

**By-Laws of Congregation B'nai Israel**  
**Northampton, Massachusetts**  
(September 7, 2008)

**Article I**  
**Name**

The name of this Congregation shall be Congregation B'nai Israel (CBI).

**Article II**  
**Objective and Mission Statement**

The objectives of this Congregation shall be to maintain a synagogue, religious school, a cemetery, and such additional educational, religious, social, and recreational activities as will tend to strengthen Jewish life.

**Article III**  
**Affiliation**

This Congregation shall be affiliated with The United Synagogue of Conservative Judaism. The auxiliaries and organizations of the Congregation may also be associated with the parallel affiliates of the Conservative Movement.

**Article IV**  
**Membership and Association**

**Section 1.** Only Jewish persons are eligible for membership, and only those from the age of eighteen (18) years are eligible for Full membership.

**Section 2.** There shall be two (2) categories of membership: **Full** (either Family, Individual, or Single Parent) and **Limited**; and one (1) category of association: **Associate**.

**(a) Full Membership**

- (1) Family Membership – available to Jewish couples who are married or have had a commitment ceremony and the Jewish spouse of an interfaith couple with children.
- (2) Individual Membership – available to unmarried Jewish individuals, and to the Jewish spouse of an interfaith marriage without children.
- (3) Single Parent Membership – Such membership is available to an unmarried Jewish individual who is raising a Jewish child, and to the Jewish spouse of an interfaith marriage with children.

**(b) Limited Membership**

- (1) Dual Membership: Such membership may be offered to those who simultaneously retain a paid-up full membership in another synagogue. Such membership may take the form of Family, Individual, or Single Parent Membership, as above.
- (2) Out-of-Town Membership: Former Full members in good standing (see Article IV, Section 3, below) may be granted such membership if they move outside of a 75-mile radius of Northampton, MA.
- (3) Sabbatical: Full members in good standing may be granted Sabbatical membership status for

six (6) months to one (1) year, while studying away from Northampton, MA.

(4) **Honorary Membership:** A non-voting-membership may be bestowed to Jewish individuals by the Board of Directors.

(c) **Associate**

The non-Jewish spouse of a Family or Individual Member, or a non-Jewish parent raising a Jewish child, may be granted Associate status.

**Section 3. Definition of “Good Standing”**

A member in good standing shall be deemed one who is current (no more than 60 days in arrears according to the Treasurer’s records) in financial obligations. (*cf.* Article VII, Section 6(d) and 6(i)).

**Section 4. Privileges**

(a) **Full Members** in good standing shall enjoy the following privileges, subject to the policies of the Board of Directors:

- (1) To attend divine worship services with her/his family;
- (2) To the services of the Rabbi, as appropriate;
- (3) To have a vote at annual and special meetings of the Congregation and for electing the Board of Directors;
- (4) To serve as a Member of the Board of Directors or to serve as the Chair or other member of a CBI committee;
- (5) To attend all meetings of the Board of Directors;
- (6) To use the synagogue facilities pursuant to the policies of the Board of Directors;
- (7) To participate in the educational, cultural, and social programs of the Congregation;
- (8) To enroll eligible children in the pre-school, religious school, and the youth activities of the Congregation; and
- (9) To her/his interment and that of her/his spouse and dependent child(ren) in the Congregation cemetery.

(b) **Limited Members** and **Associates** in good standing shall enjoy the following delineated privileges:

- (1) **Dual Members:** Limited to privilege Section 4(a)(1) through Section 4(a)(7) above;
- (2) **Out-of-Town:** Limited to privilege Sections 4(a)(1), 4(a)(2) and, on condition that they were fully-paid members for at least 10 years prior to moving, 4(a)(9);
- (3) **Sabbatical:** Limited to privilege Section 4(a)(9) above;
- (4) **Honorary:** Shall enjoy such privileges as designated by the Board of Directors; and
- (5) **Associate:** All privileges of membership except Section 4a)(3) and membership on the Board of Directors or the Ritual Committee.

**Section 5.** Application for membership or associate shall be verified and signed by the applicant on a form approved by the Board of Directors. Following a report by the Membership Committee, a majority vote of the Directors present at a meeting of the Board shall be required to approve an application for membership.

**Section 6.** Resignations of members shall be presented to the Board of Directors in writing and membership shall cease on the date a resignation is received by the synagogue administrative office.

**Section 7.** The Board of Directors may suspend or expel any member of the Congregation for cause. Before such action is taken, notice shall be sent to such member by registered mail to the address in

Congregational records. A hearing shall be offered. The hearing procedure shall be determined by a Select (*ad hoc*) Committee appointed by the President, which shall include the Chair of the Membership Committee. If such member does not respond within one week of receiving the notice of hearing, or within one week following such hearing (if held), the Select Committee shall bring the proposed Motion for suspension or expulsion to the next meeting of the Board of Directors. The motion must pass by a two-thirds vote of the total membership of the Board of Directors. However, for suspension based only on non-payment of financial commitment, see Article V, Section 3 hereinbelow.

## **Article V Financial & Insurance Obligations**

**Section 1.** All members shall pay such dues, assessments and financial obligations as shall be determined by the Board of Directors. Special financial arrangements, if needed, may be made with the Dues and Assessment Committee and will be held in strict confidence.

**Section 2.** A statement for dues, assessment, cemetery, or other charges shall be sent by mail to each member at the address in Congregational records on a schedule and with guidelines to be determined by the Congregation Treasurer.

**Section 3.** Based on a recommendation by the Treasurer in consultation with the Dues and Assessment Committee, any member who fails to pay, in a timely way, any obligation owed the Congregation may be suspended and deprived of all membership rights and privileges upon vote of a simple majority of the members of the Board of Directors present at any meeting of said Board.

**Section 4.** The Board of Directors shall be covered by directors and officers insurance.

**Section 5.** The premises of CBI shall be covered by liability insurance at all times.

## **Article VI Board of Directors**

**Section 1.** The affairs of the Congregation shall be administered by a Board of Directors (hereinafter referred to as the “Board”) according to state and federal law and these By-Laws.

**Section 2.** The membership of the Board of Directors shall consist of no more than twenty-four (24) individuals: sixteen (16) elected At-Large Directors, two (2) At-Large Directors appointed by the President, plus the four, five or six Officers (*cf.* Article VII). Eleven (11) members of the Board shall constitute a quorum for the transaction of business. [Election procedures are set out in Article VIII.]

**Section 3.** Duly elected Officers of the Congregation shall have such rights and responsibilities as other Board members.

**Section 4.** The term of service for Officers and At-Large Directors appointed by the President shall be one (1) year; for elected At-Large Directors on the Board two (2) years. Board members---whether Officers (other than the Treasurer who shall not be subject to any limit) or At-Large Directors---shall be limited to no more than ten years of consecutive service. The terms of the At-Large Directors will be staggered so that one half is elected each year. A term year shall be the fiscal year (*cf.* Article XVI). [Election procedures are set out in Article VIII.]

**Section 5.** The Board may fill any vacancy in its elected membership by appointment for the remainder of the vacated term.

**Section 6.** The Board shall meet for regular business once each month except during July. Reasonable notification of each meeting shall be made by the Secretary.

**Section 7.** Special Board Meetings may be called by the President or by written request of six (6) Board Directors. The Secretary shall give members at least three days' written notice of all Special Meetings of the Board, and the notice shall specify the nature of the business to be transacted. Business conducted at Special Meetings of the Board shall be limited to the specific agenda items that are referenced in the meeting notice. Such items shall not include regularly scheduled business of the Congregation.

**Section 8.** Notices of all meetings shall include place, date, and time of the meeting.

**Section 9.** The Board shall have the power to:

- (a) Approve applications for membership in the Congregation (*cf.* Article IV, Section 5);
- (b) Determine all dues and assessments of members of the Congregation and charges for use of the Synagogue and/or facilities of the Congregation;
- (c) Engage a Rabbi and a Cantor, if any; to approve the selections of a Synagogue Director and an Education Director; and to delegate other employee decisions, as appropriate (*cf.* Articles XI-XII);
- (d) Supervise the financial affairs and the physical plant of the Congregation;
- (e) Call meetings of the Congregation whenever necessary;
- (f) Remove any officer or other Board member for cause by an affirmative vote of a super-majority of at least fifteen (15) members of the Board;
- (g) Direct the affairs of the Congregation B'nai Israel Cemetery;
- (h) Buy, sell, rent, lease, or mortgage realty in the name of the Congregation;
- (i) Sell the Synagogue, if approved by a two-thirds vote of members present at a Special Meeting of the Congregation (*cf.* Article X, Section 5);
- (j) Establish various Funds upon such terms, conditions, and provisions, and adopt such policies pertaining thereto, as it deems advisable;
- (k) Adopt and enforce appropriate policies commensurate with the powers given to it by this document, and shall keep accurate Minutes of its proceedings; and
- (l) Ratify any emergency actions taken by the President at its next meeting following such emergency actions.

## **Article VII Officers**

**Section 1.** Officers shall consist of no more than six (6) positions: at least a President, a Vice-President, a Secretary, and a Treasurer; additional position(s), if filled, may be either a Co-President, a second Vice-President, or both. [Election procedures are set out in Article VIII.]

**Section 2.** Any vacancy in any office shall be filled by the Board without undue delay, at a regular meeting of the Board or at a meeting specially called for that purpose. Officers so appointed shall serve

for the remainder of the vacated term.

### **Section 3. President or Co-Presidents**

For the purposes of this document “the President” shall refer to either a President or the Co-Presidents (both or either).

(a) The duties of the President shall be to:

- (1) Preside at all meetings of the Congregation and of the Board;
- (2) Appoint all committee members and committee chairs;
- (3) Execute all official documents of the Congregation pursuant to appropriate resolution by the Congregation or the Board;
- (4) Establish Select committees;
- (5) Serve as an *ex-officio* voting member of all committees except the Nominating Committee;
- (6) Report on the affairs of the Synagogue at the Annual meeting;
- (7) Take emergency action subject to subsequent ratification by the Board; and
- (8) Perform such other acts as required by the Board.

(b) If there are elected Co-Presidents, they shall determine the allocation between them of the above-stated responsibilities.

### **Section 4. Vice President(s)**

(a) The duties of the Vice-President(s) shall be to:

- (1) Perform all the duties of the President should the President be absent or unavailable;
- (2) Serve as *ex-officio* voting member and coordinator of such Standing Committees of the Congregation as are assigned by the President, excluding the Nominating Committee; and
- (3) Perform such other duties as directed by the President.

(b) If there are two elected Vice-Presidents, they in consultation with the President shall determine the distribution between them of the above-stated duties (*cf.* Article VII, Section 3(b)).

### **Section 5. Treasurer**

The duties of the Treasurer shall be to:

- (a) Oversee all funds, bank accounts, and obligations of the Congregation;
- (b) Keep full and accurate accounts of all receipts and disbursements of funds;
- (c) Provide a financial report at regular meetings of the Board and at Annual Meetings of the Congregation;
- (d) Notify all members of the Congregation of their obligations and pledges and to supervise collection thereof;
- (e) Pay the bills of the Congregation consistent with the budget and/or with special approval by the Financial Oversight Committee or the Board;
- (f) Make the books, vouchers, and records available at all times for inspection by the Board or its properly constituted committee or designated auditor;
- (g) Give bond, if and when required by the Board, in such form and in such amount and with such surety as shall be approved by the Board;
- (h) Serve as an *ex-officio* member of the Financial Oversight Committee. On matters concerning the performance of the Treasurer, s/he is recused;
- (i) Determine, according to the dictates of these By-Laws, the members in good standing for voting eligibility or other privileges. (*cf.* Article IV, Section 3);
- (j) Perform such other duties as the Office may require or the Board may assign; and

(k) Work with an independent Certified Public Accountant (CPA), when retained by the Board of Directors, to prepare an audit and present a reviewed and/or certified financial statement to the Board of Directors (*cf.* Article 9, Section 8(e)(6)).

**Section 6. Secretary**

The duties of the Secretary shall be to:

- (a) Keep an accurate record of all meetings of the Board, Officers, and Congregation;
- (b) Give notice of all meetings of the Congregation and Board;
- (c) Keep a record of the correspondence of the Board;
- (d) Be the custodian of the seal of the Congregation (if and when one exists) and affix it, together with her/his signature, to all documents requiring it
- (e) Serve as an *ex-officio* member of the Governance Committee and supervise the election of Officers and other Directors of the Board pursuant to provisions of Article VIII; and
- (f) Perform such other duties as the Office may require or the Board may assign.

**Article VIII  
Election Procedures  
Officers and At-Large Directors**

**Section 1. Solicitation and identification of candidates**

At least once each year, no later than three months prior to the Annual Meeting, the Nominating Committee shall provide written notice inviting every member of the Congregation eligible to vote (*cf.* Article IV, Sections 4(a)(3) and 4(b)(1)) to stand for election to the Board. The notice shall indicate which At-Large Directors have a year remaining in their terms, as well as the number of At-Large Directors to be elected. The notice shall also indicate which, if any, of the incumbents are prepared to stand for re-election. Every eligible person who volunteers, or is otherwise recruited, to stand for election by the date specified in the notice shall then be considered by the Nominating Committee, which shall determine and compile relevant biographical information on prospective candidates. It may recommend a slate of candidates to the Membership, or otherwise endorse all, some or none of those qualified for the ballot.

**Section 2. Election processes**

- (a) The Nominating Committee will prepare biographical information on all eligible candidates for election as Officers and At-Large Directors and will prepare ballots by which eligible members may vote to fill all available positions. (*cf.* Article IV, Sections 3, 4(a)(3), and 4(b)(1)).
- (b) The Nominating Committee shall develop both a process by which ballots can be distributed electronically and/or by U.S. mail, only to voting-eligible members, and a mechanism for protecting the confidentiality and integrity of returned ballots.
- (c) All proper ballots shall be returned to the Secretary by the date specified in the mailing and shall be tallied under the Secretary's supervision.
- (d) Results of the election of Officers and At-Large Directors shall be announced at the Annual Meeting.

**Article IX**  
**Committees of Congregation B'nai Israel**

Committees defined in Section 8 of this Article are “Standing Committees” in that they are charged with basic, on-going, critical functions of the Congregation.

**Section 1.** The President may establish and appoint Select (*ad hoc*) Committees for any purpose not otherwise provided for herein. Select Committees should have limited functions and terms not to exceed the tenure of the appointing President.

**Section 2.** The President shall have power to remove any Committee Chair or member appointed by her/him and to fill vacancies in the memberships of any Committee.

**Section 3.** A majority of any Committee shall constitute a quorum for the transaction of business.

**Section 4.** Any and all policies proposed by any Committee for the Congregation shall be subject to the approval of the Board.

**Section 5.** Each Committee shall perform such additional duties and services as may be, at any time, delegated to it by the Board.

**Section 6.** The Chair of each Standing Committee which has expenditures shall submit an annual budget request divided into general categories of expenditure to the Financial Oversight Committee, as appropriate.

**Section 7.** The Chair of each Committee (Standing and Select) shall provide the President with a written report prior to the Annual Meeting.

**Section 8.** The following Standing Committees shall be appointed by the President (*cf.* Article VII, Section 3(a)(2)) prior to the first meeting of the Board which is subsequent to the Annual Meeting of the Congregation.

(a) Cemetery Committee

The Cemetery Committee shall have charge of the Cemetery as well as the care and maintenance thereof, the sale of plots therein, and of all general interment matters. It shall develop and propose policies for the functioning of the Cemetery which are in compliance with civil and Jewish law, for approval by the Board.

(b) Dues and Assessments Committee

The Dues and Assessments Committee shall:

- (1) Recommend to the Board the annual membership dues and assessments, if any, to be levied on each member. It may recommend changes to the Board of any dues and assessments at any time as special needs arise; and
- (2) Process requests for dues abatements, assuring confidentiality.

(c) Education Committee

- (1) The Education Committee shall have planning and oversight of the religious school and youth programs in the Congregation and shall support and advise the Education Director and Rabbi in their roles in these programs.
- (2) The Committee shall propose policies regarding the school programs to the Board.
- (3) The Committee may create sub-committees with particular task and program focuses.

(d) Endowment Management Committee

The Endowment Management Committee shall:

- (1) Invest the CBI endowment in consultation with a professional investment advisor;
- (2) Apportion endowment into sub-funds reflecting the various restrictions which may have been placed by donors or by the Board of Directors on funds deposited into the endowment;
- (3) Maintain complete and accurate records of all investments, sub-funds, transfers, and disbursements;
- (4) Report quarterly to the Board of Directors and annually to the Congregation on the endowment and the performance of the investments;
- (5) Transact other business pertaining to the endowment as, from time to time, may be directed by the Board of Directors (except that the Board shall not make investment decisions); and
- (6) Submit its books and records for audit at any time as may be directed by the Board of Directors.

(e) Financial Oversight Committee

The Financial Oversight Committee (FOC) shall:

- (1) Have general financial planning and oversight responsibility which includes all committees and congregational finances wherever situated;
- (2) Identify long-range financial needs of CBI, including development of a capital budget;
- (3) Establish policies and operating procedures to assure sound business and financial practices for all synagogue processes, committees, and funds. These practices shall be in compliance with GAAP (Generally Accepted Accounting Principles) and non-profit governance standards;
- (4) Develop an annual operating budget for CBI with input from professional staff and Committee Chairs, which budget is subject to approval by the Board of Directors;
- (5) Support the CBI staff and Committee Chairs in developing and monitoring their budgets, and provide support and consultation for financial issues; and
- (6) Develop and implement a process for a periodic audit or financial review by an independent auditor at least every five years, with such findings to be reported to the full Board of Directors.

(f) Gan Keshet Oversight Committee

The Gan Keshet Oversight Committee shall work with the Gan Keshet Board and staff on all matters of mutual interest and responsibility.

(g) Governance Committee

The Governance Committee shall:

- (1) Review the By-Laws of CBI at least once every five years and, when desirable, recommend changes (*cf.* Article XVIII, Section 2);
- (2) Maintain a record of policies and procedures of the Congregation including, but not limited to, decisions made by the Board, and procedures of administration and committees;
- (3) Whenever By-Laws of the Congregation are amended, develop any transition procedures necessary in the case of inconsistency in numbers or terms of officers and At-Large Directors between previous and revised By-Law provisions; and
- (4) Perform other tasks as assigned by the President or Board of Directors.

(h) House and Properties Committee

The House and Properties Committee shall:

- (1) Have charge of the maintenance, repair, and improvement of the physical plant and grounds of the Congregation, its furnishings and equipment, excluding religious articles; and
- (2) Serve in a consultative role to the CBI Director in the employment and supervision of custodial

and kitchen staff.

(i) Membership Committee

The Membership Committee shall:

- (1) Encourage and welcome new members, and recommend applicants for Board approval (*cf.* Article IV, Section 5);
- (2) Create and enhance opportunities for current members to participate in the full range of CBI community experiences;
- (3) Make rulings on membership status changes and maintain appropriate records thereof.

(j) Nominating Committee

The Nominating Committee shall:

- (1) identify and recruit candidates for Board leadership positions (Officers and at-Large Directors) ;
- (2) prepare biographical information on such candidates and implement, in conjunction with the Secretary, an election balloting process as provided in Article VIII, Sections 1 and 2(a) and (b).

(k) Ritual Committee

The Ritual Committee shall:

- (1) Ensure, along with the Rabbi, that services, rituals, and other CBI activities are conducted in conformance with the established traditions of Conservative Judaism;
- (2) Serve in a consultative capacity to the Rabbi with regard to all maintenance of, and changes in rituals, rites, and customs that affect the religious aspects of the Congregation; and
- (3) Assume responsibility for the care, maintenance, and purchase of the Congregation's ritual objects.

## **Article X Meetings of the Congregation**

**Section 1.** There shall be an Annual Meeting of members of the Congregation each June.

**Section 2.** Written notice shall be given to all members of the Congregation by the Secretary in writing by mail at least thirty (30) days in advance.

**Section 3.** At all meetings of the Congregation, Regular and Special, a quorum for the transaction of business shall consist of twenty (20) members of the Congregation, including Board Members present. A lesser number of members may adjourn the meeting to some future time, not less than six (6) nor more than twenty-one (21) days from the date thereof, and the Secretary shall give appropriate notice to all members.

**Section 4.** A majority vote of the members present shall be required for action on all matters that come before said meetings, except as otherwise provided in these By-Laws.

**Section 5.** Special meetings of the Congregation may be called by the President:

- (a) On her/his own authority; or
- (b) At the request of the Board; or
- (c) Upon written request to the President by twenty (20) Congregation members in good standing.

In case of the failure of the President to call a special meeting within five (5) days after such request, any twenty (20) members in good standing may call such a meeting.

**Section 6.** The Secretary shall give appropriate written, mailed notice of all special meetings to all members of the Congregation and such notice to include the date, time, place, and specific agenda of such Special Meeting. The business of the Special Meeting shall be limited to that specified in the agenda.

## **Article XI Employees**

**Section 1.** The Board of Directors shall approve the employment of the Rabbi, Cantor, if any, and all other management personnel, as may be hired. Their contracts shall be made available to the Board for inspection.

**Section 2.** The CBI Employee Guidance Manual governs all CBI employment. This Manual shall be revised as necessary to comply with changes in federal and state law, or CBI By-Laws.

## **Article XII Rabbi**

**Section 1.** The Rabbi shall be the spiritual leader of the Congregation. The Rabbi shall be the halakic authority (*mara d'atra*) of the Congregation, which authority shall be exercised in accordance with the Rabbi's employment contract.

**Section 2.** The Rabbi shall be engaged by the Board upon such terms, conditions, and provisions as the Board may determine.

**Section 3.** The Rabbi shall have jurisdiction over all religious services, and ritual/life-cycle events in the synagogue, grounds, or cemetery. Any other rabbi or individual may serve in this capacity at the invitation of the CBI Rabbi (*cf.* Article IX, Section 8(k)).

**Section 4.** The Rabbi shall serve in an advisory capacity to all programs of the Congregation.

**Section 5.** The Rabbi shall keep a ledger of life-cycle events of members of the Congregation which affect Jewish status (conversions to Judaism, births, brit milah, deaths, marriages, and Jewish divorce). These records shall be the property of the Congregation.

**Section 6.** The Rabbi shall render such other services and perform such other duties as may be determined by the Board.

## **Article XIII Uses of the Synagogue**

**Section 1.** The Synagogue shall be used for religious services and for such other purposes as may be determined by the Board.

**Section 2.** Life-cycle ceremonies of members of the Congregation shall be conducted by the Rabbi of

the Congregation or, at her/his invitation, by another rabbi; or, in the absence of the Congregational Rabbi, by a person approved by the Board.

#### **Article XIV Affiliated Organizations**

Should a CBI Sisterhood and/or CBI Hevrei Mitzvot exist, they qualify for administrative support from CBI, as resources permit.

#### **Article XV Cemetery**

The Congregation shall have and maintain any cemetery owned by the Congregation in accordance with policies proposed by the Cemetery Committee and approved by the Board.

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#### **Article XVI Fiscal Year**

The fiscal year of the Congregation shall be July 1<sup>st</sup> to June 30<sup>th</sup>.

#### **Article XVII Conduct of Meetings**

For matters not covered by these By-Laws, the current edition of Robert's Rules of Order Newly Revised, shall be the standard for parliamentary practice or procedure at all meetings.

#### **Article XVIII Amending By-Laws**

**Section 1.** A proposal to alter, amend, or repeal these By-Laws shall be submitted in writing by at least twenty (20) members of the Congregation, and mailed to all members at their addresses in Congregational records by the Secretary of the Congregation. The proposal shall be considered at the next Annual or Special Meeting called for that purpose. The mailing shall be postmarked or e-mailed no later than 3 weeks (21 days) prior to the date of such meeting. Relevant documents may be e-mailed provided that any eligible member may request a hard copy be mailed through the postal service if s/he prefers.

The notice of said meeting shall include a text of the proposed amendments or changes as well as of the current text. A two-thirds vote of the members present, a quorum having been satisfied, shall be required for adoption.

**Section 2.** The Board shall review these By-Laws at an interval of no less than every five years.

**Section 3.** These By-Laws shall become effective upon passage, and all former By-Laws are hereby repealed and declared null and void, **but** the Governance Committee shall develop and over-see any transition procedures whenever necessary in case of any inconsistency in numbers or terms of Officers and At-large Directors between the instantly previous and the new By-Laws.

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**Adopted at a Special Meeting of Congregation B'nai Israel, Northampton, Massachusetts, September 7, 2008.**