

BYLAWS OF CONGREGATION B'NAI TIKVAH

(Dated: 1981, Amended: 8 April 1996, 15 May 2011, 3 January 2021)

ARTICLE I

NAME

This congregation shall be known as Congregation B'nai Tikvah (hereinafter referred to as "CBT" or "Congregation B'nai Tikvah").

ARTICLE II

PURPOSE

The purpose of Congregation B'nai Tikvah shall be to affirm for its members their faithful attachment to Judaism and their adherence to its liberal interpretation, to unite for the purpose of discharging its members' responsibilities under the protection of a benign Providence, and to apply the principles of Judaism to their personal conduct, to family life, and to society.

ARTICLE III

RITUAL AND RELIGIOUS PRACTICES

Section 1. Congregation B'nai Tikvah shall interpret Judaism in the tradition of Reform Judaism.

Section 2. Location of seats in the place of worship shall be unassigned.

ARTICLE IV

MEMBERSHIP

Section 1. For the purposes of these Bylaws, the membership unit of Congregation B'nai Tikvah is a Household, defined to mean adult individuals and their dependent children who live together.

Section 2. Each Household shall pay such annual dues, assessments, and other fees as shall be recommended by the Board of Trustees and approved by the congregation.

Section 3. The Board of Trustees may waive, extend, or modify any financial obligation due from a Household. The Board may delegate this authority to the President, Treasurer, Executive Director, or any combination thereof.

Section 4. A Household shall be considered to be in good standing if all financial obligations then currently due from the Household have been paid.

Section 5. Households who fail to meet their financial obligations to CBT within ninety (90) days after such obligation becomes due and payable may be suspended and deprived of all membership rights and privileges upon vote of the Board of Trustees, after the Household has been notified by overnight mail and email of its impending suspension.

ARTICLE V

CONGREGATIONAL MEETINGS

Section 1. A meeting of the congregation shall be held annually (“Annual Meeting”). The President shall use best efforts to convene the Annual Meeting between May 1 and June 30 of each year. At the Annual Meeting, reports shall be submitted by the President, the Rabbi, the Executive Director, the head of the Religious School, and such other officers, officials, auxiliaries, and committees as may be requested to do so by the Board of Trustees; the budgets for the coming fiscal year shall be approved or disapproved; and Officers and Trustees shall be elected. No business shall be conducted or voted on unless included in the notice of the meeting. The notice of the meeting shall be mailed or emailed to every Household in good standing at least thirty (30) days before the holding of the Annual Meeting or any adjourned Annual Meeting. In addition, notice may be included in any announcements, newsletters, or other communications sent to each Household during the 30 days preceding the Annual Meeting or any adjourned Annual Meeting.

Section 2. Every member of a Household in good standing eighteen years of age or older is a Voting Member of the congregation with the right to vote on all matters coming before meetings of the congregation. Unless otherwise specified herein, all such matters shall be decided by a simple majority of the Voting Members who vote in the election in person or by proxy. All proxies shall expire upon conclusion of the meeting for which the proxy was given.

Section 3. Any meeting of the congregation may be held in person, through video conferencing, or both. A Voting Member who attends the meeting through video conferencing and votes electronically during the meeting shall be considered an “in person” vote under these Bylaws.

Section 4. Special meetings of the congregation may be called by the President, at the request of a majority of the Board of Trustees, or on written application of two thirds (2/3) of the Voting Members at the time of such call. The call notice thereof shall be mailed or emailed to each Household in good standing at least 15 days before the time of such special meeting. No business shall be transacted at such special meeting except that which has been specified in the notice of the meeting.

Section 5. At the Annual Meeting, fifteen (15) percent of the Voting Members of the congregation, including those voting by proxy or through video conferencing, shall constitute a quorum.

Section 6. At a Special Meeting, thirty (30) percent of the Voting Members of the congregation, including those voting by proxy or through video conferencing, shall constitute a quorum.

ARTICLE VI

OFFICERS

Section 1. The Officers of the congregation shall consist of a President, a President Elect, an Immediate Past President, a Secretary, and a Treasurer. In order to be an Officer, the individual must be a Voting Member of the congregation and have served on the Board for at least one term.

Section 2. At the Annual Meeting, the congregation shall elect the President Elect, Treasurer, and Secretary. The Offices of the President and Immediate Past President shall be filled by automatic succession as set forth below. The Officers shall assume office on July 1 of that same year. The Officers shall be elected for a term of two years. After serving a full elected two year term, the President Elect shall become the President, and the President shall become the Immediate Past President. After serving as Immediate Past President, the individual must rotate off the Board of Trustees for at least two (2) years. An individual can only serve three (3) consecutive terms as Treasurer or Secretary and then must rotate off the Board of Trustees for at least two (2) years, unless elected to the Office of President Elect. An individual who will reach the end of their third consecutive term as Treasurer and/or Secretary may be nominated to the Office of President Elect and will be subject to the one elected term limitation as this individual automatically succeeds to the Office of President and Immediate Past President and then must rotate off the Board for at least two (2) years.

Section 3. The duties of the President are: to chair all congregational and Board of Trustees meetings, to appoint committee chairpersons, to call special meetings, to sign legal documents, to set the agenda of all Board and congregational meetings, and to perform such other duties as set forth in these Bylaws or are incident to the office.

Section 4. The President Elect shall automatically succeed to the office of President at the conclusion of the President's term or if the President cannot serve out their term. During the President's term, the President Elect shall act for the President in case of the President's absence or disability. The President Elect shall perform such duties as may be assigned by the President or the Board of Trustees or are set forth in these Bylaws.

Section 5. The Treasurer shall be the custodian of all funds of CBT. The Treasurer shall present a report on the financial condition of CBT to the Board of Trustees at its regular monthly meetings and a similar report to the congregation at its Annual Meetings. The Treasurer shall chair the Budget and Finance Committee and work with the Rabbi, Executive Director, the head of the Religious School, and Budget and Finance Committee to develop the annual budgets for CBT and the Religious School, and to monitor those budgets throughout the fiscal year. The Treasurer shall perform such duties as may be assigned to the Treasurer by the President or the Board of Trustees or as set forth in these Bylaws.

Section 6. The Secretary shall serve as Secretary of the congregation and of the Board of Trustees. The Secretary shall keep the minutes of both bodies, keep and maintain true and accurate copies of all governing documents of CBT and all policies and procedures, keep a register of all the members of CBT with the assistance of the Executive Director, ensure the accuracy of all notices of all meetings, and perform such other duties as are set forth in these Bylaws, are incident to the office, or may be assigned by the President or the Board of Trustees.

Section 7. The Immediate Past President shall be the Parliamentarian of the Board of Trustees and the congregation and shall act as an advisor to the President and President Elect. In the event of vacancies in both the office of the President and the President Elect, the Immediate Past President shall assume the duties of the President, until such time as the vacancy can be filled by nomination by the acting President/Immediate Past President and confirmed by majority vote of the remaining Board of Trustees.

Section 8. The Officers may advise and consult with the Executive Director, the Rabbi, or other staff from time to time at their discretion.

Section 9. Mid-term vacancies in the offices of President Elect, Secretary, or Treasurer shall be filled by nomination by the President from among the Officers and Trustees of the Board. Such nominees must be confirmed by a majority vote of the remaining Trustees. The President will use their best efforts to appoint an Officer or Trustee with at least two (2) years' experience on the Board. If this is not possible, the President may appoint either a current Trustee with fewer than two years' experience or a person who, not currently on the Board, previously served on the Board for more than two years.

Section 10. Before assuming office and while in office, all officers and trustees shall be covered by a blanket position Fidelity Bond and Directors and Officers Errors and Omissions Bond, the cost of which shall be borne by CBT. Coverage shall be no less than one million dollars (\$1,000,000) per occurrence.

Section 11. All non-budgeted disbursement of congregation funds in excess of five thousand dollars (\$5,000) shall require the written authorization of at least two (2) officers as designated by the Board of Trustees, one of whom shall be the Treasurer.

ARTICLE VII

BOARD OF TRUSTEES

Section 1. The Board of Trustees shall consist of the Officers and six (6) At-Large Trustees elected by the Voting Members of congregation (collectively referred to herein as "Trustees"). Trustees, as the chosen lay leaders of Congregation B'nai Tikvah, shall individually and collectively set the example to the congregation by regular attendance at worship services and by active participation in the life and activities of CBT. In order to be an At-Large Trustee, the individual must:

- A. Be a Voting Member;

- B. Not be an employee of CBT, or the spouse, domestic partner, or significant other of an employee of CBT;
- C. Not be a member of the same Household as another Trustee or Officer.

Section 2. The Rabbi and Executive Director shall be ex-officio, non-voting members of the Board of Trustees and all committees and have the right to attend all meetings of the Board of Trustees, any committee, and the congregation.

Section 3. At each Annual Meeting, the congregation shall elect two (2) At-Large Trustees for a term of three (3) years. At Large Trustees may serve on the Board up to two (2) consecutive terms and then must either be elected as an Officer or rotate off the Board for at least two (2) years. When an At Large Trustee is elected to an Officer position, that individual is subject to the term limits for Officers set forth above in Article VI.

Section 4. The Board of Trustees shall be responsible for the general governance, policy-making, and planning of Congregation B'nai Tikvah. The responsibilities of the Board of Trustees include those enumerated below and elsewhere in these Bylaws. Consistent with sound business practices, the Board may delegate certain duties to appropriate staff members or congregational committees as long as the Board continues to exercise prudent oversight responsibility.

- A. Establish the mission and vision of Congregation B'nai Tikvah.
- B. Develop congregational goals and objectives.
- C. Develop and implement governance policies and procedures.
- D. Establish short term and long range strategic plans.
- E. Provide input with respect to professional staff initiatives related to congregational programs, member services, and community relationships.
- F. Approve/decline the annual budgets prior to the Annual Meeting of the congregation.
- G. Develop policies and procedures for authorization of revenue sources, capital expenditures, financial plans, banking and credit arrangements, loans and debt instruments, and contracts.
- H. Develop policies and procedures for budget adoption, mid-fiscal year budget amendments and authorization of non-budgeted expenditures in cooperation with Executive Director and Budget and Finance Committee.
- I. Employ and supervise the Executive Director and Clergy, including making retention decisions and setting duties and compensation.
- J. Approve the creation, reorganization, or elimination of staff and clergy positions in consultation with the Executive Director and the Rabbi.
- K. Advise the Executive Director and Rabbi on the employment and termination of all other professional staff and other employees.
- L. Develop personnel policies and procedures.
- M. Take any other actions as specified in these Bylaws.

Section 5. The Board of Trustees shall meet once a month and, in addition, may meet at the call of the President or by petition of one-half (1/2) and one (1) Trustees of the Board. The rules of procedure at meetings shall be determined by Robert's Rules of Order, latest revised edition. The

Parliamentarian shall be the arbiter of the Rules of procedure at all Board and Congregational meetings.

Section 6. Board Meetings are open to all Voting Members of the congregation, except for that portion (if any) that is an executive session. The President will provide Voting Members who request to speak at a Board Meeting a reasonable opportunity to do so. The schedule and agenda of Regular Board Meetings will be published to the congregation. Participation in an executive session is limited to members of the Board and invitees. Executive sessions are convened to discuss matters that are subject to confidentiality requirements by law, that concern the provision of legal advice, or that the Board, in its discretion, concludes that discussion of the matter in executive session is warranted.

Section 7. Six (6) Trustees, including Officers, shall constitute a quorum.

Section 8. Mid-term vacancies among the At-Large Trustees shall be filled by appointment of the President. Such appointees must be confirmed by a majority vote of the Board of Trustees. Mid-term appointees may then be elected to two (2) full terms before having to rotate off the Board of Trustees or be elected as an Officer.

Section 9. Each Trustee shall sign the Code of Conduct upon taking office, and at the beginning of each new term. The Code of Conduct outlines the duties and obligations of Trustees. Violations of the Code of Conduct may subject a Trustee to censure and/or removal pursuant to Section 12 below.

Section 10. The office of any Trustee who is absent without adequate excuse from three (3) regular meetings of the Board of Trustees in a fiscal year may be declared vacant by the Board.

Section 11. To avoid a conflict of interest or an appearance of impropriety, and to encourage the candid exchange of information, any Trustee with a financial, personal, or business interest in any matter before the Board shall disclose their interest in the matter to the Board prior to discussion of the matter and abstain from voting on the matter. The President shall excuse the interested or potentially interested Trustee from the meeting during any discussion and vote of the matter, and then invite that Trustee to rejoin the meeting once the matter has been tabled or acted upon. Failure to disclose a potential conflict of interest shall be grounds for censure, removal, and/or other appropriate action pursuant to Section 12 below.

Section 12. Any Trustee can make a motion to open debate on whether to censure or take other appropriate action in the event a Trustee fails to abide by their obligations to the Board and/or Congregation B'nai Tikvah. Fifty percent (50%) of all voting Trustees in attendance must approve a preliminary motion to open debate on the subject of concern. Two-thirds (2/3) of all voting Trustees present must approve any motion to censure the Trustee or take any other appropriate action.

**ARTICLE VIII
RABBI**

Section 1. The congregation may abide, in its selection of a Rabbi, by the rules and regulations of the Rabbinical Placement Commission of the Union of Reform Judaism, and the Central Conference of American Rabbis (CCAR).

Section 2. The Rabbi is the spiritual and educational leader and officiant of CBT, who is called to minister to the religious, educational, pastoral, and communal needs of the congregation. The Rabbi shall have complete freedom of the pulpit. Only the Rabbi can invite another Rabbi or guest speaker to occupy the pulpit. All services and life cycle ceremonies shall be conducted in accordance with the standards and procedures set by the Rabbi, who shall establish such standards and procedures based on the Rabbi's own convictions with due regard for the customs of Congregation B'nai Tikvah.

Section 3. The Rabbi shall be recommended by a special Clergy Selection Committee appointed by the President and approved by the Board of Trustees. The Clergy Selection Committee shall keep the Board reasonably informed of its progress. The Board, in turn, shall keep the congregation reasonably informed without disclosing confidential information. This committee shall recommend to the Board of Trustees a Rabbi to be elected. Upon approval of the Board of Trustees, this recommendation shall be presented to the congregation at a congregational meeting. A two-thirds (2/3) vote of the Voting Members who vote in the election in person or by proxy shall be required for the election of a Rabbi to a first contract term.

Section 4. Upon completion of the first term of the Rabbi's current contract, the Board shall make a recommendation as to the Rabbi's election to a successor contract. This recommendation shall be submitted to a meeting of the congregation. A majority vote of those Voting Members who vote in the election in person or by proxy shall be required to act upon the recommendation of the Board.

ARTICLE IX

ADDITIONAL CLERGY

Section 1. The Board and the Rabbi shall confer regarding the need for and duties of additional clergy, such as assistant or associate rabbis or a cantor. The Board may, in its discretion, decide to hire additional clergy and set forth the duties of such additional clergy. Rabbinical or cantorial interns may be employed at the discretion of the Rabbi within budgetary constraints.

Section 2. Additional Clergy shall be recommended by a Clergy Selection Committee appointed by the President and approved by the Board of Trustees. The Clergy Selection Committee shall advise and consult with the Rabbi throughout the selection and hiring process and shall keep the Board reasonably informed of its progress. The Board, in turn, shall keep the congregation reasonably informed without disclosing confidential information. This committee shall recommend to the Board of Trustees the clergy to be elected. Upon approval of the Board of Trustees, this recommendation shall be presented to the congregation at a congregational meeting. A two-thirds (2/3) vote of the

Voting Members who vote in the election in person or by proxy shall be required for the election of the clergy person to a first contract term.

Section 3. Upon completion of the term of the clergy person's current contract, the Board shall make a recommendation as to the clergy person's election to a successor contract. This recommendation shall be submitted to a meeting of the congregation. A majority vote of the Voting Members who vote in the election in person or by proxy shall be required to act upon the recommendation of the Board.

ARTICLE X

PROFESSIONAL STAFF

Section 1. The Board of Trustees shall employ an Executive Director to run the administrative, business/financial, and day to day operations of Congregation B'nai Tikvah. The Board shall set the duties and compensation of the Executive Director. The Executive Director reports to the Board. The Executive Director may be selected from among the membership of the congregation.

Section 2. The creation or reorganization of staff positions shall be approved by the Board of Trustees through the budget process. The compensation of all staff members, other than the Executive Director and clergy, shall be fixed determined through the annual budget process. The Executive Director shall be responsible for hiring and supervising all staff members in cooperation with the Human Resources Committee and in accordance with CBT's policies and procedures.

Section 3. The head of the Religious School shall be responsible for the administrative, business/financial, and day to day operations of the Religious School. The Executive Director shall supervise and oversee this person with respect to these administrative, operational, and business/financial matters. The head the Religious School shall also be responsible for the curriculum, programming, and spiritual direction of the Religious School. The Rabbi, or other clergy at the direction of the Rabbi, shall supervise and oversee the head of the Religious School with respect to these curricular, programmatic, and spiritual matters.

ARTICLE XI

COMMITTEES

Section 1. The following standing committees shall be established by the President:

A building and grounds committee;

A membership committee;

A religious school committee;

A ritual committee;

A budget and finance committee; and

A human resources committee.

Each of these standing committees shall have one Trustee assigned to it who will be a member of the committee and serve as a liaison between the Board of Trustees and the committee.

Section 2. The Board of Trustees, in its discretion, may establish other standing and ad hoc committees to meet the needs of the congregation. In creating such committees, the Board shall specify the committee's duties and scope of authority.

Section 3. All members of committees must be members in good standing of the congregation.

Section 4. Committee chairs shall be filled by appointment of the President. Such appointees must be confirmed by a majority vote of the Board of Trustees.

Section 5. It shall be the duty of the Budget and Finance Committee, in cooperation with the Executive Director, to make a detailed estimate of the income and operating expenses for the ensuing year, to submit annual budgets for the ensuing year to the Board for approval, and to supervise any audit of the accounts of CBT. The Treasurer shall be the chairperson of the Budget and Finance Committee.

Section 6. It shall be the duty of the Building and Grounds Committee, in cooperation with the Executive Director, or the Executive Director's designee(s), to keep the building and property of Congregation B'nai Tikvah secure and in good order and repair and to establish, with the approval of the Board of Trustees, rules and regulations for the use of CBT's physical facilities.

Section 7. It shall be the duty of the Membership Committee, in cooperation with the Rabbi, the Executive Director, or their designee(s), to retain and engage current members, conduct community outreach, welcome and encourage members of the community who have expressed an interest in Congregation B'nai Tikvah to become members, and to develop a program for the orientation, activation, and retention of members.

Section 8. It shall be the duty of the Human Resources Committee to assist the Executive Director in the selection, hiring, and retention of staff in accordance with the policy and procedures of CBT, to serve as negotiators on behalf of the Board in contract negotiations with the Executive Director, Rabbi, and any clergy person, to serve as an appeal panel for any employee complaints or disputes in accordance with CBT's policies and procedures, and to advise and consult with the Executive Director or Rabbi regarding confidential personnel matters.

Section 9. It shall be the duty of the Religious School Committee, in cooperation with the head of the Religious School, to make all regulations and recommendations necessary for the governance of religious school and to help develop the curriculum, programming, and activities of the religious school.

Section 10. It shall be the duty of the Ritual Committee, in cooperation with the Rabbi, to consider the rituals and observances of the synagogue and to promote such practices as will enhance the values of Jewish life.

Section 11. The Board of Trustees shall establish service clubs of the congregation, such as Sisterhood, Men of CBT, and any other service club its deems appropriate. Service clubs shall be self- governed and self-supported organizations affiliated with CBT.

ARTICLE XII NOMINATIONS & ELECTIONS

Section 1. Nominations of officers and trustees shall be made by a Nominating Committee with the consent of the majority of the Board of Trustees. The Nominating Committee shall consist of five (5) members chosen by the President, and approved by the Board of Trustees. The Nominating Committee shall consist of no more than two (2) members who currently serve on the Board of Trustees. The Trustees should be Trustees whose terms of office either do not expire at the next ensuing election or will not be nominated to a position in the ensuing election. The President shall serve as ex officio member of the Nominating Committee.

Section 2. The slate of nominees shall consist of one nomination for the offices of President Elect, Secretary, and Treasurer, and for each At Large Trustee whose term of office shall expire at the close of the then current term. No nomination is needed for the office of President as the then current President Elect will assume the office of President at the end of his or her term as President Elect.

Section 3. The Nominating Committee will use its best efforts to name for the offices of President Elect, Secretary, and Treasurer someone on the current Board with at least two (2) years' experience. If this is not possible, the Nominating Committee may nominate either a current Trustee with fewer than two years' experience or a person, who not currently on the Board, previously served on the Board for more than two years. Nominations from the congregation must meet the qualifications of this section as well.

Section 4. Selections of the Nominating Committee shall be reported to the Board of Trustees, and notice of said nominations shall be mailed or emailed each Household at least thirty (30) days prior to the annual meeting.

Section 5. Nominations for any elective office may be made by petition of one-third (1/3) of the Voting Members, said nominations to be filed with the Secretary at least fifteen (15) days before the election.

Section 6. Notice of nominations by petition must be mailed or emailed to all Households at least seven (7) days before the election.

Section 7. A simple majority of the Voting Members who vote in the election in person or by proxy shall be required for the election of any Officer or Trustee.

Section 8. Elections shall be held by ballot (voted by those present or by proxy) at the annual meeting.

Section 9. Upon adoption of these revised Bylaws, dated January 3, 2021, the election held at the next Annual Meeting shall be for a full slate of Officers and At-Large Trustees, as follows:

- a) President
- b) President Elect
- c) Secretary
- d) Treasurer
- e) Two (2) At Large Trustees to serve a term of one year.
- f) Two (2) At Large Trustees to serve a term of two years.
- g) Two (2) At Large Trustees to serve a term of three years.

The current President shall become the Immediate Past President, and therefore, no election is necessary for this Office.

The Nominating Committee for this election shall be selected pursuant to the terms of Section 1 above. The Nominating Committee shall follow the qualification provisions of Section 3 above in nominating individuals for the offices of President, President Elect, Secretary, and Treasurer. Nominations for these Offices from the Congregation shall also meet the qualifications set forth in Section 3. With respect to the At-Large Trustees for this election, the Nominating Committee shall follow the qualification provisions of Section 1 of Article VII above. Any Officer or Board Member elected at this election shall be able to serve for the number of terms set forth in these Bylaws without penalty for years of prior service. The provisions of Sections 4-8 above shall apply to this Election.

ARTICLE XIII

REAL ESTATE

Before any contract shall be entered into for the purchase, sale, or alienation of real estate by or for Congregation B'nai Tikvah, the Board of Trustees shall ascertain all of the relevant material facts and submit them to the congregation at a regular or special meeting to be called for that purpose. It shall require a vote of two-thirds (2/3) of the Voting Members who vote in the election in person or by proxy to authorize any purchase, sale, or alienation of real estate.

ARTICLE XIV

FISCAL YEAR

The fiscal year shall begin annually on July 1.

ARTICLE XV

AMENDMENTS

Section 1. Proposed amendments to the constitution and Bylaws shall be presented in writing and shall be initiated by the Board of Trustees or by at least one-third (1/3) of the Voting Members of the congregation, and shall be filed with the Secretary. Such proposed 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, with the arguments for and against them shall be mailed or emailed to each Voting Member along with the notice of the meeting at least 30 days prior thereto. An affirmative vote of two-thirds (2/3) of the Voting Members who vote in the election in person or by proxy shall be necessary to adopt any amendment.

Section 2. Any amendments to the constitution or Bylaws shall become effective immediately upon enactment by the congregation, except that if the Bylaws as amended, modifies the composition or number of Officers or Trustees, the current Board of Trustees shall remain in office until the next Annual Meeting when an election of new Officers and Trustees pursuant to the Amended Bylaws can take place in the regular course of business.