



CONSTITUTION AND BYLAWS

OF

TEMPLE B'NAI CHAIM

As approved by the Congregation November 22, 1992;

As amended by the Congregation May 25, 2000;

As amended by the Congregation November 19, 2002;

As amended by the Congregation November 17, 2009 (effective July 1, 2010)

As amended by the Congregation May 15, 2014 (effective July 1, 2014)

As amended by the Congregation May 22, 2018 (effective July 1, 2018)

Temple B'nai Chaim is located at 82 Portland Avenue, Georgetown, Connecticut

Member of the UNION FOR REFORM JUDAISM

www.templebnaichaim.org

CONSTITUTION AND BYLAWS

OF

TEMPLE B'NAI CHAIM

Preamble

We as members of Temple B'nai Chaim, in order to assure fair governance, efficient administration, sound financial management, and the maintenance of suitable facilities, adopt these By-laws to guarantee our purpose as a *beit t'fillah* – house of prayer, *beit midrash* – house of learning, and *beit k'nesset* – house of community assembly.

Article I – Name

This Congregation shall be known as Temple B'nai Chaim.

Article II – Purpose

The purpose of the Congregation shall be to affirm its united and faithful commitment to Reform Judaism and to apply the principles of Judaism to society and the community in which we live. A welcome shall always be extended to all people of the Jewish community.

Article III - Religious Practices

Section 1. **Reform Judaism.** The Congregation shall interpret Judaism in the tradition of Reform Judaism.

Section 2. **Rabbi.** Unless otherwise directed by the Board of Trustees, the Rabbi shall guide the religious practices of the Congregation.

Section 3. **Ritual Committee.** The ritual committee shall coordinate with the Rabbi and other clergy to formulate and implement religious practices.

Article IV - Membership

Section 1. **Eligibility.** Any person of the Jewish faith or any person seeking to be associated with those upholding the Jewish faith shall be accepted for membership in the Congregation upon the payment of membership dues unless other arrangements are made in accordance with Section 6 of this Article.

Section 2. **Membership Unit.** A membership unit shall be the dues-paying Temple Member and any dependents.

Section 3. **Voting Members.** Members shall have the right to vote on all matters coming before the meetings of the Congregation. Each membership unit shall have one vote which may be split into equal parts for each family member over the age of 21. There shall be no voting by proxy. Members must be present to vote at any meetings; however, Members will be considered present if participating through remote voting pursuant to Article V, Section 6.

Section 4. **Dues.** Members shall pay such annual dues, assessments and other fees as shall be recommended by the Board of Trustees and approved by the Congregation at the Annual Meeting or at a special meeting. Membership dues are payable in advance or in accordance with a payment schedule established by the Board of Trustees.

Section 5. **Suspensions.** A Member who fails to pay any financial obligation due the Congregation within six (6) months after such obligation shall become due and payable may be suspended and deprived of all membership rights and privileges upon vote of the Board of Trustees, after notification of impending suspension by certified mail.

Section 6. **Abatement Committee.** An abatement committee consisting of the President, a past President (appointed by the President), and Treasurer shall review any Member's request for reduction or waiver of dues payment based upon financial hardship. After review the abatement committee may waive, extend, suspend, accrue, modify or otherwise afford relief to a Member in financial difficulty. The abatement committee is empowered to accept payment-in-kind by way of service to the Temple for which the Temple would otherwise be financially obligated to make payment in part or in whole in exchange for an abatement in dues.

The abatement committee shall make reports to the Board of Trustees, on a regular basis, confirming the terms of any abatement; provided, however, that reasonable efforts shall be taken to avoid any Congregant on abatement from being identified by name or otherwise.

The abatement committee may obtain such evidence as the committee may deem reasonably necessary to confirm the nature and severity of the financial hardship.

Any Member on abatement shall be considered to be a dues-paying Member for all purposes.

Section 7. Resignation. The resignation of any Member shall not relieve him/her from the payment of any obligation due the Congregation at the time of resignation.

Article V – Congregational Meetings

Section 1. Annual Meeting. The Annual Meeting of the Congregation shall be convened by the President in the month of May. At this meeting, reports shall be submitted by the President, the Rabbi, and such other officers, officials, Auxiliary representatives and committees as may be requested to do so by the Board of Trustees; the Congregation shall vote upon the annual budget recommended by the Board of Trustees; the Congregation shall elect such Trustees and Officers as may be required by Article VII hereof; and the Congregation shall vote upon such other matters to come before said meeting pursuant to the agenda set forth in the notice of meeting. Notice of the date, time and place of the Annual Meeting shall be published on the website, in the newsletter, or other means. Written notice shall be sent via regular or electronic mail of the Annual Meeting not later than fourteen (14) days prior to the date set forth for the meeting. The notice of the Annual Meeting shall contain the agenda for the meeting. The Congregation may not vote upon any matter not set forth in said agenda.

Section 2. Semi-Annual Meeting. The Semi-Annual Meeting of the Congregation shall be convened by the President in the month of November. At this meeting, reports shall be submitted by the President, the Rabbi, and such other officers, officials, Auxiliary representatives and committees as may be requested to do so by the Board of Trustees; a budget status report for the fiscal year shall be submitted and the Congregation shall vote upon any matters that come before said meeting pursuant to the agenda as set forth in the notice of meeting. Notice of the date, time and place of the Semi-Annual Meeting shall be published on the website, in the newsletter, or other means. Written notice shall be sent via regular or electronic mail of the

Semi-Annual Meeting not less than fourteen (14) days prior to the date set forth for the meeting. The notice of the Semi-Annual Meeting shall contain the agenda for the meeting. The Congregation may not vote upon any matter not set forth in said agenda.

Section 3. Special Meetings. Special meetings of the Congregation may be called by the President, or shall be called at the request of a majority of the Board of Trustees or on written application of 20 percent of the membership. The call for a special meeting shall set forth the purpose of the meeting and written notice thereof shall be mailed (regular or electronic) to such members at least fourteen (14) days prior to the time of such meeting. No business shall be transacted at such meeting except that specified in the call.

Section 4. Quorum. 15% of the membership units or 15 membership units, whichever is greater, shall constitute a quorum at meetings of the Congregation; provided that in the event no quorum is achieved that the meeting may be kept open and continued for not more than fifteen (15) days to achieve a quorum and conduct business. No further written notice is necessary to continue the meeting for up to fifteen (15) days. A vote taken during the continuation period may be submitted electronically even though one may not have been present at the original meeting. Members participating in any meeting of the Congregation in accordance with the remote voting provisions of Article V, Section 6 shall be considered present for purposes of convening a quorum.

Section 5. Member Submitted Matters. Five percent (5%) of the membership may submit a written request for a matter to be included for discussion and/or vote at any Congregation meeting provided, however, that such written request must be delivered to the President no less than twenty-one (21) days prior to the scheduled meeting. Such matter will be included in the Agenda for the relevant meeting.

Section 6. Remote Access. The Executive Committee may determine to allow Members to participate in and be deemed present at any Congregational Meeting through remote access. Remote access may utilize any methodology determined appropriate by the Executive Committee, including for example telephonic or web-based. Any methodology for remote access must allow each Member at the Meeting simultaneously (whether present physically or remotely) to (i) hear and/or read all comments made by any other Member at such Meeting, and (ii) speak or write to all Members at such Meeting. The Executive Committee may make special accommodation to allow Members to be present at a Meeting (physically or remotely) who are physically limited in

their ability to hear, read, speak or write. When the Executive Committee determines that remote access shall be available for a particular Meeting, codes necessary for a Member to participate (e.g., dial-in numbers or web addresses) must be provided at the same time and form as the Agenda for such Meeting.

Article VI – Executive Committee

Section 1. **Officers.** The officers of this Congregation shall consist of:

President

First Vice-President

Second Vice-President

Third Vice-President

Secretary

Treasurer

Hereinafter, these officers and the Past President will form the Executive Committee of the Board of Trustees. Each officer will be elected for a term of two (2) years at the Annual Meeting of the Congregation pursuant to the provisions in Article V. Each officer’s term shall commence as of July 1 following the Annual Meeting at which they are elected. All Officers continue to serve until elections are final. A transition meeting, held in June, shall include incoming and outgoing board members.

Each member of the Executive Committee shall be appointed by the President to serve as liaison to one or more committees referred to in Article IX. The function of the liaison shall be to ensure that each such committee is aware of direction from the President and Executive Committee and that the President and Executive Committee are aware of initiatives and matters affecting each such committee.

Section 2. Eligibility. In order to be an officer, the individual must be a Member of the Congregation and in addition, the President and Vice-Presidents must be Jewish. No person shall be eligible for election to any one office for more than two (2) consecutive terms of two (2) years each.

Section 3. President. The President shall be responsible for ensuring compliance with these By-Laws.

a. **Duties.** The duties of the President shall be:

To act as chairperson at all congregational meetings, Board meetings, and meetings of the Executive Committee;

To nominate committee chairpersons for approval by the Board of Trustees;

To be a non-voting Member of all committees;

To call special meetings;

To sign all documents;

To assign each Executive Committee member to serve as liaison to each committee referred to in Article IX.

To perform others duties as are incident to the office

b. **Vacancies.** If an officer, Trustee or chairperson's position becomes vacant, it is the duty of the President to nominate an individual to fill such vacancy. Such nominees are subject to approval by the Board of Trustees. The term of any such person shall continue until the next Annual Congregational Meeting.

c. **Voting.** In any meeting in which members or officers are entitled to vote, the President shall be counted for purposes of establishing a quorum but shall not be entitled to vote on any matter except to avoid a tie.

Section 4. **Vice Presidents.** Duties of the Vice Presidents are:

The Vice-Presidents shall perform such duties as may be assigned by the President. The First Vice-President shall act for the President in case of absence. The First Vice-President shall succeed to the office of President in case of vacancy. In such case, the Second Vice-President shall succeed to the office of First Vice-President and the Third Vice-President shall succeed to the office of Second Vice-President. In the event the 1st Vice President is unable to serve as President, the Executive Committee will recommend an interim President who, upon board approval, will carry out the term of the President until the next congregational meeting.

Each Vice President shall be appointed by the President to serve as liaison to one or more committees referred to in Article IX. The function of the liaison shall be to ensure that each such committee is aware of direction from the President and Executive Committee and that the President and Executive Committee are aware of initiatives and matters affecting each such committee.

Section 5. **Treasurer.** The Treasurer shall be responsible for:

Safeguarding all of the financial assets of the Congregation.

Establishing and overseeing the maintenance of the books of account of the Congregation.

Overseeing the preparation of the monthly financial statements, presenting a monthly financial statement to the Board of Trustees including the activity of invested funds.

Presenting a financial report at regular meetings of the Congregation.

With respect to Auxiliaries of the Congregation (e.g. Sisterhood) the Treasurer shall review their annual budget, their procedures for collection and disbursement of funds, their monthly bank statements and their annual accountings. Any deficiencies or improprieties shall be referred to the Board of Trustees for action. The Treasurer shall be a voting member of the Finance Committee of the Congregation. All disbursements of congregational funds in excess of \$2,500.00 shall require the signatures (manual or electronic) of two (2) officers of the Executive Committee as designated by the President, one of whom shall preferably be the Treasurer. The Treasurer shall perform such additional duties as may be assigned by the President.

Section 6. **Secretary.** The duties of the Secretary are:

To ensure that minutes are recorded at all meetings of the Congregation, the Executive Committee, and the Board of Trustees. Minutes of the Board and congregational meetings shall be available to each Member of the Congregation upon request to the Secretary.

Send out notices of all congregational meetings pursuant to Article V.

To perform such additional duties as may be assigned by the President.

Section 7. Immediate Past-President. The Immediate Past-President shall serve as a Trustee for the term of the next Succeeding President; provided that if such person is unable or unwilling to serve then each next most recent past-president shall be asked to serve in such capacity until one such past-president agrees to serve as the Immediate Past President.

Section 8. The Executive Committee Meetings.

The Executive Committee shall meet regularly to discuss and review pertinent issues.

The Executive Committee has the authority to declare an emergency situation and act on behalf of the Board of Trustees in the event of an emergency and to make whatever decisions are necessary, including the spending of Operational and/or Capital Funds without additional approvals, to expedite the resolution of such emergency situation in circumstances where a quorum of the Board (50%) cannot be convened in a timely manner.

The Executive Committee shall have the ability to place on leave, staff and/or clergy in the event of an “emergency” defined as a situation that is potentially harmful to the congregation, if immediate action is not taken. Any further action taken must be in accordance with the bylaws.

The Executive Committee shall record minutes of each meeting.

The meetings of the Executive Committee shall not be open to members of the Congregation unless invited to attend or participate.

The Executive Committee shall have oversight of and final decision regarding the calendar of events of the Synagogue and its auxiliaries.

The President shall report at the next regular meeting of the Board of Trustees any and all actions taken by the Executive Committee. The President shall report to the Board of Trustees all reasons given for the Executive Committee actions taken.

There shall be reasonable notice for Executive Committee meetings.

The Executive Committee may convene in-person, or through remote access using methodologies permitted under Article V, Section 6; provided, however, that no action may be taken unless at least four members participate, one of whom must be the President unless the President waives such requirement for a particular meeting. In addition, the Executive Committee may take action pursuant to written consent that has been signed by all members of the Executive Committee (whether or not their positions are unanimous), and such consent may be signed manually, by facsimile, by email or other method approved in the action itself.

Article VII -- Board of Trustees.

Section 1. **Board of Trustees.** The Board of Trustees shall be responsible for the administration of the Congregation and its properties in accordance with these By-Laws.

Composition. The Board shall be composed of the following members of the Congregation who shall serve as indicated, and each of whom is a "Trustee":

Officers (6). The Officers of the Congregation who shall serve as Trustees pursuant to Article VI.

Immediate Past-President (1). The Immediate Past-President who shall serve as a Trustee for the term of the next Succeeding President; provided that if such person is unable or unwilling to serve then each next most recent past-president shall be asked to serve in such capacity until one such past-president agrees to serve as the Immediate Past President.

Trustees-at-Large (5). Five members of the congregation elected by the Congregation to serve for two (2), two-year terms as Trustees-at-Large. Three (3) of these terms will expire in even years and two (2) of these terms shall expire in odd years.

Auxiliary Representatives (1 per auxiliary). One representative of each active Auxiliary, provided that such representative is a Member of the Congregation. Each Auxiliary will determine the methodology for electing its representative.

Committee Chairpersons (10). The chairpersons of each Permanent Operational Committee, as set forth in Article IX.

Conflicts. No individual may hold more than one position at one time on the Board of Trustees. If an individual accepts the position as chairperson of a Permanent Operational Committee, they will vacate any other Board position they otherwise hold. At any given time, only one person of a membership unit shall serve as a member of the Board of Trustees; provided that this restriction may be waived by a 2/3 vote of the Board of Trustees. In the event that two persons from a membership unit serve as members of the Board of Trustees, each will have a separate and full vote on the Board of Trustees, but they will nonetheless vote as a single membership unit at congregational meetings as described in Article IV, Section 3. All Board of Trustees are required to sign a conflict of interest statement.

Voting. Each Member of the Board of Trustees present at a meeting at which a vote is taken shall have a single vote, except that the President shall vote only in the event of a tie vote.

Term Commencement. Each Trustee-at-Large's term shall commence as of July 1 following the Annual Meeting at which they were elected. Each committee chairperson's and Auxiliary representative's term shall commence as of July 1 following their election by the Board of Trustees or appointment by the relevant Auxiliary. Trustees shall continue to serve until elections are final.

Vacancies. Vacancies of Officers, Trustees-at-Large or committee chairpersons shall be filled as described in Article VI, Section 3. Vacancies of Auxiliary representatives shall be filled by the relevant Auxiliary.

Section 2. General Duties. The Board of Trustees shall vote on all matters of policy and perform such other duties as the members of the Congregation in regular or special meetings may prescribe. The members of the Board of Trustees shall review written reports provided by committees of the Congregation.

Section 3. Meetings. The Board of Trustees shall meet regularly and, in addition, may meet at the call of the President or by petition of 50% of the Board. The Board of Trustees may convene in-person, or through remote access using methodologies permitted under Article V, Section 6.

Section 4. Quorum. 50% of the Board of Trustees shall constitute a quorum. In the event no quorum is achieved the meeting may be kept open and continued for not more than fifteen (15) days to achieve a quorum and conduct business. No further written notice is necessary to continue the meeting for up to fifteen (15) days. A vote taken during the continuation period may be submitted electronically even though one may not have been present at the original meeting. Members participating in any meeting of the Congregation in accordance with the remote voting provisions of Article V, Section 6 shall be considered present for purposes of convening a quorum.

Section 5. Absence. The office of any Trustee who is absent from three consecutive regular meetings of the Board during any year may be declared vacant by majority vote of the Board. In such case, the Trustee shall be removed from office and the vacancy shall be filled pursuant to Article VI, section 3.

Section 6. Staff. The Executive Committee or its designee, in consultation with the Rabbi, but not subject to Rabbi's consent, shall have the authority to employ and discharge professional staff and other employees and to fix their duties and compensation and communicate such decisions to the Board of Trustees. The hiring or discharge of senior staff members such as the head of the religious school requires a two-thirds vote of the Board for approval.

Section 7. Financial. Following consultation with the Finance Committee and Treasurer, the Board of Trustees shall designate the financial institutions for deposit of congregational funds. The Board of Trustees shall have the authority to borrow money up to a cumulative limit of an amount equal to not more than ten (10) percent of the previous year's gross revenues from all operating sources and to pledge for the repayment thereof any assets of the Congregation. The Congregation must approve any borrowing above the aforementioned level.

Section 8. Setting Example. Members of the Board, as the chosen lay leaders of the Congregation, shall individually and collectively set the example to the membership by regular attendance at worship services and by active participation in the life and activities of the Congregation.

Section 9. Open Meetings. All meetings of the Board of Trustees, Committees and Auxiliaries are open to Members of the Congregation. Meetings of the Executive Committee are not open to Members of the Congregation without the invitation of the Executive Committee.

Section 10. Insurance. The Congregation shall provide for errors and omissions insurance coverage for the Rabbi, other clergy, Educational Director, and all Officers and Trustees of the Congregation. The insurance will cover all but gross negligence or intentional torts or misconduct of those insured.

Section 11. Leadership. Each Trustee-at-large is expected to accept one or more leadership and/or task responsibilities at all times during the term of his or her office.

Section 12. Removal. Any Officer or Trustee elected by the Congregation may only be removed from office by a two-thirds vote of the members of the Congregation present at a special meeting of the Congregation, or as otherwise set forth in these By-laws. Not later than thirty (30) days prior to the date set for such meeting the individual who has been charged shall be given notice of those charges and shall have the right to be heard at the congregational meeting.

Article VIII - Clergy

Section 1. Rabbi - Primary Responsibilities. The Rabbi shall be the spiritual and educational leader of the Congregation. The Rabbi shall implement the policies of the Board of Trustees and its committees and shall fulfill the religious needs of the Congregation. The Rabbi shall supervise and direct the activities of the Cantor and other clergy in all matters except as to salary and perquisites. The Rabbi shall enjoy freedom of the pulpit. For all purposes, freedom of the pulpit means that (i) the Rabbi shall have the freedom to preach and teach Judaism both in its fundamental essence and in its practical applications, and (ii) that at all regular Sabbath and Holiday ceremonies the Rabbi shall have unrestrained freedom to compose and deliver sermons from the bima.

Section 2. Search Committee; Initial Term. Candidates for Rabbi shall be recommended by a search committee whose chair is appointed by the President of the Congregation with the approval of the Board of Trustees. The Executive Committee of the board along with the Chair of the Search Committee shall select committee members. Upon recommendation of the candidate for Rabbi, the Executive Committee in consultation with the Finance Committee shall determine the initial term of service, salary and other perquisites of employment. The engagement of the Rabbi will require a two-thirds vote of the Board of Trustees for approval and then must be presented to the Congregation at a regular or special meeting called for such

purpose. A two-thirds vote of the voting members present at a Congregational Meeting shall be required for the engagement of the Rabbi.

Section 3. **Term.** Upon the completion of the initial term of service by the Rabbi and/or at the expiration of a subsequent complete contract term, the Executive Committee in consultation with the Finance Committee shall devise and oversee an agreement into which its recommendations have been included, including term of service, salary and other perquisites during any renewal period. This recommendation shall be submitted to the Board of Trustees and will require a 2/3 vote for approval. Once approved, this recommendation shall then be submitted to a regular or special meeting of the Congregation. A fifty one percent (51%) vote of the voting members present at a Congregational Meeting shall be required to act upon the recommendation of the Board.

Section 4. **Removal of Rabbi and/or Cantor.** The Rabbi and/or Cantor may be removed by a two-thirds vote of the voting members present at a regular or special meeting of the Congregation, provided that the notice of such meeting contains a statement of proposed action and further provided that any vote to remove the Rabbi and/or Cantor shall be by written secret ballot.

Section 5. **During Absences.** The Board of Trustees and Rabbi will maintain contingency plans for planned and unplanned absences of the Rabbi. The Rabbi shall designate a person to serve as the Interim Lead Clergy during any absences, following discussion with the Executive Committee. If the Rabbi is unable or otherwise fails to make such designation then the Executive Committee shall recommend to the Board of Trustees who shall vote on an Interim Lead Clergy. The Interim Lead Clergy must be a member of the Temple's clergy, a Rabbi who is engaged on a temporary basis by the Board of Trustees, or a lay leader of the Temple. The Interim Lead Clergy shall have Freedom of the Pulpit during the Rabbi's absence.

Article IX – Committees

Section 1. Permanent Operational Committees; Programmatic Committees; and Ad

Hoc Committees. At the first meeting of the Board of Trustees after the Annual Meeting, the President shall, subject to approval of the Board of Trustees, appoint from among the members of the Congregation, the chairpersons of all Permanent Operation Committees, Programmatic Committees, and Ad Hoc Committees. The Chairpersons of the Permanent Operational Committees are members of the Board of Trustees. The Chairpersons of the Programmatic Committees and the Ad Hoc Committees will attend meetings of the Board of Trustees at the invitation of the President, and are encouraged to attend all additional meetings of the Board of Trustees to which they are not expressly invited.

It shall be the duty of the Social Action Committee to focus on fulfilling our social and ethical responsibility to the greater local, national and worldwide community. Social Action shall be a permanent Operational Committee on the Board of Trustees and as such will follow committee guidelines.”

The Permanent Operational Committees:

Adult Education

Communication

Education

Finance

Development

Governance

House

Membership

Ritual

Social Action

Example Programmatic Committees are:

Long-Range Planning

Youth

Ad Hoc Committees

The Board of Trustees may create ad-hoc committees and delegate to them such powers and duties as it shall deem appropriate, except powers and duties enumerated by these By-laws and entrusted to the Board of Trustees, Officers, or Permanent Committees. Examples of potential Ad Hoc Committees include (i) Building Committee to oversee new constructions, and (ii) Special Purpose Fundraising Committees, such as the Kulanu Campaign

Section 2. Term and Removal of Chairpersons. Each committee chairperson shall serve a term of one year, with a term limit of four consecutive years in such position. A two-thirds majority vote of the Board of Trustees is required to waive the term limit of any committee chairperson, which waiver is subject to annual renewal. The relevant Committee Chairperson shall abstain from such vote. The President may, with the approval of the Board of Trustees, remove a committee chairperson.

Section 3. Committee Membership. The chairperson of each committee shall select members of the committee from the Congregation. To prevent conflicts of interest, committees that are charged with supervising staff members shall not have committee members who are paid employees. Similarly, committees that oversee outside vendor relationships and services shall not have committee members who benefit financially directly or indirectly from the services being provided.

Section 4. Responsibilities of the Committees

All committees shall make available a regular written report of its activities to the Board of Trustees. The Permanent Operational Committees shall have the following duties subject to the approval of the Board of Trustees and subject to consultation with the Rabbi:

Adult Education:

It shall be the duty of the Adult Education Committee to set adult education policies for the Congregation and to oversee adult education programs.

Communication:

It shall be the duty of the Communications Committee to oversee the publicity and publications of the Congregation, including the Congregation's regular newsletters, social media, public media relations and overall website content.

Education:

It shall be the duty of the Education Committee, in consultation with the head of the religious school, to set religious school educational policies for the Congregation and to supervise religious school programs and to make recommendations to the Executive Committee or its designee concerning education staff.

Finance:

It shall be the duty of the Finance Committee to prepare the annual congregational budget with a detailed estimate of the income and operating expense for the coming year, and to supervise the annual audit of the accounts of the Congregation including all Auxiliaries. Any proposed operational expenditure in excess of one percent of the previous year's actual operating gross revenues not provided for in the annual budget shall be reviewed by the Finance Committee which shall submit the proposed expenditure to the Board of Trustees with a recommendation for its approval or denial.

Investment of funds: The Finance Committee shall oversee the investment of all moneys held in the name of the Congregation. Investment of moneys held in the Congregation's Capital Fund(s) are limited to certificates of deposit, U.S. Treasury Bills, insured money market and savings accounts and corporate and municipal bonds and bond funds rated by Moody's or Standard and Poor's as AA or better. Capital stock received by the Synagogue in payment of obligations or as donation shall be sold "at the market" as soon as practical following receipt, with proceeds invested as permitted above.

Expenditures from the Capital Accounts: Without congregational approval, expenditures of the Capital Accounts are limited to payment of expenses for repair or improvement of the buildings and grounds for which the Capital Accounts are intended. The Finance Committee

shall monitor the Capital Accounts. Except in the event of an emergency as declared by the Executive Committee, the minimum balance in the Capital Account for the building shall not be permitted to fall below \$50,000. Furthermore, any expenditure of the Capital Account of up to \$10,000 shall require approval of the Board of Trustees, and any expenditure in excess of \$10,000 shall require approval of the Congregation. In no event shall the Capital account be used to pay for “ordinary repairs and maintenance.” Finally, any and all income earned on the Capital Account shall be deemed to be capital income and not operating income.

Development:

It shall be the duty of the Development Committee to build relationships with congregants, plan and coordinate various operating account fundraising activities of the Congregation throughout the year and build long-term fundraising opportunities.

Governance:

It shall be the duty of the Governance Committee to:

Review the processes and procedures by which the Board of Trustees operates.

Report to the Board, at least annually, any recommendations for changes with regard to the manner by which the Board operates.

Perform an annual review of these By-laws and recommend any additions or changes that are necessary to make governance of the Congregation more efficient and fair or to enable our elected leaders to best serve our community.

Act as a nominating committee, recommending to the President and the Board of Trustees members of the Congregation to fill vacancies on the Board and its committees.

Establish and implement leadership development programs for recruitment of future leaders.

House:

It shall be the duty of the House Committee to supervise the repair and maintenance of the Synagogue buildings and grounds, and to establish and maintain rules and regulations for the use of the building and grounds. The House Committee shall supervise the rental of the Synagogue buildings and grounds for functions, in accordance with guidelines determined by the Board of Trustees.

Membership:

It shall be the duty of the Membership Committee to (i) secure new Members for affiliation with the Congregation, (ii) familiarize new Members with the services and activities of the Congregation, (iii) maintain ongoing liaison with new members and (iv) determine and supervise programs to encourage the retention of new and existing Members.

Ritual:

It shall be the duty of the Ritual Committee to coordinate with the Rabbi and other clergy to formulate and implement all religious practices. Significant changes to the ritual practices or policies of the Congregation shall be brought to the Board of Trustees.

Programmatic Committees:

Long Range Planning:

It shall be the duty of the Long-Range Planning Committee to establish short-term (0-3 years) and long-term (beyond 3 years) goals for the Congregation with an action plan outlining steps to be taken to reach these goals.

Social Action:

It shall be the duty of the Social Action Committee to focus on fulfilling our social and ethical responsibility to the greater local, national and worldwide community. Any position statement issued by the Social Action Committee on behalf of the Congregation shall require prior approval of the Rabbi and the Board of Trustees.

Youth:

It shall be the duty of the Youth Committee to work with the Youth Advisor to oversee the activities of the Junior and Senior Youth Groups.

Article X - Auxiliaries

Section 1. Rights and Responsibilities. The Board of Trustees may authorize Auxiliaries of Temple B'nai Chaim. Auxiliaries are quasi-independent groups within the Synagogue membership, each of which has certain privileges and each of which has certain responsibilities to the Synagogue. The Board of Trustees may dissolve any Auxiliary in its discretion by majority vote.

Section 2. Privileges. The Officers and Board of each Auxiliary shall be covered by the Synagogue's errors and omission insurance coverage; the Auxiliary shall be entitled to use the Synagogue's tax identification and exempt numbers; and the Synagogue building shall be available to and decreed to be the meeting place of each Auxiliary. If any additional space is needed by an Auxiliary it is to be brought to the Board of Trustees to determine (i.e. Judaica Shop).

Section 3. Responsibilities and Obligations. In consideration of the privileges as set forth in Section 2 above, each Auxiliary shall establish and operate under its own written By-laws, and provide a copy thereof to the Secretary of the Synagogue;

elect its own Directors and Officers, in accordance with its By-laws;

permit the Board of Trustees a representative on the Auxiliary's Board;

provide the Treasurer of the Synagogue with copies of monthly bank statements and permit the Treasurer the opportunity to review all financial books and records on a regular basis;

coordinate its activity calendar with the Synagogue and religious school and fellow Auxiliary calendars to avoid conflict;

provide the Secretary of the Synagogue with copies of all minutes of meetings within ten (10) days after each meeting;

manage its own finances and maintain its own bank account; provided that any balance in excess of \$18,000 shall be transferred to the Synagogue operating account;

agree that no one may serve as a President, Vice-President or Treasurer of the Auxiliary who is not a Synagogue Member;

in addition to its general purpose, at all times aid and abet the general religious, cultural, social and educational purpose of Temple B'nai Chaim.

Article XI -Property

A vote of two-thirds of the voting members of the Congregation present at a meeting of the Congregation called for such purpose is required to authorize any purchase, sale or, rental of non-Synagogue real property, financing, refinancing or construction of or upon any real property in excess of \$10,000 in a given year.

Article XII - Fiscal Year

The fiscal year shall run from July 1 of each year to June 30 of the following year.

Article XIII - Amendments

Amendments to the Constitution and Bylaws shall be published or made available in writing and shall be initiated by the Board of Trustees or by at least fifteen (15) percent of the membership units of the Congregation, and shall be filed with the Secretary. Such amendments may be acted on at any regular meeting of the Congregation or at any special meeting called for that purpose. Copies of the proposed amendments shall be published or made available with the notice of the congregational meeting called for such purpose. An affirmative vote of two-thirds of the members present and voting shall be necessary to adopt any amendment.

Article XIV - Rules of Order

The rules of procedure at meetings shall be determined by Roberts Rules of Order, latest revised edition, except as otherwise specified in the Constitution or Bylaws.

Article XV - Administration

Section 1. **Prohibition of Personal Gain.** No part of the Congregation's assets or income may be disbursed to its members or to others, except to pay for services rendered.

Section 2. **Dissolution.** Upon dissolution of Temple B'nai Chaim, the Board of Trustees shall pay off liabilities to the limit of Synagogue assets. If any assets remain, they shall distributed to other charitable, religious or educational organizations as defined in Section 501 (c) (3) of the United States Internal Revenue Code.

Constitution and Bylaws of Temple B'nai Chaim

As approved by the Congregation November 22, 1992

As amended by the Congregation May 25, 2000.

As amended by the Congregation November 19, 2002.

As amended by the Congregation November 17, 2009, effective July 1, 2010.

As amended by the Congregation May 15, 2014, effective July 1, 2014.

As amended by the Congregation May 22, 2018, effective July 1, 2018.