

DRAFT – REVISION 2, April 18, 2004

BY-LAWS OF CONGREGATION BETH ISRAEL, INC. (as amended June 1, 2004)

ARTICLE I CORPORATION

- Section 1 - Corporation Name: The name of this Corporation shall be Congregation Beth Israel, Inc.
- Section 2 - Purpose: The purpose of the Corporation is the perpetuation of Judaism and its fundamental principle, the belief in, and worship of one God. The Corporation shall maintain a Conservative Congregation affiliated with the United Synagogue of Conservative Judaism and the Jewish Theological Seminary of America. The Corporation shall promote such religious, literary, benevolent, charitable, educational and recreational activities as would help strengthen Judaism.
- Section 3 - Congregation Name: The name of the congregation shall be "Congregation Beth Israel".
- Section 4 - Composition: The Corporation shall consist of these components:
 - a) Physical Facilities (cf Article II)
 - b) Members (cf Article III)
 - c) Board of Directors (cf Article IV)
 - d) Officers (cf Article V)
 - e) Standing Committees (cf Article VI)
 - f) Operating Committee (cf Article VII)
 - g) Employees (cf Article VIII)
 - h) Religious School (cf Article IX)

ARTICLE II PHYSICAL FACILITIES OF THE CORPORATION

- Section 1 - Contents: The synagogue shall contain a main sanctuary with an Aron Kodesh, religious school classrooms, and other facilities provided for the use and benefit of the members of the Corporation.
- Section 2 - Use of Facilities: The physical facilities may be used by members and by the general public in accordance with rules, terms, and conditions as set forth by the Board of Directors.

ARTICLE III MEMBERSHIP AND MEETINGS OF THE CORPORATION

- Section 1 - Eligibility: Any Jew, male or female, of good moral character, who has attained the age of 18 (herein called an "adult"), is eligible for membership.
- Section 2 - Definition: There shall be two classes of membership in the Corporation:
 - a) Single membership - held by a single adult
 - b) Family membership - held by one or two adults, and their dependents.
- Section 3 - Membership: A person eligible for membership must complete and submit a written application to the Membership Committee. Before any new member may enjoy the rights of membership, this individual must agree in writing to abide by these by-laws, and further must perform any condition precedent of a financial nature made or requested by a majority vote of the Board of Directors.
- Section 4 - Voting Rights: All adult members, age 18 or over, are entitled to attend regular and special meetings of the Corporation. Each membership (cf Article III, Section 2) has a single vote. For family memberships

with more than one adult member in attendance, the vote shall be split among them equally. This section applies specifically to voting at meetings of the Corporation. For all other purposes in these by-laws, each adult in a family membership shall be a full member, with all rights and privileges accorded thereto.

Section 5 - Additional Rights and Privileges of Members:

- a) The right and privilege of divine worship in the synagogue.
- b) The right to have the Rabbi officiate at any Life Cycle for themselves or their immediate family.
- c) The right to use the synagogue for any Life Cycle function for themselves or their immediate family.
- d) The right to have the Rabbi guide or supervise the conversion of any member's immediate family or prospective spouse, subject to such terms and conditions as the Board of Directors may determine.

Section 6 - Resignation: Resignation of members shall be directed to and acted upon by the Board of Directors. Resignation from the Corporation shall in no way absolve a member from financial obligations to the Corporation acquired while a member.

Section 7 - Expulsion: Any member charged with improper practices or gross misconduct may, if found guilty, be expelled by the Board of Directors, a two-thirds vote by a quorum of the Board being necessary to expel.

Section 8 - Obligations:

- a) Each membership of the Corporation shall pay such dues and fees, as the Board of Directors shall determine.
- b) All dues and fees shall be payable and collected in advance as per the payment schedule set forward by the Board of Directors be it a for the entire membership or specific for a particular member.
- c) A member who resigns shall be liable for full quarterly dues and fees up to the current fiscal quarter.
- d) A member failing to pay his dues for six months shall be declared in arrears and the Treasurer shall report the name of this individual to the Board of Directors. Any individual or family may be suspended from all rights and privileges of membership until said arrears shall be paid.

Section 9 - Annual Meetings:

- a) The annual meeting of the Corporation shall be held in May of each year.
- b) The nomination and election of Directors and Officers enumerated in Articles IV and V shall take place at the annual meeting of the Corporation and those candidates for the respective offices shall be declared elected who shall have received the largest number of votes.
- c) Ten (10) memberships shall constitute a quorum, except as noted in Article III, Section 15.

Section 10 - Special Meetings: Special meetings of the Corporation may be called at any time by the Board of Directors, by the Chairman, or by the President of the Operating Committee upon the written request of twenty-five (25) memberships. Upon the refusal or failure of the Chairman to act within five days after the receipt of such request, the President, First Vice-President or, the Second Vice-President shall call such special meetings.

Section 11 - Notice of Meetings: The Secretary shall contact each membership, through an appropriate medium, to notify them of each regular or special meeting of the Corporation at least seven days before the date thereof. The notice of the special meeting shall also state the purpose thereof.

Section 12 - Ritual Authority: No changes shall be made in the religious or customary service, nor shall any new form of worship be established, until such change or new form shall be approved by the Board of Trustees, and adopted by a two-thirds (2/3) vote of the members present at any annual or special meeting called for the purpose, of which due notice of such change will have been given.

- Section 13 - Election of Rabbi: An annual meeting or a special meeting called for the purpose at an appropriate time, at least six months prior to the expiration of any Rabbi's term of office, shall be held to determine the election or re-election of a Rabbi and to determine terms of his engagement.
- Section 14 - Amendments: Any proposition to alter, amend, or repeal these by-laws shall be submitted in writing, signed by at least ten (10) members, and read at the annual meeting or a special meeting called for that purpose; notice thereof shall include the text of the proposed amendment. For adoption of such amendment, the votes of two-thirds (2/3) of all members present and voting are required.
- Section 15 - Quorum: Any annual or special meeting of the Corporation which includes any business of Sections 12, 13, or 14 above shall require a quorum not to exceed twenty (20) per cent of memberships.
- Section 16 - Voting by Proxy: Any annual or special meeting of the Corporation which includes any business of Sections 12, 13, or 14 above members shall be considered present and their votes counted and accepted, if they present to the Secretary of the Corporation, a written statement of their vote, affirmed with their signature, and delivered in a sealed envelope. The Secretary will present the sealed envelope to those individuals appointed to count the votes when called upon during the aforementioned meetings.
- Section 17 - Elected or Appointed Position in the Corporation: Any member in good standing may be nominated, elected, or appointed to a position in the Corporation regardless of any previously held position unless the individual was removed from a previously held position by the Board for actions unbecoming of an individual in that position.

**ARTICLE IV
BOARD OF DIRECTORS**

- Section 1 - Definition: The Board of Directors (hereinafter called the Board) is the governing body of the Corporation. The President of the Operating Committee (cf Articles V and VII) is the Chairman of the Board.
- Section 2 - Eligibility: Eligibility shall be limited to members in good standing.
- Section 3 - Term of Office: The term of office of all members of the Board of Directors shall be from the first day of July until the last day of June and shall continue for the number of years of their election.
- Section 4 - Composition:

There are two (2) categories of Board members with voting privileges:

 - Directors by virtue of their offices held
 - Elected At-Large Directors

There are three (3) categories of Board members not allowed to vote:

 - Chairman of the Board
 - All Past Presidents and Past Chairmen of the Board
 - Additional Members
 - a) The Board includes the following members by virtue of their office:
 - 1. The Officers of the Corporation (cf Article V);
 - 2. All Past Presidents during their membership in the Corporation; and
 - b) At the Annual Meeting of the Corporation, the following Directors are to be elected:
 - 1. Each meeting not more than three (3) Directors elected for a term of one (1) year;
 - 2. Every other meeting not more than three (3) Directors elected for a term of two (2) years
 - c) Additional members of the Board are as follows:

1. Life Director: Any person who shall have served as a Director, or as a Director and Officer, for a period of twenty (20) years shall be declared a Life Director for as long as that person maintains an active membership in the Corporation. At the Annual Meeting, the Secretary shall announce the names of the newly declared Life Directors.

Section 5 - Meetings of the Board

- a) Meetings shall be called by the Chairman shall have a minimum frequency of 1 every 90 days (4 times per year).
- b) Meetings are open to all members of the Corporation, but only Directors with voting privileges may vote. The Chairman may elect, per parliamentary procedure, to have an Executive Session of the Board.
- c) Five (5) voting members of the Board shall constitute a quorum.
- d) At the meeting of the Board at least two (2) months prior to the Annual Meeting of the Corporation, the Chairman shall appoint a nominating committee from members of the Board and Operating Committee at the discretion of Chairman. The Chairman may also appoint members to the nominating committee from the membership at large with the approval of two-thirds (2/3) of the Board. The report of the nominating committee shall be made a part of the notice of the Annual Meeting of the Corporation.
- e) At the first meeting following the Annual Meeting the Board shall elect one of its members to act as a recording secretary to take minutes for each meeting when the Board convenes, prepare any documents for the next Annual Meeting, and to provide written correspondence to the Officers, Operating Committee, Committee Chairman, or member of the Corporation as necessary.
- f) The Board shall publish an agenda of its next meeting at least three (3) days in advance of this meeting. The Chairman of the Board and the secretary of the Board shall be responsible for creating and publishing the agenda.
- g) The Board shall record of all business of the Board in the form of meeting minutes whenever it convenes and of the Annual Meeting. It shall maintain written documentation of the minutes and shall provide access to the documentation to any member of the Corporation who makes such a request.

Section 6 - Business of the Board

- a) The Board is responsible for formulating the objectives, policies and programs of the Corporation, and is responsible for the provision of adequate finances to run the programs and acquire necessary staff. The Board's function and responsibility is to afford guidance for the total operation of the congregation, including its spiritual, educational, financial, cultural, and social programs.
- b) The Board may, by a two-thirds (2/3) vote of the Directors, present at any regular or special meeting of the Board, elect as Honorary Trustee any person qualified for membership in the Corporation, who in the opinion of the Board has rendered outstanding service to the Corporation. Such nominations must be made at a meeting of the Board and voted upon at the next meeting of the Board, and written notice of such election meeting must be given to the Trustees in advance.
- c) Whenever any elected office (cf Article V) shall become vacant, except by expiration of term of office, the Board shall fill that vacancy pending the next Annual Meeting.
- d) The Board shall set rules, terms and conditions, and prices for the following:
 1. Use of the facilities of the Corporation
 2. Religious school education
 3. Membership dues and fees

- e) All employees of the Corporation, except as hereinafter specifically provided, may be appointed by the Board for such term and such compensation as shall be determined by the Board.
- f) The Board may request from the Treasurer a surety bond to the Corporation.
- g) The Board may designate a bank or trust company for disposition of funds.
- h) The Board shall have oversight of all committees including the Operating Committee. The Board, at their discretion, shall hear reports and act upon recommendations of such committees either from the Officers or the Committee Chairman. The Chairman of the Board may appoint an ex-officio member to any committee. This appointment expires at the next Annual Meeting.
- i) The Board may direct the Finance Committee to meet.
- j) The Board must approve any expenditure greater than three thousand (3000) dollars.
- k) In case of a vacancy in the office of Rabbi, or at least six (6) months before the expiration of the term of office, the Board shall consider and report to the Corporation, at its Annual Meeting or a special meeting called for that purpose, concerning the election or re-election of a Rabbi.
- l) The Board shall fill vacancies of the Operating Committee.

Section 7 - Removal from Office: Directors may be removed from office for conduct unbecoming a Director. This removal requires the majority vote of the Operating Committee and two-thirds (2/3) of the Directors present at any regular or special meeting.

ARTICLE V OFFICERS

Section 1 - Definition: The Officers of the Corporation shall consist of a President, Vice President of Congregation (the First Vice President), Vice President of Education (the Second Vice President), Vice President of Operations (the Third Vice President), Treasurer, and Secretary of the Corporation. They shall be elected for two-year terms at alternating Annual Meetings of the Corporation.

Section 2 - Term of Office: The term of office of all Officers shall be from the first day of July until the last day of June and shall continue for the number of years of their election.

Section 3 - Duties of the President:

- a) The President shall preside at all meetings of the Operating Committee.
- b) The President shall enforce the by-laws of the Corporation.
- c) The President shall appoint all committees, except the Operating Committee and Standing Committees.
- e) The President shall be an ex-officio member of all committees.
- f) The President shall submit a written report to the members of the Corporation at the Annual meeting.
- g) The President shall, upon written request of the Board, call a meeting of the Operating Committee within twenty-four (24) hours after the receipt thereof.

Section 4 - Duties of the Vice President of Congregation (First Vice President):

- a) The Vice President of Congregation shall be a member of the Operating Committee.
- b) The Vice President of Congregation shall preside in the absence of the President.
- c) The Vice President of Congregation shall act, as the manager of the following committees, and in doing so shall attend the meetings and coordinate their activities with the President:

Membership Committee
Ritual Committee
Social Action Committee

- d) Upon refusal or failure of the President to act in accordance with Article V, Section 3.g, the Vice President of Congregation shall be responsible to call such meeting.
- e) When the office of President becomes vacant, the Vice President of Congregation shall assume the duties of that office until a new President is elected according to these by-laws.

Section 5 - Duties of the Vice President of Education (Second Vice President):

- a) The Vice President of Education shall be a member of the Operating Committee.
- b) The Vice President of Education shall perform the duties of the President and/or Vice President of Congregation in the absence of both the President and Vice President of Congregation.
- c) The Vice President of Education shall act as the manager of the following committees, and in doing so shall attend the meetings and coordinate their activities with the President:
 - Religious School Committee
 - Adult Education Committee
 - Activities Committee: Youth, Adult, and Family
- d) Upon refusal or failure of the Vice President of Congregation to act in accordance with Article V, Section 4.d, the Vice President of Education shall be responsible to call such meeting.
- e) The Vice President of Education shall assume the office of President if the Vice President of Congregation is unable to assume the office.

Section 6 - Duties of the Vice President of Operations (Third Vice President):

- a) The Vice President of Operations shall be a member of the Operating Committee.
- b) The Vice President of Operations shall perform the duties of the President in the absence of the President and other Vice Presidents.
- c) The Vice President of Operations shall act, as the manager of the following committees, and in doing so shall attend the meetings and coordinate their activities with the President:
 - Finance Committee
 - House Committee
- d) Upon refusal or failure of the Vice President of Education to act in accordance with Article V, Section 5.d, the Vice President of Operations shall be responsible to call such meeting.
- e) The Vice President of Operations shall assume the office of President if the Vice President of Education is unable to assume the office.

Section 7 - Duties of the Treasurer:

- a) The Treasurer shall be a member of the Operating Committee.
- b) The Treasurer shall keep correct accounts of all the assets and liabilities of the Corporation, and all of its receipts and disbursements.
- c) The Treasurer shall have custody of the books appertaining to the office of Treasurer, which shall be subject to inspections and examination by the Board and the Finance Committee and their representatives.
- d) The Treasurer shall have custody of the corporate seal, deeds, and other personal property of the Corporation.
- e) The Treasurer shall supervise the collection of all bills.
- f) The Treasurer shall make a full report to the Operating Committee at each one of its meetings and to the Board at each meeting Board of Directors.

- g) The Treasurer shall furnish, when requested by the Board, a bond with surety or sureties to the Corporation, to be approved by the Board, in such a sum as the Board shall determine, conditioned on the faithful performance of his duties.
- h) The Treasurer shall deposit the funds of the Corporation in such bank or trust company designated by the Board, and shall disburse the funds of the Corporation by check drawn on said bank or trust company.

Section 8 - Duties of the Secretary: The Secretary shall record in the minutes the proceedings of the Corporation meetings and of the meetings of the Operating Committee, and shall perform such other duties as the Board or Operating Committee shall delegate.

Section 9 - Remuneration: All Officers, with the exception of those herein otherwise specifically provided, shall serve without remuneration.

Section 10 - Removal from Office: Officers may be removed from office for conduct unbecoming an Officer. This removal requires a majority vote of the Operating Committee and two-thirds (2/3) vote of the Directors present at any regular or special meeting.

**ARTICLE VI
STANDING COMMITTEES**

Section 1 - Definition: At the first meeting of the Operating Committee following the Annual Meeting, the President shall appoint the following Standing Committees, to whom shall be submitted all matters pertaining to their several departments before final action by the Board:

- | | | |
|---------------------|---|-----------------|
| a) Finance | e) Membership | i) Fund Raising |
| b) Religious School | f) Adult Education | |
| c) House | g) Activities: Youth, Adult, and Family | |
| d) Ritual | h) Social Action | |

The Chairman of each Standing Committee shall be a member of the Operating Committee, by virtue of said chairmanship.

No Standing Committee shall have the power to expend over one hundred (100) dollars (should this be higher) on any one matter without the consent of the Board or of the Operating Committee.

Section 2 - Finance Committee: The Finance Committee shall consist of a maximum of nine (9) voting members and a Chairman from the members of the Corporation. It shall make a detailed estimate of the yearly expenses. It shall recommend to the Operating Committee the membership dues and other fees. It shall recommend to the Operating Committee the ways and means for liquidating the obligations of the Corporation. It shall have charge of the Kol Nidre Appeal if the Board votes such an appeal. It shall have charge of the investment of the funds and the placing of the insurance on the property of the Corporation. It shall meet at least quarterly and as often as the Board or Operating Committee shall direct. It shall examine all books and vouchers, audit the accounts and render reports to the Board and to the Operating Committee as requested and at the last regular meeting of the Board prior to the Annual Meeting.

Section 3 - Religious School Committee: The School Committee shall consist of a maximum of nine (9) voting members and a Chairman from the members of the Corporation and shall have charge of the religious school. It shall make regulations for all religious instructions and shall have the exclusive control thereof. It shall submit a budget for the Operating Committee consideration. The Religious School Committee shall control all spending within the operating budget appropriated by the Operating Committee or the Board. The Rabbi shall be ex-officio a member of the School Committee.

Section 4 - House Committee:

- a) The House Committee shall consist of a maximum of nine (9) voting members and a Chairman from the membership of the Corporation. It shall have full operating charge of the real estate and buildings of the Corporation and the purchase of all supplies. It shall, subject to the approval of the Operating Committee, direct the work of the custodian and other employees in connection

with the Corporation buildings. It may hire part-time custodial help as required. It shall approve for payment all bills concerning operational, utility and maintenance supplies.

- b) The House Committee shall oversee the Vaad A' Kashruth for all physical facilities of the Corporation in conjunction with the Rabbi who retains the final decision on all Halachich matters. The Rabbi is an ex-officio member of this committee as it concerns this item.

Section 5 - Membership Committee:

- a) The Membership Committee shall consist of a maximum of nine (9) voting members and a Chairman from the membership of the Corporation and shall use proper efforts to secure desirable members, investigate all applicants for membership and report thereon to the Board. It shall endeavor to retain memberships of those submitting resignations.
- b) It shall maintain the proper demographic and Jewish family data for each membership to provide Jewish Life Cycle function, Yahzeit Memorial responsibilities, and mailing and contact information as a minimum. The Membership Committee shall take every precaution to retain the privacy of these records and shall not disclose the information contained in any membership records to any person, institution, enterprise, or organization outside the Corporation unless so directed by the Board of Directors.

Section 6 - Ritual Committee: The Ritual Committee shall consist of a maximum of nine (9) voting members and a Chairman from the membership of the Corporation. It shall have general charge and direction of all religious services, and shall work to promote attendance of members at religious services. It shall have charge of the awarding of honors to members for the High Holy Days. It shall work jointly with the Rabbi to investigate and report to the Board any proposed changes in the religious services. It shall provide regular feedback to the Rabbi and work to ensure that the Rabbi continually meets the congregation's needs.

Section 7 - Activities Committee: Youth, Adult, and Family:

- a) The Activities Committee shall consist of a maximum of nine (9) voting members and a Chairman from the membership of the Corporation. It shall work for the development and execution of a program of recreational and educational activities for the children of the members, adult members, and families.
- b) The Activities Committee may, if it so desires, create and delegate these activities to a maximum of three (3) individual committees, as it deems appropriate. The structure of such a set of focused committees and their interaction to the Activities Committee shall be the domain of the Activities Committee. Any committee so created shall not have the status and privileges of the Standing Committees so defined and their charters shall not conflict with these By Laws of the Corporation.

Section 8 - Adult Education Committee: The Adult Education Committee shall consist of a maximum of nine (9) voting members and a Chairman from the membership of the Corporation. It shall work for the development and execution of a program of Jewish Education for adult members.

Section 9 - Social Action Committee: The Social Action Committee shall consist of a maximum of nine (9) voting members and a Chairman from the membership of the Corporation. It shall work for the development and execution of a program that will involve the members in activities of community responsibility and outreach.

Section 10 - Fund Raising Committee: The Fund Raising Committee shall consist of a maximum of nine (9) voting members and a Chairman from the membership of the Corporation. It shall work to raise money for the Corporation. The Operating Committee (cf Section VII) as recommended by the Finance Committee will set the annual fund raising target amount.

**ARTICLE VII
OPERATING COMMITTEE**

- Section 1 - Definition: The Operating Committee oversees the day-to-day operations of the Corporation and is responsible to the Board of Directors on all matters operation and policy.
- Section 2 - Eligibility: Eligibility shall be limited to members in good standing.
- Section 3 - Composition:
- a) There are four (4) categories of Operating Committee members with voting privileges:
 - All Vice Presidents
 - Treasurer
 - Secretary
 - Chairman of Standing Committees (cf Article VI); when there exists a co-Chairmanship of a Standing Committee, all co-Chairmen shall be members of the Operating Committee with the limitation that they shall have a single vote together which may not be split into fractional votes.
 - b) There are three (3) categories of Operating Committee members not allowed to vote:
 - President
 - All Past Presidents
 - Additional Members
 - c) Additional Members shall consist of
 - The Presidents of Brotherhood and Sisterhood
- Section 4 - Vacancies: Any vacancies on the Operating Committee shall be filled as follows:
- a) Officers as per Article IV, Section 5.c
 - b) Chairs of Standing Committees shall be filled by the President and approved by a majority vote of the Officers
- Section 5 - Meetings of the Operating Committee
- a) The President shall call a meeting of the Operating Committee, at least monthly, except during summer months.
 - b) Meetings are open to all members of the Corporation, but only Operating Committee members may vote. The President may elect, per parliamentary procedure, to have an Executive Session of the Executive Committee.
 - c) Five (5) members of the Operating Committee shall constitute a quorum. The President shall preside and the Secretary shall record all minutes. If the Secretary is unable to be present, the President shall appoint a member to record the minutes of the meeting. The minutes of the meetings shall be published at least three (3) prior to the next meeting of the Operating Committee. The minutes of the Operating Committee shall be presented to the Board at its next meeting.
 - d) The Board shall publish an agenda of its next meeting at least three (3) days in advance of this meeting. The Chairman of the Board and the secretary of the Board shall be responsible for creating and publishing the agenda.
- Section 6 - Business of the Operating Committee:
- a) The Operating Committee exists to manage and perform the day-to-day business of the Corporation and to advise the Board on all its activities.
 - b) The Operating Committee shall be empowered to act for and on behalf of the Corporation during the intervals between meetings of the Board.
 - c) The Operating Committee shall be responsible to the Board. Any vote of the Operating Committee shall not be in conflict with any previous vote of the Board.

- c) The Operating Committee shall not expend over two thousand (2000) dollars on any one matter without the consent of the Board, except in case of an emergency.
- e) The Operating Committee shall record all business of the Operating Committee in the form of meeting minutes whenever it convenes. It shall maintain written documentation of the minutes and shall provide access to the documentation to any member of the Corporation who makes such a request.

Section 7 - Removal from Office: Members of the Operating Committee may be removed from office for conduct unbecoming an Operating Committee member. This removal requires the approval of the Operating Committee and two-thirds (2/3) of the Directors present at any regular or special meeting.

ARTICLE VIII EMPLOYEES

Section 1 - Responsibility: Ultimate responsibility for and oversight of all employees of the Corporation resides in the Board, except as otherwise noted in this Article. The employment positions defined in this section take effect when the Board of Directors hires the employee for the Corporation on behalf of the Congregation. The Rabbi is the only required employment position that must be acted upon when a vacancy exists. All others employment positions are optional and at the discretion of the Board.

Section 2 - Rights as Members: Except as otherwise noted in this Article, any employee of the Corporation eligible for membership may opt to become a member of the Corporation, and upon payment of dues and other standard obligations of members as determined by the Board, shall enjoy all benefits of membership, including voting privileges at Annual Meetings or special meetings of the Corporation. Likewise, any current member is eligible for hire by the Corporation, and is not required to surrender any membership rights on employment, except as otherwise noted in this Article.

Section 3 - Conflict of Interest:

- a) No individual may serve as an Officer of the Corporation, member of the Board, or Chairman of the Board, while that individual is at the same time employed by the Corporation. In the event that an existing Officer of the Corporation becomes an employee during his term of office, that individual will immediately resign his position as Officer, and a new Officer will be selected as described in these by-laws.
- b) No individual may exercise voting rights on the Operating Committee or the Board while the Corporation employs the individual. This individual may continue to serve on the Operating Committee or the Board, without interruption in tenure, but without voting privileges.
- c) Employees who fall into the categories outlined in this section at the time of this section's adoption into the by-laws, are hereby exempt from the requirements outlined in this section, for as long as they remain employed in their current position.

Section 4 - Rabbi:

- a) The Rabbi shall be duly ordained as a Conservative Rabbi and shall profess and observe the tenets of Conservative Judaism, and shall labor for the spiritual welfare of the Corporation, and perform all functions appertaining to the office at the direction of the Board. The Rabbi shall direct the course of studies of the Religious School. The Rabbi shall also perform such other duties, as the Board shall determine.
- b) The Rabbi shall not be absent from any major religious service or from the city for any extended period without the consent of the President.
- c) Each year, at least one month before the Annual Meeting of the Corporation, the Operating Committee shall review the performance of the Rabbi during the previous year. The purpose of such review shall be to determine the Rabbi's effectiveness as an employee in meeting the needs of the Corporation, the Religious School, and the community at large. The Chairman, the President, or their designees, shall meet with the Rabbi to present the results of the review. At

this time, the Rabbi's input will also be solicited and will form a part of the written record of that year's review. This review process must be completed in one month or less.

- d) The President, Finance Committee Chairman, and the Ritual Committee Chairman, or such other persons as the President may designate shall conduct negotiations regarding the Rabbi's salary and other compensation. This negotiation committee may extend no specific offer to the Rabbi without the explicit prior consent or advance authorization of the Board.
- e) The Corporation shall determine, at least six months prior to the expiration of the Rabbi's term of office, at its Annual Meeting or at a special meeting held for that purpose, or at some adjournment thereof, the re-election of the Rabbi, and the Rabbi shall be promptly notified of the conclusion of such a meeting.
- f) The Rabbi and the Rabbi's family shall enjoy all benefits of membership with the exception of voting privileges. Seats for the High Holy Days will be provided for the Rabbi and the Rabbi's family.

Section 5 - Cantor:

- a) The Cantor shall labor for the enrichment of the spiritual quality of the religious services through the element of music, and perform all functions appertaining to his office at the direction of the Board.
- b) The Cantor shall not be absent from any major religious service or from the city for any extended period during the term of the contract, without the consent of the President.
- c) Each year, at least one month before the Annual Meeting of the Corporation, the Operating Committee shall review the performance of the Cantor during the previous year. The purpose of such review shall be to determine the Cantor's effectiveness as an employee in meeting the needs of the Corporation, the Religious School, and the community at large. The Chairman, the President, or their designees, shall meet with the Cantor to present the results of the review. At this time, the Cantor's input will also be solicited and will form a part of the written record of that year's review. This review process must be completed in one month or less.
- d) The President, Finance Committee Chairman, and the Ritual Committee Chairman, or such other persons as the President may designate shall conduct negotiations regarding the Cantor's salary and other compensation. This negotiation committee may extend no specific offer to the Cantor without the explicit prior consent or advance authorization of the Board.
- e) The Cantor and the Cantor's family shall enjoy all benefits of membership with the exception of voting privileges. Seats for the High Holy Days will be provided for the Cantor and the Cantor's family.

Section 5 - Executive Director:

- a) The Executive Director shall take direction from the Operating Committee for the day-to-day operation of the Corporation and the Congregation.
- b) The Executive Director shall not be absent from any major religious service or from the city for any extended period during the term of the contract, without the consent of the President.
- c) Each year, at least one month before the Annual Meeting of the Corporation, the Operating Committee shall review the performance of the Executive Director during the previous year. The purpose of such review shall be to determine the Executive Director's effectiveness as an employee in meeting the needs of the Corporation, the Congregation, and the community at large. The Chairman, the President, or their designees, shall meet with the Executive Director to present the results of the review. At this time, the Executive Director's input will also be solicited and will form a part of the written record of that year's review. This review process must be completed in one month or less.
- d) The President and Finance Committee Chairman or such other persons as the President may designate shall conduct negotiations regarding the Executive Director's salary and other

compensation. This negotiation committee may extend no specific offer to the Executive Director without the explicit prior consent or advance authorization of the Board.

- e) The Executive Director and the Executive Director 's family shall enjoy all benefits of membership with the exception of voting privileges. Seats for the High Holy Days will be provided for the Executive Director and the Executive Director 's family.

Section 7 - Education Director:

- a) The Religious School Committee, together with the Rabbi shall determine the needs and requirements for educational director, and the individual responsibilities of this position.
- b) The President, the Religious School Committee, and the Rabbi shall review the performance of the Educational Director annually. The purpose of such reviews shall be to determine the Educational Director's effectiveness in meeting the needs of the Religious School and its students. The Chairman of the School Committee, or designee, shall meet with Educational Director to present the results of the review. At this time, the Educational Director's input will also be solicited and will form a part of the written record of that year's review. This review process must be completed in one month or less.
- c) The Religious School Committee shall conduct negotiations regarding the salary and other compensation of the Educational Director. This committee may not extend a specific offer to the Educational Director without the explicit prior consent or advance authorization of the Board. The Board must approve all final contracts.

Section 8 - Teachers:

- a) The Religious School Committee, together with the Rabbi and Educational Director shall determine the needs and requirements for teaching staff, and the individual responsibilities of each teacher.
- b) The President, the Religious School Committee, Educational Director, and the Rabbi shall review the performance of all teachers annually. The purpose of such reviews shall be to determine each teacher's effectiveness in meeting the needs of the Religious School and its students. The Chairman of the School Committee, or designee, shall meet with each teacher to present the results of the review. At this time, the teacher's input will also be solicited and will form a part of the written record of that year's review. This review process must be completed in one month or less.
- c) The Religious School Committee shall conduct negotiations regarding the salary and other compensation of teachers. This committee may not extend a specific offer to any teacher without the explicit prior consent or advance authorization of the Board. The Board must approve all final contracts.

Section 9 - Office Staff:

- a) The Operating Committee may from time to time or on an extended basis determine that the need exists in the Corporation for office personnel. The duties of such personnel shall be as established by the Operating Committee, and shall be carried out under the supervision of the President.
- b) The Operating Committee and the Rabbi shall review the performance of all office personnel annually. The purpose of such reviews shall be to determine each individual's effectiveness as an employee in meeting the needs of the Corporation. The President, or designee, shall meet with each employee to present the results of the review. At this time, the employee's input will also be solicited and will form a part of the written record of that year's review. This review process must be completed in one month or less.
- c) The Operating Committee shall conduct negotiations regarding the salary and other compensation of office personal. This committee may not extend a specific offer to any teacher without the explicit prior consent or advance authorization of the Board. The Board must approve all final contracts.

Section 10 - Custodial Personnel:

- a) The Board may from time to time or on an extended basis determine that the need exists in the Corporation for custodial personnel. The duties of such personnel shall be as established by the House Committee.
- b) The President and the House Committee shall review the performance of all custodial personnel annually. The purpose of such reviews shall be to determine each individual's effectiveness as an employee in meeting the needs of the Corporation. The Chairman of the House Committee, or designee, shall meet with each employee to present the results of the review. At this time, the employee's input will also be solicited and will form a part of the written record of that year's review. This review process must be completed in one month or less.
- c) The House Committee shall conduct negotiations regarding the salary and other compensation of custodial personnel. This committee may not extend a specific offer to any individual without the explicit prior consent or advance authorization of the Board. The Board must approve final contracts.

**ARTICLE IX
RELIGIOUS SCHOOL**

Section 1 - Authority:

- a) The Board shall have full power to establish rules and regulations necessary for the establishment and maintenance of a religious school in order to instruct and inculcate in our youth, the ideals, the principles and the teachings of Judaism. Any member shall have the right to have his child, of suitable age, attend such school, subject to such rules, conditions or regulations as the Board may establish, and upon payment of such tuition fees as may be placed in effect by the Board. The Board shall have the right to suspend any child or deprive him or her of the right to attend such school for breach of discipline or infraction of any rules and regulations established by the Board.
- b) The Board shall delegate any of its powers to the Operating Committee of the Religious School Committee as it shall deem necessary to conduct and manage the day-to-day operation of the Religious School.

**ARTICLE X
RULES OF ORDER**

Section 1 - Authority: The Board and the Operating Committee shall from time to time establish such rules, regulations and orders of business for the conduct of the meetings of members and of the Board and of the Operating Committee, as in their judgment shall best expedite the transaction of business.

Section 2 - Order of Business: The order of business at all meetings of the Corporation shall be as follows unless otherwise determined by the Board:

- 1. Call to order
- 2. Reading minutes of last meeting
- 3. Correspondence
- 4. Reports of committees
- 5. Old business
- 6. New business
- 7. Nomination and election of Officers and Trustees, when applicable
- 8. Good and welfare
- 9. Adjournment

Section 3 - Reference: Questions of parliamentary law shall be decided in accordance with "Robert's Rules of Order."

Section 4 - Questions: All Questions, except as otherwise provided by these by-laws, shall be determined by a majority vote of the members present.

ARTICLE XI FORMATION OF THE NEW CORPORATION

Section 1 - Interim Authority: All members in good standing of either Congregation Tifereth Israel of Andover, MA or of Temple Beth El of Lowell, MA shall elect a body of fourteen (14) individuals to operate as a Interim Board of Directors for a period of not more than six (6) months to conduct, perform, and manage all business transactions of the Corporation, enter into any legal agreements, and to prepare for formal execution of the these By-Laws and assign date for their adoption.

Section 2 - Interim Structure: The Interim Board of Director shall elect a Chairman of the Interim Board and a secretary to record all minutes of the Interim Board's meetings. The Chairman of the Interim Board shall not have voting privileges in all matters before the Interim Board; all other members shall have a single vote. A simple majority in the vote of all Board members present shall decide all matters. A quorum shall be eight (8) Board members.

Section 3 - Interim Operation: The Interim Board shall have power to execute all business before it and for the Corporation. It shall do its best to meet the spirit and intent of all articles in these By-Laws and to transition to formal operation as quickly as the Interim Board is able to do so with a period of six (6) months. If the Interim Board in unable to complete its operation in this time interval, a new Interim Board shall be formed by the members of the organizations specific in Article XI, Section 1.

ARTICLE XII AMENDMENTS TO THE BY-LAWS

Amendment 1 Synagogue Legacy

- a) All Past Presidents of either Congregation Tifereth Israel of Andover, MA or Temple Beth El of Lowell, MA who remain members in good standing of Congregation Beth Israel shall be recognized as Past Presidents of the Congregation Beth Israel with all respect and privileges as defined by these By Laws.
- b) All Life Members or Life Trustees of either congregation shall be recognized as Life Directors with all respect and privileges as defined by these By Laws.