



## CONSTITUTION

**At the Annual Congregational Meeting held on May 15, 2011, the members of Beth Chaverim Reform Congregation approved this document to replace all prior versions of the Beth Chaverim Reform Congregation Bylaws and Beth Chaverim Reform Congregation Constitution.**

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**Tracy Cirone, President**

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**Shelly Slebrch, Recording Secretary**

## **Preamble**

### **Mission Statement:**

The Members of Beth Chaverim Reform Congregation will provide the Jewish community with a forum for experiencing the religious, cultural and celebratory aspects of Jewish life, offering this experience in an organized, open, egalitarian environment where all members are comfortable with their diverse beliefs and Jewish heritage. Beth Chaverim will foster the viability of the Jewish people by providing Jewish religious education to our children and providing our members with an active Jewish community in Loudoun County, Virginia, and its surrounding areas.

## **Article I: Name**

This Congregation shall be known as Beth Chaverim Reform Congregation, located in Loudoun County, Virginia, and it may be referred to herein as “Beth Chaverim” or “the Congregation.”

## **Article II: Purpose**

The purpose of Beth Chaverim is to carry out its Mission Statement as stated in the Preamble. In pursuit of this purpose, and subject to any restrictions in the Articles of Incorporation, or any amendments thereto, Beth Chaverim may engage in any lawful activity consistent with its tax-exempt status for which corporations may be organized under the applicable laws for nonprofit corporations.

## **Article III: Membership in the Union for Reform Judaism**

This Congregation will be a member of the Union for Reform Judaism, will abide by the Constitution and Bylaws of the Union and will pay dues to the Union as specified in the Union’s Bylaws.

## **Article IV: Guidance for Religious Practices**

This Congregation shall interpret Judaism in the context of Reform Judaism.

## **Article V: Membership**

### Section 1: Membership Eligibility

Membership in Beth Chaverim Reform Congregation shall be open to any person 18 years of age or older who meets at least one of the following criteria:

- Be Jewish by patrilineal or matrilineal descent or a convert to Judaism
- Be part of a family (defined as married adults or unmarried adults living under one roof in a domestic partnership) with at least one Jewish family member
- Be a parent or legal guardian of a Jewish child
- Be actively engaged in a formal program of conversion to Judaism
- Has been a member in good standing of Beth Chaverim or another URJ-affiliated congregation, regardless of changes in family circumstances.

### Section 2: Types of Membership

A. Special Membership categories:

Affiliated: Any members in good standing at another URJ-affiliated synagogue.

B. Full Membership categories (each a "Membership Unit"):

Family: Families (as defined in Section 1 above) with dependent children under the age of 25

Couple: Couple with no dependent children, even when only one spouse is of the Jewish faith

Single Parent: Unmarried or separated persons with dependent children under the age of 25.

Individual: Unmarried persons with no dependent children

Senior: Single individuals at least 70 year of age or married couples/domestic partners where at least one individual is at least 70 years of age

Young Adult: Single individuals between 18 and 24 year of age.

Section 3: Privileges of Membership

A. Special Membership categories entitle members to:

- attend all meetings of the Congregation and the Board of Directors;
- serve on committees of the Board of Directors, subject to all other provisions regarding eligibility for such service, provided that Affiliated Members are not eligible to serve on the Board of Directors or as Committee Chairs;
- receive tickets to services for Rosh Hashanah and Yom Kippur;
- receive communications from the Congregation, including member directories, Bulletin publication, email communications, and mailings;
- member rates for activities; and
- participate in all religious services of the Congregation, subject to any rules and regulation that the Board of Directors may establish upon recommendation of the Rabbi(s) or the Worship Committee.

B. Full Membership categories include all privileges listed in Section 3.A above, and also entitle members to:

- enroll children in the Religious School, subject to rules and regulations that the Board of Directors may establish upon recommendation of the Education Director or Education Committee;
- pursue education leading to Bar or Bat Mitzvah;
- celebrate life cycle events at the Congregation, subject to any rules and regulations established by the Board of Directors; and

- voting rights and responsibilities. Each Membership Unit is entitled to one vote at all Congregational Meetings;
- serve on the Board of Directors and committees thereof, including chairing such committees, subject to all other provisions regarding eligibility for such service.

#### Section 4: Membership Year

The membership year for Beth Chaverim shall follow its fiscal year.

#### Section 5: Application for Membership

Application for membership may be made using the Congregation's current Membership Application and shall become effective upon payment of appropriate fees and dues.

#### Section 6: Financial Obligations of Membership

Except as otherwise provided herein, all members shall pay annual dues and other fees for their respective Membership Category, based upon the amounts established by the Board of Directors. The Board of Directors may establish the procedures for proration of dues, school tuition and other fees. The resignation of a member shall not relieve that member from payment of any outstanding financial obligation.

#### Section 7: Member in Good Standing

Members must be in good-standing to vote at Congregational Meetings, serve as members of the Board of Directors or on Committees, receive High Holy Day tickets, register for Religious School, receive B'nai Mitzvah training, or celebrate life cycle events such as bris, namings, and weddings. Any member not more than 2 months behind in the payment of financial obligations (including and subject to special arrangements made per Section 8 below) shall be a member in good standing. Members in good standing are expected to participate in the life of the congregation by performing volunteer service.

#### Section 8: Special Circumstances

No person or family shall be denied membership, or have their membership terminated, because of their economic inability to pay the financial obligations of membership. The Board of Directors may authorize the Treasurer to waive, extend, or modify any financial obligation due from a member. The Treasurer shall establish procedures for reviewing such request with the intent of preserving the privacy of the member requesting modification of financial obligations. Documentation of need may be required and a written record of special arrangements shall be created.

#### Section 9: Removal of a Member from Membership

A. Basis: A member may be expelled for either of the following reasons:

1. Conduct that brings discredit upon the Congregation.
2. Failure to meet financial obligations to the Congregation for a period of one year, unless financial arrangements have been made per Section 8 above.

B. Petition: A petition to expel a member may be filed with the President:

1. By any member of the Congregation (for Basis A.1 above) or
2. The Treasurer (for Basis A.2 above)

C. Procedure

1. For Basis A1 above, the following procedure shall be followed:

a. Removal Vote – A vote to expel a member can occur at any meeting of the Board of Directors.

b. Votes Required – An affirmative vote of at least two-thirds of the entire membership of the Board of Directors shall be required to expel a member.

c. Notification – Written notice of the meeting and its purpose shall be sent to the affected member at the last known address and to each member of the Board of Directors at least ten days prior to any such meeting.

d. Appeal – Any person so removed may appeal the decision to a Special Meeting of the Congregation, to which they are automatically entitled, where a simple majority of the votes cast shall repeal the expulsion.

2. For Basis A2 above, the Treasurer shall notify the Board of Directors at the next regularly scheduled meeting of the decision to administratively remove the member. The Treasurer shall then send written notification of the removal to the member at their last known address.

**Article VI: Congregational Meetings**

A. Annual Meeting

The annual meeting of the Congregation shall be held within sixty (60) days prior to the commencement of its fiscal year. At this meeting, reports shall be submitted by the President, the Treasurer, the Rabbi, and such other Officers, staff, affiliates, and committees as may be requested to do so by the Board of Directors. A budget for the coming fiscal year shall be presented for approval and members of the Board of Directors shall be elected at the annual meeting. Every member of the Congregation shall be notified by U.S. mail or verifiable electronic means at least twenty (20) days prior to the holding of the annual meeting of the date, time and place of the meeting, the matters to be considered at the meeting, and the names of all nominees for the Board of Directors.

B. 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 Directors or on written application of 33 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 or sent by verifiable electronic means to the membership at least fifteen (15) days prior to the time of such meeting. No business shall be transacted at such meeting except that specified in the notice.

C. Quorum:

The quorum for a Congregational Meeting shall be 10% percent of the Member Units eligible to vote.

D. Eligibility to Vote

Only eligible Member Units who are present at a meeting will be entitled to vote. Proxy votes will not be accepted.

**Article VII: Officers:** *[We have not proposed amendments to this provision. Article VII should be retained for purposes of this round of revisions, with the understanding that it will be subject to further consideration in the fall of 2011.]*

The Officers of the Congregation with their corresponding duties are listed below. The Officers shall also perform such duties as may be required of them by the Board of Directors.

- a. President – The duties of the President shall include the following:
  - i. Preside at all meetings of the Congregation.
  - ii. Call all meetings of the Congregation.
  - iii. Sign agreements, contracts, deeds, and other documents on behalf of the Congregation pursuant to resolutions approved by the Congregation or the Board of Directors.
  - iv. Serve as a signatory on bank accounts and notes.
  - v. Serve as an ex-officio member of all committees, other than the Nominating Committee, without the right to vote.
  - vi. Establish the Nominating Committee and appoint the Chairperson of that committee
- b. Executive Vice President – The duties of the Executive Vice President shall include the following:
  - i. Automatically succeed to the office of President in the case of a vacancy in that office.
  - ii. Perform the duties and have the same authority as the President in case of the President's absence or disability.
  - iii. Sign agreements, contracts, and other documents, which do not require expenditure in excess of \$2,500, on behalf of the Congregation pursuant to resolutions approved by the Congregation or the Board of Directors.
  - iv. Assist the President as requested and take on special assignments as designated by the President.
- c. Vice Presidents – In addition to the Executive Vice President, the following Vice Presidents may be elected, and each Vice President's duty shall be to Chair the corresponding committees described in Section 9.2 hereof:
  - i. Executive Vice President
  - ii. Vice President of Ways and Means

- iii. Vice President of Education
  - iv. Vice President of Worship
  - v. Vice President of Membership
  - vi. Vice President of Social Action and Community Relations
  - vii. Vice President of Social
  - viii. Vice President of House Affairs
  - ix. Vice President of Public Relations
  - x. Vice President of Communications (Bulletin/Calendar)
  - xi. Vice President of Youth Group
  - xii. Vice President of URJ
- d. Treasurer – The duties of the Treasurer shall include the following:
- i. Chair and serve as member of the Finance and Budget Committee
  - ii. Collect membership dues, school fees, and other monies payable to the Congregation.
  - iii. Notify the President of receivables overdue by more than 60 days.
  - iv. Supervise the deposit and investment of all funds in a manner approved by the Board of Directors.
  - v. Oversee disbursement of Congregation funds.
  - vi. Serve as a signatory on all bank accounts.
  - vii. Maintain a permanent set of books of account disclosing monies received, liabilities incurred, and expenditures made in accordance with generally accepted accounting procedures as applicable to religious institutions.
  - viii. Maintain a permanent set of books that shall accurately disclose the status of membership with regard to the payment of dues, pledges, contributions, and assessments.
  - ix. Ensure the preparation and filing of payroll tax returns and tax deposits.
  - x. Ensure that the Congregation maintains appropriate levels of property and liability insurance, including Directors and Officers liability insurance.

- xi. Provide the Board of Directors with a report of finances of the Congregation at all Regular Meetings of the Board of Directors.
- xii. Provide the Board of Directors with a written quarterly financial report.
- xiii. Upon request of the Board of Directors, submit the books and records of the Congregation for an annual audit or review.
- iv. Ensure the financial affairs of the Congregation are conducted in accordance with all applicable federal, state, and local statutes and Internal Revenue Service Regulations.

The Treasurer may delegate duties to a Financial Secretary to be appointed by the Treasurer, members of the Finance and Budget Committee, or employees, and establish such internal controls as the Treasurer shall deem appropriate. The Treasurer shall be entitled to rely upon such controls and upon the persons to whom duties are delegated. The duties of the Financial Secretary include but shall not be limited to:

1. Assist the Treasurer in the performance of the duties and responsibilities associated with financial record keeping and disbursing.
2. Maintain accurate records of all monies received or paid by the Congregation and issue any receipts required by statute or Internal Revenue Service Regulation.
3. Collect all monies due or payable to the Congregation and turn them over to the Treasurer who will deposit them into the appropriate bank account in accordance with established procedures.
4. Send all statements of accounts receivable.
5. Upon certification by the Board of Directors that the Congregation has hired one or more paid employees to carry out all the responsibilities enumerated above, the office of Financial Secretary shall be abolished.

e. Recording Secretary – The duties of the Recording Secretary shall include the following:

- i. Maintain an accurate record of the formal proceedings of all meetings of the Congregation and of the Board of Directors.
- ii. Establish and maintain a separate record of all Board policy decisions.
- iii. File and keep safe minutes of all Congregation and Board of Directors' meetings, and other Board of Directors' records.
- iv. Maintain the current Bylaws of the Congregation and any amendments or revisions thereto.
- v. Maintain a record of all written correspondence coming into the congregation.

- f. Corresponding Secretary - The duties of the Corresponding Secretary shall include the following:
- i. Send notices of all Congregation and Board of Directors meetings.
  - ii. Conduct the correspondence of the Congregation as directed by the President and the Board of Directors.
  - iii. Distribute to the members of the Congregation an updated copy of the ByLaws of the Congregation within 30 days after the adoption of any amendment thereto.
  - iv. In consultation with the Treasurer or Financial Secretary, acknowledge in writing all contributions and donations to the Congregation.
  - v. Send appropriate greetings, on behalf of the Congregation, to members in the event of special life-cycle events.

### **Article VIII: Board of Directors.**

Section 1: Composition: The Board of Directors of the Congregation shall be composed of the following, each of whom is entitled to one vote:

- a. Officers of the Congregation
- b. Current Elected Presidents of the Brotherhood and Sisterhood
- c. All Past Presidents of the Congregation who remain active by attending at least one-half of all Regular Board of Directors' Meetings (provided that the person has completed at least 12 consecutive months of service as President and that the person was not removed from office).

Section 2: Duties: The Board of Directors shall be responsible for the general management and supervision of the affairs of the Congregation with the authority to make appropriate regulations for the conduct of business.

Section 3: Election: The Officers and members of the Board of Directors shall be elected as specified in Article XV below. The term of office shall be two years. To the degree possible half of the Officers and members of the Board of Directors shall be elected annually.

Section 4: Vacancy: A vacancy of any Board Member shall be filled by appointment by the President with the approval of the Board of Directors.

### Section 5: Board of Directors Meetings

- a. Regular Meetings – The President shall call a Regular Meeting of the Board of Directors at least 11 times per year, but not more than 1 per month.

- b. Special Meetings –The President may call a Special Meeting of the Board of Directors. The President must call a Special Meeting of the Board of Directors at the request in writing of a majority of the Board of Directors.
- c. Notification – The President or Designee shall notify members of the Board of Directors of each Meeting by electronic mail, at least 7 days prior to such meeting. The notification for each Special Meeting of the Board of Directors shall include the purpose of the meeting and shall be made at least 7 days prior to such meeting.
- d. Quorum – A majority of the Board of Directors shall constitute a quorum.
- e. Voting – If a quorum is present, the affirmative votes of a majority of the directors in attendance shall be required to approve any resolution. Voting by proxy and absentee voting shall not be permitted at any meeting of the Board of Directors.
- f. Telephonic Participation – Any one or more members of the Board of Directors or any committee thereof may participate in meetings by means of a conference telephone or similar communications equipment and such participation in a meeting shall constitute presence in person at the meeting.
- g. Action Without Meetings – Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken by unanimous written consent without a meeting.

**Article IX: Executive Committee:** *[We have not proposed a provision for an Executive Committee, as provided in the URJ template. This section could be left blank for now and dealt with in the Procedures and Policies Document of the Board of Directors.]*

#### **Article X: Removal from Office**

Section 1: The office of any Officer or Director who is absent without adequate excuse from three successive meetings of the Board of Directors may be declared vacant by the Board of Directors.

Section 2: An Officer or Director may be removed from office if the Board of Directors makes a good faith determination that the interests of the Congregation will be served by removal.

Section 3: The vote to remove will take place at a Special Meeting of the Board of Directors, the purpose of which shall be set forth in the notice of the meeting. The quorum for such meeting will be two-thirds of the Board of Directors. An affirmative vote of at least two-thirds of the Members of the Board of Directors present at that Meeting is required for removal. Said Special Meeting is to be called (1) at the request of a majority of the Board of Directors or (2) by petitions requesting such a meeting, signed by one-third or more of the Member Units in good standing.

#### **Article XI: Clergy**

##### Section 1: The Rabbi

a. Qualification – The pulpit of this Congregation shall be occupied by an ordained Rabbi who is in good standing with the Central Conference of American Rabbis, or by a student of an accredited Jewish seminary affiliated with the Reform Movement (in either case, “Rabbi”).

b. Election – The Rabbi shall be elected in the following manner: (1) a special committee appointed by the President of the Congregation with the approval of the Board of Directors shall recommend a candidate to be elected; (2) upon approval of the Board of Directors, this recommendation shall be submitted to the Congregation at a regular or special meeting; and (3) a two-thirds vote of the Member Units present and voting, authorizing the Board of Directors to enter into negotiations with the candidate for election, shall be required for the initial election of the Rabbi.

c. Renewal – No later than six months before the completion of the Rabbi’s term of service, the Board of Directors shall make a recommendation as to the Rabbi’s reelection, which recommendation shall be announced to the Congregation via mail or by verifiable electronic means. Thereafter, the Board of Directors may, by a majority vote, authorize the renewal or non-renewal of the Rabbi’s contract in accordance with its recommendation.

d. Term of service – The duration of the contract for a new or continuing Rabbi shall not be more than seven years, unless specifically approved by the Congregation at a regular or special meeting by a majority vote of the Member Units present and voting.

e. Rights and duties – The Rabbi shall have the right to attend all meetings of the Board of Directors and the Congregation, without voting rights, except when requested to absent himself or herself. The Rabbi shall be a nonvoting member of all committees. The Rabbi shall be responsible for spiritual, religious, and educational leadership in accordance with the traditions and practices of Reform Judaism.

## Section 2: Cantor

In the event that the Board of Directors determines that the Congregation should engage a Cantor ordained or pursuing ordination by the American Conference of Cantors (ACC), the following provisions apply:

a. A special committee appointed by the President of the Congregation shall work with the Rabbi to select a candidate for recommendation to the Board of Directors.

b. Upon approval by the Board of Directors, the recommendation shall be submitted to a regular or special meeting of the Congregation. A majority vote of those Members present and voting shall be required to act upon the recommendation of the Board of Directors.

## **Article XII: Professional Staff**

To fulfill the educational, religious, cultural and administrative needs of the congregation, the Board of Directors, in cooperation with the Rabbi, may create paid positions, including positions for which compensation may be provided in the form of dues and/or tuition credit. Terms for such positions shall be established by the Board of Directors.

**Article XIII: Committees.** *[We have not proposed amendments to this provision (currently Article IX). The current bylaws should be retained for purposes of this round of revisions, with the understanding that they will be subject to further consideration in the fall of 2011].*

## **Article XIV: Affiliates**

### Section 1: Affiliate Organizations

The establishment of local units of affiliates of the URJ, such as Women of Reform Judaism, North American Federation of Temple Youth, North American Federation of Temple Brotherhoods, ARZA/WUMA, and World Zionist Organization should be encouraged by the Congregation. In addition, the Congregation leadership should encourage the local unit's affiliation with the respective national counterparts.

### Section 2: Auxiliary Organizations

In addition to the Affiliate Organizations, the Congregation may have auxiliary organizations as shall be authorized and constituted by the Board of Directors.

The Board of Directors may require that membership in an Auxiliary Organization be contingent upon Membership in the Congregation. The activities of all auxiliary organizations of this Congregation shall always be conducted in a manner consistent with the principles of Reform Judaism and advance the best interests of the Congregation.

## **Article XV: Nominations and Elections**

A. Nominations of Officers and members of the Board of Directors shall be made by the Nominating Committee. A Chairperson and membership of the Nominating Committee shall be appointed by the President, with the approval of the Board of Directors, at least 120 days before the close of the fiscal year. The Nominating Committee shall consist of at least 4 members, such that no more than 2 of the members are members of the Board of Directors and at least 2 of the members are Members of the Congregation at large. The President shall appoint someone other than himself or herself as the Chairperson of the Nominating Committee.

B. The Nominating Committee shall nominate one candidate for each position to be filled. No member of the Nominating Committee shall be nominated to be a member of the Board of Directors. The Nominating Committee shall not nominate any person without the prior consent of such person.

C. Selections of the Nominating Committee shall be reported to the Board of Directors, and notice of said nominations shall be sent by mail or verifiable electronic means to all members of the Congregation at least twenty (20) days prior to the annual meeting.

D. Nomination for any elective office may also be made by petition of 25% of the Members of the Congregation who are eligible to vote, said nominations to be filed with the Secretary at least fifteen (15) days prior to the annual meeting.

E. Notice of nominations by petition must be sent by mail or verifiable electronic means to all Members of the Congregation at least ten (10) days before the election.

F. Officers and Trustees shall be elected at the annual meeting by a majority vote of the Members present and voting.

G. There shall be no nominations from the floor at the annual meeting, except for positions for which no nominations were submitted either from the nominating committee or by petition.

H. Only one person within a Family may serve on the Board of Directors at any one time, except where one or more of the members is a Past President.

**Article XVI: Cemetery [This Article intentionally left blank].**

**Article XVII: Financial Powers:**

In carrying out the nature of its activities and the object and purposes proposed to be promoted and carried on, the Congregation, through its duly authorized representatives, shall have the authority to do any and all things hereinafter set forth:

A. To purchase, lease, sublet, hire or in any manner acquire and to hold, own, use, develop, operate, manage, build upon, improve, encumber, mortgage, pledge, sell, exchange, convey, lease, sublet, or otherwise dispose of or deal in or with, or in any manner turn to account, any real or personal property, and any rights, privileges or interests therein situate[d] within the Commonwealth of Virginia, provided, however, that notwithstanding the foregoing: (i) the obligation of funds for real estate and real improvements to real property shall require approval of the Board of Directors; and (ii) unbudgeted expenditures for the purchase of real property or for improvements to real property (excluding maintenance and emergency repairs) that exceed \$10,000 shall require approval of the Board of Directors.

B. To enter into, perform and carry out contracts of any kind necessary or incidental to the accomplishment of any one or more of the purposes of the Congregation.

C. To borrow or raise money for any of the purposes of the Congregation, and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for monies so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon by mortgage or pledge or conveyance or assignment in trust of the whole or any part of the real or personal property of the Congregation.

D. To invest funds pursuant to the Uniform Management of Institutional Funds Act, Section 55-268.1 et sec. of the Code of Virginia, 1950, as amended.

E. To exercise all of the powers, rights and privileges granted to, or conferred upon nonstock corporations created, organized and operated exclusively for religious, educational and charitable purposes pursuant to the laws of the Commonwealth of Virginia, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges granted or conferred upon such nonstock corporations by the laws of the Commonwealth of Virginia.

**Article XVIII: Contracts and Legal Documents**

Deeds, contracts and other legal documents obligating the Congregation shall require the approval of the Board of Directors and, if approved, must be signed by the President of the Congregation. All such legal documents involving amounts over \$10,000 shall be approved as to form, completion, and tax-exempt status impact, if any, by legal counsel to the Congregation.

**Article XIX: Fiscal Year**

The Board of Directors shall establish the fiscal year of the Congregation.

## **Article XX: Amendments**

### Section 1: Proposal

Amendments to the Constitution of the Congregation may be proposed by:

- Any member of the Board of Directors; or
- Twenty Percent (20%) of the Member Units of the Congregation in good standing.

### Section 2: Procedure

A. The following procedure shall be followed:

1. The proposed amendment and the text of the existing provision(s) to be amended shall be submitted to the President of the Congregation in writing.
2. The proposed amendment shall then be placed on the agenda for the next meeting of the Board of Directors provided that 10 or more days notice is given or placed on the agenda for the following Board of Directors Meeting if less than 10 days notice is given.
3. Notice of the inclusion of an amendment to the Constitution on the Board of Directors Meeting Agenda shall be sent separately to all members of the Board of Directors as well as to all Congregants via electronic or other communication methods.
4. The Board of Directors shall vote on the proposed amendment.
5. A two-thirds (2/3) vote of the Board of Directors present and voting is required to approve the amendment.
6. The amendment, thus approved, shall be presented to the Congregation for approval at a Congregational Meeting. A two-thirds (2/3) vote of the Member Units present and voting is required to approve the amendment.

B. If the amendment was proposed by a petition of 20% of the Member Units of the Congregation in good standing AND the amendment was NOT approved by the Board of Directors, the following procedure shall be followed:

1. The proposed amendment, the text of the existing provision(s) to be amended, and the results of the Board of Directors vote on same shall be published in a special communication, electronic or hardcopy, to all congregants.
2. The proposed amendment will be voted on by the congregation at:
  - a. The Annual Meeting - if that meeting is no later than one month after the notice(s) sent as provided above; or
  - b. A Special Meeting of the congregation called for the purpose of voting on the proposed amendment.
3. If voted upon favorably by two-thirds (2/3) of the members present at the Annual or Special meeting at which a quorum is present, the amendment shall be approved.
4. The results of the voting, and amendment if passed, shall be included in electronic or other form of regular communication to congregants.

### Section 3: Effective Date:

Amendments shall be effective at the time of adoption unless specified otherwise in the approving resolution.

## **Article XXI: Parliamentary Authority**

The rules of procedure at Congregation, Board of Directors, and Committee meetings shall be determined by *Robert's Rules of Order*, latest revised edition, except where this Constitution states otherwise. The Board of Directors may adopt and document simplified procedures and policies, in accordance with Robert's Rules of Order.

## **Article XXII: Prohibited Activities**

Section 1: No Member of the Congregation shall receive any of the earnings or pecuniary profit from the operations of the Congregation. This shall not prevent the payment to any such person of reasonable compensation for services rendered or of the reasonable value at retail for goods sold to or for the Congregation in carrying out any of its tax-exempt purposes.

Section 2: Notwithstanding any other provision of these Bylaws, no Officer, Clergy Member, Professional Staff Member or other employee, Director, or representative of the Congregation shall take any action or carry on any activity by or on behalf of the Congregation not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Internal Revenue Code") and regulations promulgated there under, as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code and regulations promulgated there under, as they now exist or as they may hereafter be amended.

## **Article XXIII Indemnification**

Section 1: The Congregation shall indemnify any person who is, or who is threatened to be made, a party to any legal proceeding, because he or she was a Director, Officer, employee, Professional Staff Member, Rabbi, Cantor, or agent of the Congregation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement (if approved by the Board of Directors in advance) actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she reasonably believed that he/she was acting in or was not opposed to the best interests of the Congregation and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in a manner that he/she reasonably believed that he/she was acting in or was not opposed to the best interests of the Congregation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2: Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the Congregation only as authorized in the specific case, upon the determination that indemnification of the person is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made: (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or, if no quorum can be reached, (2) by the affirmative vote of a majority of the Members of the Congregation, excluding those who are parties to the action, at a duly constituted meeting.

Section 3: Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Congregation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking (with sufficient security, if required) by or on behalf of the indemnified person to repay such if it shall ultimately be determined that he/she is not entitled to be indemnified by the Congregation as authorized in this bylaw provision.

Section 4. If it is fiscally reasonable to do so, the Congregation shall attempt to purchase and maintain insurance on behalf of the Congregation and any person who is indemnified by Section 1.

## **Article XXIV: Dissolution or Merger**

### Section 1: Duration

The period for the duration of the Congregation shall be perpetual.

### Section 2: Approval

Dissolution or Merger of the Congregation shall occur when recommended by the Board of Directors and approved at a Special Meeting of the Congregation called for the purpose of dissolution by a two-thirds majority of the total number of members present at that meeting. Dissolution shall be carried out by the Board of Directors.

### Section 3: Distribution of Net Assets

In the event of the dissolution or merger of the Congregation, no Officer, clergy Member, Professional Staff Member, Director, employee, agent, or representative of the Congregation shall be entitled to any distribution or division of its remaining property, assets, or proceeds. The balance of all money and other assets or property owned, held, or received by the Congregation from any source, after the payment of all debts and obligations of the Congregation, shall be used exclusively for exempt purposes within the intention and purpose of the Internal Revenue Code as it now exists or may be amended from time to time, or it shall be distributed to an organization or organizations exempt under said section of the Internal Revenue Code. Moreover, any such use or distribution of the money or property of the Congregation shall, to the extent possible, be in accord with the Congregation's purpose as set forth above, and, to the extent possible, shall promote similar or related purposes.