

**TEMPLE CHAYAI SHALOM
EASTON, MASSACHUSETTS**

CONSTITUTION/BY-LAWS

MISSION STATEMENT

Temple Chayai Shalom is a dynamic Reform Jewish synagogue committed to Jewish continuity, spiritual growth, and Jewish education for all members of our diverse congregation. Adults and children alike are encouraged to explore and express Jewish religious beliefs and/or their own relationships to God; seek social, family, and cultural ties; participate in social activism; and engage in lifelong learning.

ARTICLE I: NAME

This congregation shall be known as Temple Chayai Shalom, located in Easton, Massachusetts.

ARTICLE II: PURPOSE

The purpose of this congregation shall be to establish and maintain a synagogue with such educational, religious, social, and recreational activities as will help further the cause and objectives of the synagogue and Reform Judaism, as described in the mission statement above. Subject to any restrictions in the Articles of Incorporation, the congregation 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: AFFILIATION

This congregation shall be a member of the Union of Reform Judaism (URJ), and shall pay dues to the URJ as specified in the Constitution/By-laws of the URJ.

ARTICLE IV: MEMBERSHIP

Section 1: Jewish adults, 18 years of age and older, and their families may apply for membership in the congregation. Each adult member in good standing shall have voting privileges. Good standing shall mean that all financial obligations are current. Only Jewish members may vote on matters of a religious nature. Adult children of the household wishing to have voting privileges must maintain their own membership.

Section 2: All adults and children residing at the same residence are considered members of a family membership. Membership entitles each family or individual the right to participate in the activities, religious or secular, that the congregation shall sponsor, subject to the rules and regulations established by the Board of Directors. Such participation includes: attending all meetings, including committee meetings and meetings of the Board of Directors; holding office, including chairing or co-chairing any committee, with the exception that the chair and co-chair of the Ritual Committee must be Jewish; participating in religious services, subject to the rules and regulations established by the Ritual Committee; and enrolling their children in the Religious School, subject to the rules and regulations established by the School Committee. Other privileges of membership include having the Rabbi officiate at ceremonies and services at no cost and using the buildings and facilities of the congregation at special membership rates.

Section 3: Death or divorce shall not terminate the membership of the surviving or remaining persons.

Section 4: The Board of Directors may establish and rescind, if necessary, various classifications of membership.

Section 5: All members shall be responsible for the financial support of the congregation. Dues, assessments, tuition, and other fees shall be determined by the Board of Directors, and approved by the membership at the Annual Meeting. The Board of Directors confers to the treasurer and/or the president(s) the ability to waive, extend, or modify any financial obligation or payment plan due from a member. A member may request such accommodation which will be kept strictly confidential. Dues are assessed at the beginning of the fiscal year (July 1) and may be prorated for those joining the congregation after the High Holy Days.

Section 6: The membership privileges of congregants who have not met their financial obligations, or whose conduct is deemed inappropriate, may be suspended upon a 2/3 vote of the Board of Directors. Written notice of the intention to suspend services shall be given at least 21 days before such action is taken, and the congregant shall be offered the opportunity to be heard by the

Board of Directors prior to the vote being taken. Reinstatement of suspended members shall be approved by a 2/3 vote of the Board of Directors.

Section 7: Resignation from the congregation shall be submitted in writing to the Board of Directors. Resignation or suspension shall not relieve a member from payment of any financial obligation due to the congregation. A member who has resigned or who has been suspended shall not be reinstated to membership until s/he has made full payment of all financial obligations to the congregation.

Section 8: The highest level of confidentiality shall be maintained at all times.

ARTICLE V: MEETINGS

Section 1: The annual meeting of the congregation shall be held during the month of May on a date designated by the president(s).

Section 2: Special meetings of the congregation may be called by the president(s) whenever necessary. A special meeting must be called at the written request of 15 members of the congregation, in good standing, or of five members of the Board of Directors. Said request shall state the purpose of the meeting. In the event that the president(s) fail(s) to schedule the special meeting within five days after being requested to do so, another officer must do so. No other business shall be transacted at the special meeting.

Section 3: At all meetings of the congregation, regular and special, a quorum for the transaction of business shall consist of 25 voting members or 20% of voting members of the congregation including officers present, whichever is fewer. In the absence of a quorum, the meeting will be postponed. Only members in good standing who are present at a meeting will be entitled to vote or be counted for a quorum; proxy votes will not be accepted. The presiding officer may direct that any vote be taken by secret ballot.

Section 4: Notice shall be given by mail announcing the date, time, place, and purpose of the meeting. Notice shall be sent at least 14 days before the appointed day to the members of the congregation.

ARTICLE VI: ELECTIONS

Section 1: Every January, a nominating committee shall be established to recommend candidates to fill officer and Board of Directors positions that will be expiring at the end of the fiscal year. This committee shall consist of five members selected by the president(s), and shall be chaired by the immediate past president. Nominating committee members may not be nominated for any officer position.

Section 2: The nominating committee shall present its recommended slate of candidates to the Board of Directors at its regular March meeting. Upon approval by the Board of Directors, the slate shall be communicated to the congregation in April, be voted upon at the congregational meeting in May; and take office on July 1, the beginning of the fiscal year.

Section 3: Additional names may be placed in nomination upon written endorsement by 15 members in good standing. Such notification must be given to the president(s) at least 14 days prior to the congregational meeting, so that the congregation may receive notification at least ten days prior to the meeting.

Section 4: Nominees for the offices of president and vice president shall have been officers, board members, or shall have served on a committee for at least one full year. Exceptions shall be approved by the Board of Directors.

Section 5: The election for any office for which there is more than one nominee shall be by closed ballot. To be elected, a nominee must receive a majority of the votes cast for that office or a plurality if there are more than two nominees. Proxies, ballot by proxy, and absentee ballots will not be recognized.

ARTICLE VII: OFFICERS

Section 1: The officers of this congregation may include: president(s), vice-president(s), secretary(ies), treasurer, and immediate past president(s). Exceptions to term lengths may be approved at the congregational meeting. Officers are elected at the annual meeting of the Temple for a term of two years. No person shall serve in any one office for more than three consecutive terms. Officers shall assume their respective office on the first day of the fiscal year. Any Jewish congregant in good standing may serve as an officer.

Section 2: The duties of the president(s) shall be to preside as chair at all meetings of the congregation and of the Board of Directors and to approve or designate all committees and chairpeople. S/he shall be an ex-officio member of all committees except the nominating committee. The president(s) shall call special meetings and perform such other duties as are a function of the office. The presiding president (or presiding officer) shall not vote on any matter before the Board of Directors except in the case of a deadlocked vote. In addition, the president(s) shall sign all contracts, deeds, and other documents for the congregation, as may be directed by the congregation or the Board of Directors.

Section 3: The vice-president(s) shall assist the president(s) and, when the office of president is vacant, due to the absence, resignation, death, or disability of the president(s), shall assume the duties of that office. S/he shall be an ex-officio member of all committees, without the right to vote.

Section 4: The congregation may include the following secretarial positions: recording, corresponding, and financial. The recording secretary shall keep an accurate record of all the proceedings of the congregation and of the Board of Directors and sign such documents as may be necessary to carry out the directions of the congregation or the Board of Directors. The corresponding secretary shall issue notices for meetings and shall carry on all correspondence of the congregation and the Board of Directors. The financial secretary shall assist the treasurer. Some of these duties may be performed by office staff, as opposed to by officers of the congregation.

Section 5: The treasurer shall be the custodian of all funds and shall be the collecting and disbursing agent as authorized by the Board of Directors. The treasurer shall present financial reports at all meetings of the Board of Directors and of the congregation. The treasurer shall serve on the Finance Committee and may be its chair. Financial records shall be open for inspection by the Board of Directors and the Finance Committee. All disbursements of funds shall require the signature of the treasurer or the president. Signatories of the bank accounts must include members of different households.

Section 6: Upon successful completion of the term of president, the title and honors of immediate past president shall be conferred.

Section 7: In the event of the death, resignation, or incapacity of an officer, a successor shall be approved by the Board of Directors to fill the vacancy for the unexpired term. Names of potential successors will be brought to the Board for consideration. The candidates shall not be present at the Board meeting at which they will be considered. The term of office shall commence at the next regularly scheduled Board meeting.

Section 8: It is the responsibility of elected officers to be present at all Board meetings. If an elected officer misses three meetings in a fiscal year, the president(s) may call him/her to justify continued service. Should the position no longer be justifiable, the president(s) may recommend removal of the officer to the Board. This action requires a 2/3 vote of the Board of Directors.

ARTICLE VIII: EXECUTIVE COMMITTEE

Section 1: The Executive Committee shall consist of all of the elected officers of the congregation and the immediate past president of the congregation, provided, however, that the immediate past president is a member in good standing of the congregation.

Section 2: The chairperson of the Executive Committee shall be the current president(s) of the congregation. Meetings shall be called in the manner and at such times as deemed appropriate by the chairperson. A meeting of the Executive Committee may also be called by written request to the president signed by two or more members of the Executive Committee.

Section 3: The purpose of this committee shall be to enhance communication, to set goals and directions, and to assist the president(s) in the management of the operations of the congregation, at the discretion of the president(s). All recommendations are subject to the approval of the Board of Directors.

ARTICLE IX: BOARD OF DIRECTORS

Section 1: The management and administration of the operations of this congregation shall be vested in a Board of Directors, each of whom shall be elected by the congregation for a term of three years in such a manner that each year the terms of office of 1/3 shall expire. Any congregant in good standing may serve as a board member. The total number of congregants not of the Jewish faith, serving at the same time, is limited to three.

Section 2: The membership of the Board of Directors shall consist of the current elected officers, the immediate past president, and 12 elected board members.

Section 3: The Rabbi shall be an ex-officio member of the Board, without voting rights.

Section 4: The Board of Directors shall be responsible for the general management of the operations, funds, records, and property of the congregation. It shall establish policies, guidelines, and direction with respect to matters within its management and control. The Board or its designees, shall act on all matters of policy. The Board may appoint an independent auditor and perform such other duties as prescribed by the congregation at regular or special meetings.

Section 5: The Board of Directors shall meet on the second Wednesday of each month, except in the case of a religious holiday, and a quorum therefore shall be 50% +1. No matter may be decided upon by the Board except by a majority vote of the members present.

Section 6: Special meetings of the Board of Directors may be called at the president's(s') discretion, and must be called at the written request of three members of the Board. Said request shall state the purpose of the meeting. In the event that the president(s) fail(s) to issue a call for a special meeting, within five days after being requested to do so, any other officer must issue such call.

Section 7: In the event of the death, resignation, or incapacity of a member of the Board, a successor shall be approved by the Board of Directors to fill the vacancy for the unexpired term. Names of potential successors will be brought to the Board for consideration. The candidates shall not be present at the Board meeting at which they will be considered. The term of office shall commence at the next regularly scheduled Board meeting.

Section 8: It is the responsibility of elected board members to be present at all Board meetings. If an elected board member misses three meetings in a fiscal year, the president(s) may call him/her to justify continued service to the Board. Should the position no longer be justifiable, the president(s) may recommend removal of the board member to the Board. This action requires a 2/3 vote of the Board of Directors.

ARTICLE X: RABBI

Section 1: The rabbi of this congregation shall be ordained. The terms and conditions shall be based on the procedures in the brochure "Guidelines for Rabbinical-Congregational Relationships" of the URJ and CCAR. Exceptions must be approved by the Board of Directors and the congregation.

Section 2: Prior to the expiration of the rabbi's contract, according to the provisions of said contract, the Board of Directors shall recommend to the president(s) regarding reelection of the rabbi. The president(s), or representative, shall meet with the rabbi, or representative, to determine his/her interest in renewal and to discuss terms. The Board of Directors shall recommend the final contract to the congregation for its approval, sharing its pertinent terms. In the event of a vacancy, the president(s) shall appoint a search committee, which shall keep the Board of Directors apprised of its proceedings.

Section 3: The rabbi shall be elected by the congregation at its annual meeting or at a special meeting upon the recommendation of the Board of Directors. No Rabbi shall be elected or reelected by the congregation, nor shall the compensation of a Rabbi be voted by the congregation, unless recommended by the Board of Directors.

Section 4: The rabbi, together with lay leadership, will work together to create a sacred partnership to benefit the congregation. The rabbi shall have the overall responsibility of guiding the congregation toward achieving its goals, in accordance with the traditions and practices of Reform Judaism. S/he shall enjoy the freedom of the pulpit. At the same time, s/he 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 views of the congregation and the most effective way of performing his/her duties.

Section 5: The congregation may have one or more assistant or associate rabbis under the supervision of the Senior Rabbi. A retired rabbi of the congregation may be designated Rabbi Emeritus by the Board of Directors.

ARTICLE XI: CANTOR

Section 1: The cantor of this congregation shall be invested. The terms and conditions shall be based on the standards established by the URJ. Exceptions must be approved by the Board of Directors and the congregation.

Section 2: Prior to the expiration of the cantor's contract, according to the provisions of said contract, the Board of Directors shall recommend to the president(s) regarding reelection of the cantor. The president(s), or representative, shall meet with the cantor, or representative, to determine his/her interest in renewal and to discuss terms. The Board of Directors shall recommend the final contract to the congregation for its approval, sharing its pertinent terms. In the event of a vacancy, the president(s) shall appoint a search committee, which shall keep the Board of Directors apprised of its proceedings.

Section 3: The cantor shall be elected at the annual meeting of the congregation or at a special meeting upon the recommendation of the Board of Directors. No cantor shall be elected or reelected by the congregation, nor shall the compensation of a cantor be voted by the congregation, unless recommended by the Board of Directors.

Section 4: The cantor shall be responsible for the musical program and activities of the congregation and shall be guided in the performance of those duties by the rabbi and an appropriate committee which may be appointed by 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. Terms of employment shall be established by the Board of Directors.

ARTICLE XIII: AUXILIARY ORGANIZATIONS

Section 1: The congregation shall have such auxiliary organizations as shall be authorized by the Board of Directors; including but not limited to youth group, Sisterhood, and Brotherhood.

Section 2: The activities of these organizations shall always be conducted in such manner as will advance the best interests of the congregation.

Section 3: The Constitution/By-laws and other regulations of these organizations shall be consistent with the Constitution/By-laws and policies of the congregation and shall be approved by the Board of Directors.

Section 4: Each auxiliary organization may send a representative, without voting rights, to the Board of Directors, according to the policies of the Board of Directors.

ARTICLE XIV: COMMITTEES

Section 1: Committees created by the Board of Directors shall act in accordance with the guidelines of the URJ, as modified by the Board of Directors. Each committee shall keep accurate minutes and submit a copy to the president(s) and report periodically to the Board of Directors.

Section 2: Each committee may send a representative, without voting rights, to the Board of Directors, according to the policies of the Board of Directors.

Section 3: Each committee shall be responsible for presenting an itemized budget to the Finance Committee for review for the following year's budget, by the March board meeting or when requested by the president(s).

Section 4: Standing committees of this congregation and their duties shall be as follows:

a. Adult Education Committee: This committee shall be charged with the responsibility of developing and executing a program of adult education for the congregation.

b. Communications Committee: This committee shall be charged with the responsibility of communicating relevant information to the membership and to the community at large.

c. Family Education Committee: This committee shall be charged with the responsibility of developing and executing a program of family education for the congregation.

- d. Finance Committee: This committee shall make periodic reviews of the financial operations of the congregation and shall report their findings and propose a budget for the following year to the Board. The final budget shall be approved at the annual meeting of the congregation.
- e. Fundraising Committee: This committee shall be charged with the responsibility of developing and executing a program of fundraising activities to support the financial growth and prosperity of the congregation.
- f. House Committee: This committee shall keep the building and property of the congregation in good order and repair. This committee is also in charge of arrangements for seating, parking, and security at High Holy Day services and at other special events.
- g. Membership Committee: This committee shall be responsible for increasing the congregation's membership and for retaining current members. The committee is also responsible for preparing and updating membership materials.
- h. Ritual Committee: This committee shall work with the Rabbi to create the religious and spiritual atmosphere for the congregation. This includes, but is not limited to, Shabbat and festival observances and various policies related to life-cycle events, kashrut, ritual objects, and the participation of our community, subject to the approval of the Board of Directors. It shall offer to the rabbi guidance regarding the character and style of various services. This committee shall also be in charge of arrangements for the High Holy Days and for other holiday observances, including the responsibility of appointing honorees and ushers. In addition, it shall be charged with the responsibility of establishing and maintaining the kashrut policy and ensuring its compliance.
- i. School Committee: This committee shall supervise the school or schools of the congregation, and shall determine policies, rules, and regulations, subject to the approval of the Board of Directors. This committee shall retain the right to hire or dismiss the Director of Education and teachers upon the approval of the Board of Directors. The Director of Education shall be an ex-officio member of this committee. The School Committee is also charged with arranging for student programming for the High Holy Days, including but not limited to religious services and child care.
- j. Social Committee: This committee shall be charged with the responsibility of developing and executing a program of social activities aimed at furthering fellowship and sociability among members of the congregation.
- k. Social Action Committee: This committee shall be charged with the responsibility of developing and executing a program of social action, community service, social justice, and social advocacy for the congregation.

I. Youth Committee: This committee shall be charged with the responsibility of developing a program of youth activities for the congregation. It shall also determine policy and formulate rules and regulations for the administration of such activities. This committee shall retain the right to hire or dismiss advisors for the youth groups upon the approval of the Board of Directors. The youth group advisor(s) shall be ex-officio members of this committee.

Section 5: Other committees may be established by the Board of Directors as deemed necessary or appropriate.

ARTICLE XV: PARLIAMENTARY PRACTICE

Section 1: The rules of procedure at congregation, board, and committee meetings shall be determined by Robert's Rules of Order, latest revised edition, except where this Constitution/By-Laws states otherwise.

Section 2: The president(s) shall appoint a parliamentarian who shall be present at all meetings of the Board of Directors and general meetings. The parliamentarian shall be familiar with Robert's Rules of Order and the Constitution/By-Laws of this congregation.

ARTICLE XVI: AMENDMENTS

Section 1: This Constitution/By-laws, or any portion thereof, may be amended in the following manner:

- a. The proposal to amend or suspend one or more articles of this constitution, or to introduce new articles to it, shall be submitted in writing to the Board of Directors, signed by not fewer than 15 members of the congregation.
- b. The Board of Directors shall consider such proposal at its next meeting, or a proposal may be initiated by the Board.
- c. Within 30 days after consideration of the proposal by the Board of Directors, a meeting of the congregation shall be called to consider and vote on the proposal. The notice of such meetings shall include a copy of the proposal.
- d. At such meeting, a report shall be submitted on the recommendation of the Board of Directors as to action to be taken.
- e. If 2/3 of the vote of the congregation favors the proposal, it shall be declared adopted.

Section 2: A proposal for amendment or suspension which has been rejected by the congregation may not be resubmitted for the consideration of the congregation unless 12 months have elapsed since the time of such rejection.

Talking Points:

1. We simplified the language.
2. We made the language consistent regarding number of days, number of members, percent of voters, etc. required for various actions.
3. We added the requirement that signatories on the bank accounts must include members of different households (Article VII, section 5).
4. We added language regarding an executive committee (Article VIII).
5. We determined a set number of board members (Article IX, section 2).
6. We included articles regarding filling unexpired terms and attendance at board meetings by officers and board members (Article VII, section 7 & 8; Article IX, section 7 & 8).
7. We listed the committees alphabetically and defined more committees (Article XIV).