

## BYLAWS

### Congregation Beth El of the Sudbury River Valley

#### Article I

##### Name

The name of this Congregation shall be Congregation Beth El of the Sudbury River Valley, Inc.

#### Article II

##### Object

The object of this Congregation shall be to establish and maintain a synagogue and such educational, religious, and social activities as well as enable the Jewish community of the Sudbury River Valley to grow physically and spiritually within Judaism.

#### Article III

##### Affiliation

This Congregation shall be affiliated with the Union for Reform Judaism . It seeks its identity in the study and understanding of Basic Judaism. Notwithstanding this Reform affiliation, this Congregation will be committed to the following ritual practices:

1. A second day observance of Rosh Hashanah
2. Free choice of whether or not to wear *Kipot* (skull caps) and *Tallitot* (prayer shawls)
3. Weekly Sabbath morning as well as and in addition to Sabbath evening services.
4. Administration of the kitchen shall continue according to the practice attached hereto as Exhibit A.

#### Article IV

##### Membership

Section 1. Any person of the Jewish faith, or any person willing to adopt and profess the Jewish faith, or any person married to such a person, shall be eligible to become a member of this Congregation. Any such person may become a member of this Congregation by executing and delivering to the Board of Directors an agreement to become a member and to pay such dues, charges and assessments as may be adopted by vote of the Congregation from time to time. Such agreement shall remain in force for a period of one fiscal year, or the partial period thereof, and shall be automatically renewed annually unless terminated by the Board of Directors in accordance with the provisions of Article V. Section 2. or terminated by the member.

Section 2. Memberships with special financial arrangement shall be available for individuals or families in cases of financial hardship. This special arrangement will be determined by a Dues

Abatement Committee consisting of the President, Treasurer and one member of the Congregation appointed by the President. Where possible, this person shall be a past Treasurer or past President. His or her role shall be to receive requests for abatement and determine the appropriate response. Identities of all persons so admitted for financial reasons shall be kept confidential.

Section 3. Membership in good standing, including payment of dues, charges and assessments as adopted by the Congregation, entitles the head of the household and spouse/partner each to one vote in any annual or special meeting of the Congregation. Each vote is non-transferable and must be cast in person.

## Article V

### Dues

Section 1. All members shall pay such dues, fees, and other charges as shall be determined by the Congregation.

Section 2. Any member failing to pay his/her dues, fees and charges and as approved by the annual Congregation Meeting and promulgated by the Board of Directors, or in accordance with a prior arrangement made with the treasurer and after one month's notice, may be designated by the Board of Directors as no longer a member of the Congregation. The treasurer shall bring the names of such members to the attention of the Board of Directors which shall vote on whether to give such notice to such member only after the process for communication and notification approved by the Board of Directors has been completely followed. Such notice shall be given in writing, signed by the Clerk of the Congregation and recorded with the Clerk's minutes.

If prior to the expiration of that time the member pays his/her obligations, makes suitable arrangements with the treasurer to do so or receives an abatement retroactively from the treasurer he/she shall not lose his/her membership.

Once relieved of his/her membership such former member must reapply as a new member if he/she wishes to rejoin the Congregation. He/she may be required to pay past due obligations or make a suitable arrangement with the treasurer concerning such obligation as a condition of rejoining the Congregation.

Section 3. Any member who has not paid his/her dues or other charges without having made a special financial arrangement pursuant to Article IV, Section 2 above, shall not be entitled to tickets to High Holy Day Services until all monies due on account of the preceding fiscal year (s) shall have been paid.

## Article VI

### Officers and Their Election

Section 1. Officers: The officers of this Congregation shall be a President, a Vice-President for Tsibur (Administration), a Vice-President for Talmud Torah, A Vice- President for School, a

Vice-President for Early Childhood Education, a Vice-President for Human Resources, a Vice-President for Tefilah (Ritual), a Vice-President of Tikun Olam (Social Concerns), a Treasurer, an Assistant Treasurer, a Clerk, a Board of Directors, sometimes referred to as the Board; and such other officers and agents as may from time to time be appointed by a vote of the Board. It shall be necessary for every Director and every officer to be a member of the Congregation in good standing at the time of election. Voting results will be decided on the basis of the Candidate or Candidates (with respect to the Board of Directors) who receive a plurality of the votes cast at Annual Meeting.

Section 2. Election of Officers: The President, the Vice-Presidents, the Treasurer, the Assistant Treasurer and the Clerk of the Congregation shall be elected annually by ballot by such members in good standing and having the right to vote as are present at the Annual Meeting or at a special meeting which may be called for that purpose. All officers shall serve a term of office of one year or until their successors are elected.

Section 3. The Board of Directors: The Board of Directors shall consist of the President of the Congregation, who shall serve as Chairperson of the Board, the seven Vice-Presidents, the Treasurer, the Clerk, the Chair of the Social Activities Committee, a Past President, the Immediate Past President, a youth (high school) representative, and no more than eleven Directors at Large to constitute a Board of not less than twenty-one (21) and not more than twenty-five (25) members. The Immediate Past President shall serve as a member of the Board for one year after the expiration of his or her term as President. In the event that a President shall be reelected, the Congregation shall fill the position of Immediate Past President with a former President so that there shall always be two former presidents serving on the Board. A person who has served as an officer in the past may be elected to serve on the Board in lieu of a Past President. The at-large directors shall be nominated to ensure the broadest possible representation of demographic and other interests within the Congregation. The directors shall serve staggered terms of two years so that at least half the Board has at least one year of experience as a Board member. The Rabbi and Cantor shall be invited to attend all Board of Directors meetings in a non-voting capacity. (The appointment of at-large directors shall be effective as of July 1, 2006.)

All Officers and Directors shall hold office until their successors are chosen and qualified; and if chosen by the President to fill a vacancy shall, unless sooner removed under the provisions of the following section, hold office until the next election.

Section 4. Resignation and Removal: Any officer of the Congregation may resign by filing with the President or with the Clerk of the Congregation a written resignation which shall take effect upon receipt by the Board of Directors.

The Directors may, at any meeting of the Board, remove from office any officer chosen by the Directors. The members having voting power may, by two-third's vote at any special meeting of the members called at least in part for the purpose, remove from office any Director or other officer elected by the Congregation.

If for any reason whatsoever a member of the Board of Directors absents himself/herself for three (3) consecutive Board meetings, he/she shall, upon recommendation by the Board of

Directors, be notified by the Clerk or President that his/her office is vacant and shall be deemed vacant.

Section 5. Vacancies: Any vacancy existing at any time in the Board or in any other office may be filled by the Board at any meeting of the Board. Notice of all such appointments should be provided to the membership in a timely fashion. Each successor shall serve until the expiration of the term to which he or she has been appointed to fill. The members of the Congregation having voting power may at a special meeting called in whole or in part for the purpose choose a successor to a director or other officer chosen by the Board to fill a vacancy and the person so chosen shall displace any successor chosen by the Board. Notwithstanding the foregoing, when the office of the President becomes vacant, succession to that office shall proceed through the Vice-Presidents as listed in Section 1, starting with the Vice-President for Tsibur (Administration).

## Article VII

### Powers and Duties of Officers

Section 1. The Board of Directors shall have the entire charge, control and management of the Congregation, its property and operations except as otherwise provided herein. It shall be a primary duty of the Board of Directors to execute decisions made by the members at their meetings. The Board of Directors shall also have the power to act on any matter in which the members have made no decision, but the members shall have the power to reverse any action of the Board of Directors by a (2/3) two-thirds vote of the members present and voting at a meeting called in accordance with Article IX.

The options of initially employing, renewing the employment or terminating the employment of any Rabbi or Cantor shall rest solely with the Congregation. The Board of Directors shall set all terms of employment of the Rabbi, Cantor and all other employees.

Notwithstanding any other provision contained herein, the authority of the Board of Directors relating to dues, assessments and additional charges shall be limited to recommendations only: the decision shall rest solely with the membership of the Congregation.

The President shall establish an executive committee consisting of at least the President, the Vice Presidents, the Rabbi, the Treasurer and the Clerk. The President may also invite such members, professional staff, or other persons as appropriate, to participate as non-voting advisors at an executive committee meeting. The role of the executive committee shall be as follows: (1) to serve as an informal source of advice and counsel to the Board; (2) to facilitate the efficiency of Board meetings by ensuring that issues which are to be brought to the Board are thoroughly vetted and researched prior to presentation at a Board meeting.; and (3) to act in an emergency situation until a Board meeting can be convened, on all matters otherwise reserved to the Board. For purposes of this section, an "emergency" shall be defined as an issue which materially affects the health, safety and welfare of the Congregation and its members which cannot reasonably await the formal convening of a Board meeting. The determination of what constitutes an emergency shall be at the discretion of the President. Any votes taken by the executive committee on such an emergency basis shall be by a 2/3 majority of executive

committee members present, provided however that the executive committee cannot act without a quorum present for such a vote. For purposes of this section a quorum shall be defined as a majority of the executive committee then serving. A Board meeting must be called as soon as reasonably practicable to review any emergency action taken by the executive committee. The Board may ratify, rescind, or modify any emergency action taken by the executive committee. It is the intent of this by-law that these emergency powers shall be used sparingly and for true emergencies only.

Section 2. The President: The President of the Congregation shall preside at all meetings of the members and of the Directors. It shall be his/her duty, and he/she shall have the power to ensure, that all orders and resolutions of the Board and all policies established by the membership are effected. He/she shall be an ex-officio member of all committees, except the Leadership Development Committee, without the right to vote. The President, as soon as reasonably possible after the close of each fiscal year, shall submit to the Board a report of the operations of the Congregation for each year, and a statement of its affairs, and shall from time to time report to the Board on all pertinent matters. Consistent with these by-laws, the President shall perform such duties and have such powers additional to the foregoing as the Board shall designate.

Section 3. Vice-President for Tsibur (Administration): The Vice-President for Tsibur shall assist the President in the discharge of his/her duties. The Vice-President for Tsibur shall also advise and monitor the functions of the following Committees: Bulletin, Donations, House, Membership, Public Relations, except as the Board may otherwise direct. In the absence of the President, the Vice-President for Tsibur shall preside at all meetings of the Congregation and the Board of Directors.

Section 4. Vice-President for Talmud Torah: The Vice-President for Talmud Torah shall advise and monitor the functions of the following committees among others: Adult Education, Family Education, Interfaith, Library, except as the Board may otherwise direct

Section 5. Vice President for School: The Vice President for School shall advise and monitor the functions of the following committees among others: School Committee, except as the Board may otherwise direct, and Youth activities. He/she shall make a written report to the Congregation at its Annual Meeting. Section 6. Vice President for Early Childhood Education: The Vice President for Early Childhood Education shall advise and monitor the functions of the following committees among others: Early Childhood Education Committee, except as the Board may otherwise direct. There shall be a Director of Early Childhood Education ("Director") who shall report to the Vice President for Early Childhood Education

Section 7. Vice President for Human Resources: The Vice President for Human Resources shall advise and monitor the functions of the following committees among others: Human Resources, except as the Board may otherwise direct. He or she shall also serve on the Leadership Development Committee.

Section 8. Vice-President for Tefilah (Ritual): The Vice-President for Tefilah shall advise and monitor the functions of the following committees: Bar/Bat Mitzvah, Hevra Kadisha, High Holidays, Family Celebrations, Oneg Shabbat, Ritual, Gabbais, except as the Board may otherwise direct.

Section 9. Vice-President for Tikun Olam (Social Concerns): The Vice-President for Tikun Olam shall advise and monitor the functions of the following committees: Gemilut Hasidim, Havurah, Social Action, Tzedakah, Israel, except as the Board may otherwise direct.

Section 10. Treasurer: The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Congregation and shall deposit all monies and other valuable effects in the name and to the credit of the Congregation in such depositories as shall be designated by the Board or in the absence of such designation in such depositories as he/she shall from time to time deem proper. He/she shall disburse the funds of the Congregation as shall be ordered by the Board, taking proper vouchers for such disbursements. He/she shall promptly render to the President and to the Board and to the members such statements of his/her transactions and accounts as the President and members of the Board respectively may from time to time require. The Treasurer will present a detailed financial statement at each Annual Meeting of the Congregation including the results of the annual audit and consisting of at least operating expenditures (budgeted vs. actual), source of funds breakdown, past and present balance in the building fund, and a full balance sheet including assets, liabilities and present financial condition. Individual compensation information shall not be separately presented in any public document or presentation, but such information shall be available to the members of the Congregation in response to personal requests made to the President. The Treasurer will be expected to follow acceptable accounting practices in rendering such reports. If required by the Board, he/she shall give bond in such amount, with such security and in such form as the Board shall determine. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Board may designate. The Treasurer may be the chair of the Finance Committee and in conjunction with the President appoint the other members of the Finance Committee with the approval of the Board of Directors

The Treasurer shall act as Controller of the Congregation and shall have the authority to withhold all commitments by any committee for the Congregation over the sum of \$25.00 if, in his/her opinion, the funds for same are not appropriated and available unless otherwise ordered by the Board of Directors.

Section 11. Assistant Treasurer: The Assistant Treasurer shall be an officer, but not a member of the Board of Directors. He/she will assist the Treasurer and the Finance committee in fulfilling their enumerated responsibilities.

Section 12. Clerk: The Clerk who shall be a resident of the Commonwealth of Massachusetts, shall be sworn to the faithful discharge of his/her duties. It shall be his/her duty to record in books kept for the purpose all votes and proceedings of the members and of the Directors at their meetings.

## Article VIII

### Committees

A. Standing Committees: The Chairpersons of the following committees shall be appointed by the Vice-President to whom they shall report under Article VII above no later than June 30<sup>th</sup> after



their election. The Chairpersons of all committees which are not referred to in Article VII, paragraphs 3, 4, 5, and 6 shall be appointed by the President with the approval of the Board.

Section 1. Adult Education: The purpose of the Adult Education Committee shall be to provide a program of adult education. It shall determine policy, formulate rules and regulations for the administration of such a program, determine curricula, all subject to the approval of the Board.

Section 2. The School Committee: The purpose of the School Committee is to supervise the religious school of the Congregation on the elementary and secondary level. It shall determine policy, formulate rules and regulations for the administration of such religious school, determine curricula, appoint and dismiss teachers, all subject to the approval of the Board.

Section 3. The Finance Committee: The purpose of the Finance Committee shall be to prepare and approve (by a two-thirds vote) revenue forecasts used by the Board of Directors in developing the annual budget. The Board of Directors must submit a preliminary budget for review at the Budget Information Meeting (see Article IX, Section 1). After that, it must approve a balanced budget (by a two-thirds vote of its members) for review by the Annual Meeting. The Treasurer may be the chair of the Finance committee. The Finance Committee shall also undertake a quarterly review of actual revenues received during the fiscal year and suggest, if necessary, appropriate budget modifications for consideration by the Board of Directors. Section 4. Auditing Committee: The purpose of the Auditing Committee shall be to cause to be made at least annually an audit and/or review of the financial statements of the Congregation by a certified public accountant. A written report of the same shall be submitted to the Treasurer and the Congregation.

Section 5. The Bulletin Committee: The purpose of the Bulletin Committee shall be to prepare, edit, issue and mail a bulletin, or other type of literature containing news and articles of interest, to the Jewish community of the Sudbury River Valley, and to publicize the activities of the Congregation.

Section 6. The House Committee: The purpose of the House Committee shall be to manage, maintain and repair the facilities of the Congregation. This Committee shall coordinate activities in providing refreshments at all Congregational functions. This Committee shall schedule and publish the calendar for Congregation functions and use of Congregation facilities.

Section 7. The Inter-Faith Committee: The purpose of the Inter-Faith Committee shall be to strive for a greater understanding between the members of the Jewish Community and other religious groups in the community through inter-faith activity.

Section 8. The Library Committee: The purpose of the Library Committee shall be the acquisition and maintenance of a library of books of Jewish interest. The Committee shall establish rules and regulations for the lending of books subject to the approval of the Board of Directors.

Section 9. Membership Committee: The purpose of the Membership Committee shall be to maintain contact with Jewish families in the community with a view towards encouraging membership and to introduce and orient new members to the Congregation.

Section 10. The Ritual Committee: The purpose of the Ritual Committee shall be to formulate rules and regulations for the religious services of the Congregation, including weddings, bar mitzvahs, bat mitzvahs and funerals, all subject to the approval of the Board of Directors. The Committee shall offer to the Rabbi such advice and guidance as he/she may require regarding the character and mode of the various services. It shall have the responsibility of appointing ushers and selecting persons for aliyot.

Section 11. The Social Committee: The purpose of the Social Committee shall be the organization of a program of social activities aimed at furthering fellowship for members of the Congregation.

Section 12. The Social Action Committee: The purpose of the Social Action Committee shall be to search for moral and ethical issues, and to express a viewpoint on such issues, and to recommend to the Board of Directors such action as it deems appropriate.

Section 13. The Youth Activities Committee: The purpose of the Youth Activities Committee shall be to plan and organize and sponsor programs of interest to teenagers and sub-teenagers which are designed to foster social and group recreational activity of a cultural nature.

Section 14. The Nominating Committee: The Nominating Committee shall nominate a candidate for each of the following offices: President, Vice-President for Tsibur (Administration), Vice-President for Talmud Torah (Education), Vice-President for School, Vice-President for Early Childhood Education, Vice-President for Human Resources, Vice-President for Tefilah (Ritual), Vice-President for Tikun Olam (Social Concerns), Treasurer, Assistant Treasurer, Clerk, a Past President and Directors to replace those whose terms shall expire at the end of the fiscal year. Before voting to nominate their candidates, the Committee shall invite nominations from members of the Congregation in a publication addressed to each member. The Committee shall aim for diversity and balance in nominating candidates for office considering such factors as age, previous Board or committee experience, and length of membership. Specific demographic criteria for at-large Board members (including, but not limited to location of residence, age, stage of the life cycle, household membership, and level of Jewish education) shall be met on a best efforts basis.

The Nominating Committee shall consist of seven members as follows: two members of the Board of Directors to be appointed by the President, two members of the Leadership Development Committee (to be nominated by the Nominating Committee and elected by the Congregation), and three members of the Congregation at-large who are not members of the Board to be elected by the membership (to be nominated by the Nominating Committee and elected by the Congregation). The President shall appoint the Chair of this Committee from among those elected by the Congregation. Members of the Committee shall have been members of the Congregation for at least five years and shall have served on the Board or a committee within the preceding five years.

The Nominating Committee shall also nominate seven members of the succeeding Nominating Committee to be elected by the Congregation. Members of the Nominating Committee shall serve for one year, and no member shall serve on the Nominating Committee for more than two successive years.



The members of the Congregation at-large shall be elected to the Nominating Committee at the Annual Meeting. With the approval of the Board of Directors, the President shall appoint, no later than the February meeting, those two members of the Board who are to serve on the Nominating Committee. The candidates selected by the Nominating Committee shall be reported to the Board of Directors, and notice of said nomination shall be included in the call to the Annual Meeting. Nomination for an elective office may be made and seconded from the floor at the Annual Meeting.

All vacancies shall be filled by the President with the approval of the Board.

Section 14.1 The Leadership Development Committee: The Leadership Development Committee shall consist of no less than five members of the Congregation, who shall have been members of the Congregation for at least five years and shall have served on the Board or a committee within the previous five years. Two of the members of the Leadership Development Committee (including the Chair of this Committee) shall be nominated by the Nominating Committee and elected by the Congregation. The VP of Human Resources shall also serve on the committee. These two members shall also serve on the Nominating Committee. The other members of the Leadership Development Committee shall be appointed by the President with the approval of the Board of Directors. The role of this Committee shall be to establish and maintain programs to recruit, develop and mentor new Board members, as well as general development and mentoring of Congregation members for leadership positions within the Congregation and in the larger Jewish community. The President shall be an ex-officio member of the Leadership Development Committee. All members of this committee shall serve one year renewable terms.

Section 15. By-Laws Committee: The purpose of the By-Laws Committee is to make a continuous review of the by-laws and to report its findings to the Board of Directors and make recommendations to the members of the Congregation at their Annual Meeting.

Section 16. Early Childhood Education Committee. The purpose of the Early Childhood Education Committee (“ECEC”) shall be to oversee early childhood education in the Congregation, including the Beth El Preschool. It shall determine the policies and philosophy of the Preschool and other early childhood education programs.

Section 17. The Human Resources Committee shall consist of no less than five members of the Congregation, who shall be qualified to assist and advise the President, the Vice Presidents and the Committees responsible for the employment of senior staff concerning the following matters:

- a. The job description of each such position;
- b. The compensation and benefits to be offered to candidates for each such position;
- c. Mutually agreed employment contracts; and
- d. The manner in which the performance of staff members shall be reviewed and evaluated after consultation with such members.

The members of the Committee shall serve year round under the leadership of a member of the Board. Each committee established to search for, hire, evaluate and/or negotiate the terms of all employment agreements of any and all staff members, which shall include the Rabbi, the Cantor, the Director of Education, the Director of Early Childhood Education, the Jewish Life Educator, the Executive Director and such other senior staff persons as the Board shall designate from time to time, shall be composed of at least three people: the Vice President for Human Resources or committee chair (or designee) responsible for supervising the senior staff member in question, a member of the Human Resources Committee and another person

Section 18: Policy Advisory Forum. The Policy Advisory Forum shall consist of all committee members of all Standing Committees and all Ad Hoc Committees. All meetings of the Forum shall be open to the full membership of the Congregation. The purposes of the Policy Advisory Forum shall be to (1) articulate, review and discuss Congregational priorities and policies., and (2) to provide a means for members of the Congregation to offer continuous feedback to the Board of Directors. The Policy Advisory Forum shall be chaired by the President or the President's designee. Meetings shall be held no less than twice a year: (a) once in the period August to September to discuss implementation of policies, plans and strategies for the year, and (b) once in the 60 days prior to the Annual Meeting to discuss the agenda for the Annual Meeting.

B. Ad Hoc Committees: The President, upon vote of, or with the approval of the Board of Directors, shall appoint a Chairperson for such other Ad Hoc Committees as are deemed necessary.

C. Congregation Participation in Committee Meetings: All committee meetings shall be open to all members of the Congregation except when the committee elects to meet in executive session. All executive session meetings shall be governed by the provisions of Article X, Section 6. Any member of the Congregation shall be permitted, upon at least fourteen (14) days prior written notice to a Committee, to request that any significant subject or issue be placed on the Agenda for the next regularly scheduled Committee meeting and to present such issue at the next regularly scheduled Committee meeting. The Committee Chair shall, in his or her discretion, be permitted to limit the time of such presentation.

D. Meeting Agendas and Summaries: The Finance, School, Ritual and Early Childhood Education Committees shall, at least forty-eight hours prior to each regular meeting, make a best effort to post on the bulletin board an Agenda of the business to be conducted at the next regular meeting. Each of these Committees shall prepare summaries of all meetings, and these summaries shall be kept on file in the Library of the Congregation, unless the Board of Directors designates another place open to members of the Congregation for the maintenance of such summaries. .

## Article IX

### Members Meetings

Section 1. Budget Information Meeting: Prior to enacting a proposed budget for review by the Annual Meeting, the Board of Directors, in cooperation with the Finance Committee, shall organize a Budget Information Meeting. This Meeting should be widely advertised to all the members. At the Meeting, members in attendance should have access to all relevant financial information being used by the Board (and the Finance Committee) to develop detailed revenue and expenditure forecasts and proposals and be given an opportunity to offer comments on all aspects of the proposed budget. No quorum is required for this meeting.

Section 2. Annual Meetings: The Annual Meeting of the Congregation shall be held during the last two months of the fiscal year, the place, date and time to be set by the Board of Directors. At this meeting, all committees, the Rabbi and the President will report to the Congregation. Opportunities will be provided to review the accomplishments during the previous year of the Congregation, the Board, and the staff. All officers and directors shall be elected and new business transacted. The budget, as proposed by the outgoing Board of Directors and the Finance Committee will be presented. The total amount of revenue (i.e., dues, fees and other revenues) proposed for the next fiscal year shall be approved by the members present and entitled to vote. All persons elected at said meeting shall take office on the following July 1

Section 2. Special Meetings: Meetings of the members may be called by the President or by a majority of the Board of Directors, and the Congregation shall be notified, thereof, by the Clerk; or in the case of death, absence, incapacity or refusal of the Clerk, by any officer. Special meetings shall also be called upon written application to the President by six member families in good standing stating the time, place, and purpose of the meeting.

Section 3. Quorum: A quorum shall consist of seventy-five voting members in good standing. Less than a quorum shall have the power to adjourn the meeting to another time. (.)

Section 4. Notices: Notices of all meetings of members shall be given as follows: A written notice, stating place, day and hour shall be mailed to all members, postage prepaid, and addressed to such member at his/her address as it appears upon the books of the Congregation, by the Clerk at least fourteen (14) days prior to the meeting. Notices of all meetings of members shall state the purpose for which the meeting is called.

Section 5. Agenda: The agenda for each members' meeting shall consist of all items placed on it by the Board of Directors. In addition, the President shall include in the agenda all items requested in any application signed by six members entitled to vote at the meeting and filed with him/her at least ten (10) days before the meeting; in such case, the President shall cause notice of all such items to be mailed to each member at least seven (7) days before the meeting.

Section 6. Parliamentary and Facilitation:: The President shall appoint for each meeting a whose job it shall be to assist the Chair in conducting the Annual Meeting if the membership chooses to employ Parliamentary Procedure and Robert's Rules of Order. The membership is encouraged to consider using the more informal techniques of consensus building. If they do

choose to operate by consensus, they must vote to suspend Parliamentary Procedure and to adopt the consensus ground rules spelled out in Article XVIII and Appendix B. If the membership chooses to operate by consensus, the chair should appoint a facilitator to assist in managing the conversation. .

## Article X

### Directors Meetings

Section 1. Regular Meetings: Regular meetings of the Board of Directors shall be held monthly, at such times and places as shall from time to time be fixed by resolution of the Board, and no notice need be given of regular meetings held at time and places so fixed.

The Board shall, at least forty-eight hours prior to each regular meeting, post on the bulletin board of the Congregation an agenda of the business to be conducted at the next regular meeting. All budgetary discussions should be highlighted in the materials posted. The Board shall also post on the bulletin board a summary of each regular meeting after that summary been approved by the Board. Meeting summaries shall be kept on file in the Library of the Congregation, or another place open to members of the Congregation.

Any member of the Congregation shall be permitted, upon fourteen (14) days prior written notice to the Board, to have any matter be placed on the agenda for a regular Board meeting scheduled within the following sixty days and to present such issue to the Board. The President may, in his or her discretion, limit the time for such presentation.

Section 2. Special Meetings: Special Meetings of the Directors may be called by the President or by the Treasurer or by any two (2) Directors, with reasonable notice to all Board members.

Section 3. Quorum: A quorum shall consist of a majority of the Board of Directors then serving. Less than a quorum shall have the power to adjourn a meeting to another time.

Section 4. Notices: Notices of any special meeting of the Directors shall be given by the Clerk to each Director, by notifying him/her by mail or telephone of such meeting at least three (3) days before the meeting. Notices of Directors' meetings need not specify the purpose thereof. If the Clerk refuses or neglects for more than twenty-four (24) hours after receipt of the call by him/her to give notice of such special meeting, or if the Clerk is vacant or the Clerk is absent from the Commonwealth of Massachusetts, or incapacitated, such notice may be given by any Director.

Section 5. Place of Meetings: Except as otherwise provided in Section 1 and 2 of this Article, all meetings of the Board shall be held at such place, wherever situated, within or without the Commonwealth of Massachusetts, as the person or persons calling said meeting shall designate in the call thereof, or as the Directors shall by majority vote have designated as a place for Directors' meetings, but any meeting may adjourn to any other place.

Section 6. Meetings of the Board of Directors: All regularly scheduled Board meetings shall be open to all members of the Congregation, except that the Board may meet in Executive Session

after a regularly scheduled open meeting has been convened and a recorded vote has been taken by the Board to hold an executive session.

Section 7. Facilitation: The Board should make its best effort to employ consensus building and facilitation techniques (as described in Article XVIII) in all of its meetings. It should also encourage all Committees of the Congregation to employ consensus building techniques whenever possible and offer appropriate training each year to encourage and assist such efforts.

Section 7. Special Action: When all the Directors (provided they include at least a majority of the number of Directors required at the time to constitute a full Board as fixed in or determined pursuant to these bylaws as then in effect) shall be present at any meeting, however called, or wherever held, or shall in writing (including a telegram) have waived notice of a meeting or after a meeting shall have approved in writing the record thereof, the acts of such meeting, whether or not it was duly called, and whether or not the absent directors, if any were given notice thereof, and wherever it was held, shall be valid in all respects as if said meeting had been regularly called and held.

## Article XI

### Inspection of Books and Records

Books, accounts, documents and records of the Congregation, except records relating to dues, assessments and charges of any other member shall be open to inspection by any member at any members' meeting or Board of Directors' meeting. The Board of Directors, upon request, shall supply without charge a copy of the bylaws and a list of current members to any member of the Congregation.

Reports of all surveys and questionnaires, compiled by the Board or any Committee, shall be made available, without charge, upon written request of any member.

## Article XII

### Checks, Notes, Drafts and Other Instruments

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the Congregation may be signed by any officer or officers or person or persons authorized by the Board of Directors to sign the same. No officer or person shall sign any such instrument as aforesaid unless authorized by said Board to do so.

## Article XIII

### Seal

The seal of the corporation shall be circular in form, bearing the inscription: Congregation Beth El of the Sudbury River Valley, Inc.

The Clerk shall have custody of the seal and may affix it (as may any other officer if authorized by the Directors) to any instrument requiring the corporate seal.

#### Article XIV

##### Fiscal Year

The fiscal year of the corporation shall end with the thirtieth (30th) day of June in each year.

#### Article XV

##### The Pulpit

Section 1. The pulpit of this Congregation shall be occupied by a Rabbi who shall have been elected by the Congregation at an Annual Meeting or at a special meeting called for that purpose.

Section 2. The terms under which the Rabbi shall be elected shall be determined by the Board of Directors.

Section 3. The Rabbi shall have the overall responsibility of implementing the spiritual aims and objectives of the Congregation. He/she shall enjoy the unqualified freedom of the pulpit. At the same time he/she shall seek the advice and guidance of the Board of Directors or of any special committee or committees which may be set up for this purpose to determine the view of the Congregation and the most effective way of discharging his/her duties.

Section 4. The Board of Directors, the Rabbi and the Congregation shall seek to build and maintain a harmonious partnership characterized by trust, respect, and mutual learning.

#### Article XVI

##### The Cantor

Section 1. The Cantor shall be elected at an Annual Meeting or a special meeting called for that purpose.

Section 2. The terms under which the Cantor shall be elected shall be determined by the Board of Directors.

Section 3. The Cantor shall be guided in the performance of his/her duties by the Rabbi and assisted by an appropriate committee which may be appointed for this purpose by the Board of Directors.

Section 4. The Board of Directors, the Cantor and the Congregation shall seek to build and maintain a harmonious partnership characterized by trust, respect, and mutual learning.

#### Article XVII



## Auxiliary Organizations

Section 1. The Congregation shall have such auxiliary organizations as shall from time to time be established and organized by the members.

Section 2. The activities of all auxiliary organizations of this Congregation shall always be conducted in such a manner as will advance the best interests of the Congregation.

Section 3. The bylaws and other regulations of all auxiliary organizations shall be consistent with the bylaws and policies of the Congregation.

## Article XVIII

### Ground Rules for Parliamentary Procedure and Consensus Building

Roberts Rules of Order, newly revised shall be the standard for parliamentary procedure in this Congregation. However, the membership is encouraged to use more informal consensus building techniques. To this end, all meetings of all committees of the Congregation shall seek unanimity but settle for overwhelming agreement as long as all participants have had a chance to express their views and to offer proposals designed to respond both to their concerns and to the expressed concerns of all relevant stakeholders. Exhibit B (attached) lists basic ground rules for consensus building. These may be modified by the Board of Directors from time to time.

## Article XIX

### By-Laws

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any general meeting of the membership called in whole or in part to vote thereon; provided, however, that the provisions of this Section 1 dealing with Article XX, Section 1B5. and Article XX itself, may be amended only by a three-quarters (3/4) vote of the members present and voting at any general meeting of the membership called in whole or in part to vote thereon.

Section 2. All proposed amendments to the bylaws shall be signed by five (5) voting members of the Congregation and shall be published at least two (2) weeks in advance of the general meeting or the special meeting of the membership called in whole or part to vote thereon.

Section 3. In addition to an up-to-date version of these by-laws, the Congregation shall keep an historical summary of the reasoning behind any and all by-law changes. These should be kept in the Congregation Library where members can have easy access to them. These historical notes shall be called By-Law Commentaries and shall not be considered an official part of the by-laws, but only a means of ensuring institutional memory. (Effective July 1, 2006)

## Article XX

### Endowment Funds

## Section 1. The Fund for the Future

### A. The purposes of The Fund for the Future are:

- 1) the preservation of Congregation Beth El as a place for Jewish worship and learning in the Sudbury River Valley;
- 2) the financial viability and stability of Congregation Beth El; and
- 3) The enrichment and vitality of programs at Congregation Beth El.

### B. The substantive provisions and governance are as follows:

#### 1) Allocation Committee

An Allocation Committee shall be established for the purpose of making all disbursement decisions with respect to assets held in The Fund for the Future. The voting members of this committee shall consist of at least three but not more than five individuals nominated by the Leadership Development Committee and voted upon by the Congregation. The members of this committee shall have three year staggered terms; provided, however, if the committee consists of four or five members, the terms of no more than two members shall expire in any given year. Initially, the members of this committee shall be the Trustees of the Beth El Fund for Jewish Education and Culture. After the initial year, the Leadership Development Committee shall nominate at least one but not more than three members to serve on the allocation committee. The provisions dealing with further governance, adopted pursuant to 1.B.6. shall include the treatment of interim appointments to this Committee in the event of the death, disability, or resignation of any member of this Committee, as well as the removal of any member of this Committee. No voting committee member shall be a member of the Board of Directors of Congregation Beth El. The treasurer of Congregation Beth El shall be a nonvoting member of this committee.

#### 2) Investment Committee

An Investment Committee shall be established for the purpose of making all investment decisions with respect to assets held in The Fund for the Future. There shall be three members of the investment committee. The president of the Congregation shall appoint the members of this committee subject to the approval of the Board of Directors of Congregation Beth El. The terms of these committee members shall be three years and staggered. Initially, one member of the committee shall be so appointed and approved for a one year term, one member for a two year term and one member for a three year term. Any member of Congregation Beth El (including a

member of the Board of Directors of Congregation Beth El) may serve as a member of this committee. The provisions dealing with further governance, adopted pursuant to 1.B.6. shall include the treatment of interim appointments to this Committee in the event of the death, disability, or resignation of any member of this Committee, as well as the removal of any member of this Committee.

### 3) Development Committee

The Development Committee shall be established and dissolved, as needed, by the chairperson of The Fund for the Future. The purpose of this committee shall be to coordinate and oversee the raising of funds and commitments for The Fund for the Future. The chairperson of The Fund for the Future shall appoint the members of this committee. Any member of Congregation Beth El (including a member of the Board of Directors of Congregation Beth El) may serve as a member of this committee.

### 4) Chairperson of The Fund for the Future

The president of Congregation Beth El shall appoint, from among the members of the Allocation Committee and the Investment Committee, an individual to serve as the chairperson of either the Allocation Committee or the Investment Committee. This chairperson shall serve as a voting member of the committee (Allocation or Investment) that she or he chairs and as a nonvoting member of the Committee(s) (Allocation, Development (if any), or Investment, as the case may be) she or he does not chair. The chairperson shall oversee and coordinate the committees comprising The Fund for the Future and serve as the spokesperson for The Fund for the Future.

### 5) Use of Endowment Funds

#### a) Goal of Fund

The goal in creating an endowment is to build a significant fund which will generate substantial income to be used for the purposes provided in preceding Section 1, paragraph A of this article. Accordingly, no income or principal from The Fund for the Future shall be expended until the sooner of July 1, 2001 or the accumulation of \$300,000. After that time, the income (but not the principal) of The Fund for the Future may be expended. Such income may be expended only for the purposes provided in preceding Section 1, paragraph A of this article. The principal of The Fund for the Future shall not be pledged or otherwise encumbered.

#### b) Catastrophic Circumstances

Notwithstanding the preceding paragraph of this Section 1.B.5.a., in the event of a catastrophic circumstance, principal of The Fund for the Future may be used. A catastrophic circumstance shall be a situation in which the preservation and vitality of Congregation Beth El as a place for Jewish worship and learning in the Sudbury River Valley is seriously threatened. For example, a catastrophic circumstance would include (but would not be limited to) a natural disaster, like an earthquake, that destroys the synagogue building and for which no insurance compensates the Congregation for its loss. A catastrophe shall be determined to be such by three-quarters of the members of Congregation Beth El present and voting at any general meeting of the membership called in whole or in part to vote thereon.

c) Exempted Monies/ The Beth El Fund for Jewish Education and Culture

Any reference in these bylaws to the "Beth El Endowment Fund for Jewish Education and Culture" is to (A) the assets held in the Beth El Endowment Fund for Jewish Education and Culture as such existed pursuant to these bylaws as in effect prior to their amendment on May 21, 1996 and (B) the assets held in the separate and distinct subfund of the Fund for the Future created pursuant to this Subsection B.5.c.

The Beth El Fund for Jewish Education and Culture shall be established as a separate and distinct subfund of The Fund for the Future. The provisions of the second sentence of preceding paragraph B.5.a. shall not apply to the Beth El Fund for Jewish Education and Culture.

The income of the Beth El Fund for Jewish Education and Culture shall be used for lectures, seminars, classes, fine arts performances, workshops and similar educational or cultural events or activities to enrich and expand Jewish education and culture within Congregation Beth El.

Except as otherwise provided in preceding paragraph B. 5. b. of these bylaws, the principal of the Beth El Fund for Jewish Education and Culture shall not be expended.

6) Further Governance Provisions

Further provisions regarding the governance of The Fund for the Future will be provided by separate organizing instruments. Notwithstanding any provision of this article to the contrary, it is

intended that such organizing instruments be drafted to provide the maximum tax benefits, available under state and federal laws, to potential donors. Provisions of the organizing instruments shall not be inconsistent with this article and shall be approved (as shall any amendment to such organizing instruments) by a vote of the Board of Directors of Congregation Beth El and by either of (a) the Allocation Committee of The Fund for the Future, or (b) the Investment Committee of The Fund for the Future.

#### Article XXI

##### Legal Counsel

The Board shall appoint or employ a General Counsel of the Congregation to advise the Board on such legal matters as may become necessary from time to time.

## EXHIBIT A

### KOSHER OBSERVANCES AT BETH EL

Dear Beth El Congregant:

In 1978, the Board of Directors passed a motion that all food which is brought into our building must follow the laws of Kashrut. This motion continues in effect.

This decision was based on a consensus that congregants and guests should feel comfortable in assuming that any food being served on the premises conforms to kosher practices, I-e., contains no lard, does not mix milk and meat, etc. We agreed that it detracts from the sense of community to feel compelled to question ingredients before eating what is being served.

With your cooperation, we feel we can maintain a standard of Kashrut that our entire Congregation can participate in regardless of their personal dietary practices. To this end we recommend that you read the labels of all purchased goods.

Therefore, this letter is written to remind all members of the Congregation that all food brought into the Temple - such as for an Oneg Shabbat, Bar or Bat Mitzvah, other observances, or meetings - must be kosher, as described below. This applies to food which you, your caterer, and/or guests bring into the building.

To avoid any confusion regarding kosher practices in the Temple, the Board of Directors reaffirms the 1978 guidelines:

1. All vegetables and dairy foods of all kinds - including eggs, milk, butter, cheese, margarine, vegetable oils or hydrogenated fats and minerals - may be served.
2. Milk and milk products may not be prepared, mixed or served with meat and meat products. Milk may be served before meat but not after it.
3. Only fish with fins and scales are permitted. (Shrimp, lobster, scallops, frogs and all other varieties of shellfish and crustaceans which do not have fins or scales are therefore excluded.)
4. All meats served in the synagogue must be kosher and must subsequently be prepared in accordance with the laws of Kashrut.

Thank you in advance for your cooperation.

The Board of Directors



## EXHIBIT B

### SUGGESTED GROUND RULES FOR CONSENSUS BUILDING

1. Participants agree to abide by these ground rules.
2. Participants agree to wait to speak until they are recognized by the Facilitator.
3. Participants agree to listen respectfully to each other's views, even if they are offended or troubled by what is being said.
4. Participants agree to limit each of their comments or statements to no more than two minutes (unless the Facilitator specifically gives them permission to speak at greater length) and to make every effort to ensure that their comments are germane to the on-going conversation.
5. Participants promise to "disagree without being disagreeable," that is, to avoid making comments or statements likely to be construed as personal attacks by others in the group.
6. Participants who wish to express critical remarks should couple those with constructive suggestions to the extent they can.
7. All comments and suggestions should be directed to the Facilitator rather than to others at the meeting.
8. Everyone present agrees to respect the preliminary time allocations for each agenda item indicated in the Call to the Meeting. Requests for additional time for further discussion of any agenda item should be directed to the Facilitator who will decide whether or not to modify the published time allocations.
9. To the extent possible, the Facilitator will seek an indication of questions before the meeting. At the very least, a two thirds vote of the members present and qualified to vote will be sought. .
10. No written record attributing comments to specific individuals will be kept. Instead, following the meeting, a summary of key points of agreement and disagreement (as well as action items) will be prepared by the Facilitator and, after review by the members present at the meeting, will be posted. .