constitution may be found on our website, [www.emanuelsynagogue.org](http://www.emanuelsynagogue.org). Below, please find a summary of the substantive amendments to the Constitution:<sup>2</sup>

1. Article IV, Section 4 – There was language about additional examples of synagogue obligations added.
2. Article IV, Section 5 – The language was tweaked to reflect that sometimes caregivers contact the synagogue on a member's behalf to resign from the synagogue and email is often a preferred method of communication with the synagogue. A procedure to document the resignation was also added.
3. Article V, Section 1 – This section was changed to reflect that the work of the Dues and Assessment Committee moved in practice to the Assistant Treasurer over time with acquiescence from the Board of Trustees.
4. Article VI – This new Article was added to permit certain notices to be sent via email unless the member prefers receiving synagogue communications via snail mail. This new Article also permits services in addition to the U.S. postal service to be utilized when proof of delivery is necessary.
5. Article VII (newly numbered), Section 5 – This section was added to permit annual and special meetings of the Congregation to be conducted using Internet meeting services if the President determines that existing facts and circumstances warrant holding the meeting virtually. Rules for conducting virtual meetings that comply with applicable state laws and the Constitution will be adopted by the Board of Trustees.
6. Article VIII (newly numbered), Section 3 – This section's language was tweaked to align with changes to the bylaws recommended by the Audit Committee. The proposed revisions to the bylaws have the Audit Committee Chair being appointed by and accountable to the Board of Trustees to ensure independence from the President.
7. Article IX (newly numbered), Sections 1-4 - There were changes to language in this Article that clarify a Board Member can serve for two consecutive three-year terms (even if he or she served

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<sup>1</sup> The Board's decision was subsequently ratified by an in-person quorum of elected members on May 2, 2021.

<sup>2</sup> In addition to the changes summarized in this memo, inconsistencies in word usage and capitalization were corrected, and there were changes in wording in newly numbered Article VII, Sections 1 and 2 and newly numbered Article X, Sections 2 and 6 to align with the new Article VI and to modernize the phrase referring to the "books" of the Congregation.

part of a term prior), require all Life Members to the Board of Trustees to be elected by the congregation, and clarify that newly elected and Regular members of the Board of Trustees may vote at their first meeting.

8. Article X (newly numbered), Section 4 - This section was amended in response to a request to address Presidential succession at The Emanuel. When the Nominating Committee met in the winter of 2020, finding a successor for the current President was a priority. The Nominating Committee suggested that the synagogue explore the idea of having Co-Presidents. After investigating this model, the Governance Committee identified many challenges to having Co-Presidents and further discussed problems with the current model of succession spelled out in the Constitution. In looking to other non-profit organizations for a solution and to address concerns expressed by synagogue leaders regarding the large scope of the Presidential position, the Governance Committee embraced a model providing for a President and a President-Elect because there would be clarity around who the next President would be, the President-Elect could spend time training under the President, and the President and President-Elect could plan for a smooth transition. After gathering governing documents from other synagogues which have Vice Presidential roles with specific portfolios, reading recommendations found in USCJ materials, and recognizing this model's advantages, the Governance Committee pursued this model. It enables leaders to become familiar with different aspects of the synagogue and presents the opportunity to have a person serve in a Vice-Presidential role who may be very talented and passionate about a certain aspect of synagogue life, however, he or she does not have a present interest in serving as President. In considering what the specified Vice-Presidential portfolios should be, the Governance Committee felt that representation on the Executive Committee should reflect The Emanuel's stated mission of connecting members to each other and to G-d through programs and activities that represent our five values - Lifelong Learning, Caring, Social Justice, Participatory Prayer, and Love of Israel and the Jewish People. Depending on the position, the Vice Presidents would serve as liaisons to the synagogue's committees or serve as the actual committee chair.

We would like to extend our gratitude to the members of our Governance Committee for their work on the amendments to the Constitution: David Gerber, Rona Gollob, Elysa Graber-Lipperman, Peter Graber-Lipperman, Alan Parker, and President Mel Simon. The committee will continue working on our By-laws and rules for virtual meetings to be brought before the Board of Trustees for approval. If you have any questions or comments, please reach out to Elysa Graber-Lipperman at 860.233.6626.

Sincerely,



Melvin Simon, President



Elysa Graber-Lipperman, Chair, Governance Committee