

# **By-laws of Huntsville Conservative Synagogue (Etz Chayim Congregation)**

## **Preamble**

The Etz Chayim Congregation (Huntsville Conservative Synagogue), an integral part of the Jewish Conservative Movement, is founded upon the principle of Judaism being an evolving, religious civilization. Therefore, the congregation:

Affirms reverence for Jewish tradition and respect for Jewish law.

Fosters the growth of creative Judaism

Recognizes the role of Israel and of the Hebrew language in the pattern of meaningful Jewish living;

Affirms the necessity of Jewish learning for young and old; and

Makes the Sabbath and festivals significant in the synagogue and in the home.

Thus, this congregation fulfills the many-sided program of the Conservative Movement and carries out the traditional function of the Synagogue by truly being a House of Prayer, a House of Study, and a House of Gathering.

## **Article I: Name.**

The name of this congregation shall be HUNTSVILLE CONSERVATIVE SYNAGOGUE. The congregation is also known as ETZ CHAYIM CONGREGATION.

## **Article II: Affiliation.**

(A) This congregation shall hold membership in, and be affiliated with, the United Synagogue of Conservative Judaism.

(B) This Congregation shall interpret Judaism in a manner consistent with the holdings of the Conservative Movement's Committee on Jewish Laws and Standards.

## **Article III: Membership.**

### **Section 1.**

(A) Any person of the Jewish faith, 18 years of age or older, shall be eligible for membership. An eligible applicant may also apply for a family membership. A family membership consists of not more than two (2) adults sharing the same residence and their dependents.

(B) Applications for membership shall be made in writing, Attn.: Board of Directors, Etz Chayim Congregation, which shall consider appropriate action.

(C) A majority vote of the members present at a Board of Directors meeting, provided a quorum is present, shall be required to elect a new member.

**Section 2.** There shall be three classes of membership:

(A) A Regular Member must be Jewish by circumstances of birth or conversion, and shall be defined as an individual or as a family unit; either to be accorded one vote for the business of the congregation. In the case that family members shall disagree upon any issue each shall be assigned an equal fraction of a vote.

(B) An Associate Member shall be a person or family actively interested in participating in Etz Chayim activities but not necessarily belonging to the Jewish faith. The Associate Member shall pay assessed dues and be accorded the privileges of a member as defined below but shall not vote nor hold office.

(C) An Honorary Member shall be defined as an actively interested party, or family, of the community, not necessarily Jewish. The Honorary Member shall not vote upon any Congregational matters nor hold office nor be subject to membership dues.

**Section 3.** Members in good standing shall enjoy the following privileges:

(A) To attend all meetings of the Congregation.

(B) To have a vote and to vote at all Congregation meetings, except Associate Members and Honorary Members.

(C) To participate in Divine worship at all religious services in the Synagogue, and at all Synagogue services, subject to the rules and regulations of the Board of Directors. Torah honors are restricted to persons of the Jewish faith.

(D) To have access to a religious education by an entity approved by the Board of Directors.

(E) To be eligible to hold office in the Congregation subject to the above restrictions, except Associate Members and Honorary Members.

(F) To use the facilities or equipment of the Synagogue, including the building and grounds, subject to such fees, charges, regulations, and restrictions as may be imposed by the Board of Directors.

(G) To receive all official Synagogue mailings including publications and meeting notices.

(H) To purchase burial plots in the Synagogue Cemetery, subject to rules and regulations as promulgated by the Board of Directors.

(I) By reason of financial hardship, to request a partial abatement of dues from the Dues and Assessment Committee.

#### Section 4.

(A) Any Member: (i) who is delinquent in the payment of all financial commitments as set out in Article IV; or (ii) whose conduct brings discredit to the Jewish faith, Jewish name, or Jewish institutions, may be declared as a Member Not in Good Standing, or have their membership suspended or terminated by no less than two thirds of the full Board of Directors.

(B) Any member who is suspended for non-payment of dues shall be reinstated by payment of all arrearages within thirty (30) days of the notice of suspension. Any member who is deprived of the privileges of membership a second time for non-payment of dues may be reinstated by the Board of Directors upon compliance with such terms and conditions as the Board of Directors may determine.

(C) Any member who has not been suspended and/or terminated pursuant to this section shall be considered to be a "Member in Good Standing" for the purposes of these bylaws.

### **Article IV: Dues.**

**Section 1.** The Board of Directors shall recommend the nominal annual dues to the Congregation for approval. The Board shall set rentals of Synagogue property and facilities. Dues and other obligations shall be payable quarterly.

**Section 2.** Members shall pay such dues, assessments and other fees as shall be determined by the Board of Directors.

**Section 3:** A Dues and Assessment committee, consisting of the President, Treasurer, and a Board member selected by the President, shall have the authority to reduce the nominal annual dues for the current fiscal year in whole or in part as a special consideration to members and Associate Members. Abated dues shall not be less than one dollar per year. All applications for abatement of dues and disposition thereof shall be confidential.

#### **Section 4.**

(1) Any Member who is delinquent in the payment of dues or other fees for six (6) months, shall be sent a notice by the Treasurer requesting payment. If payment is not received within thirty (30) days, the Treasurer shall notify the President of the delinquency. The President shall either contact the delinquent member or request a member of the Dues and Assessment Committee to contact the

member to determine if the delinquency can be resolved by either (1) paying the amount then due; or (2) by entering into an arrangement with the Dues and Assessment Committee. If the delinquency cannot be resolved within 30 days of initial contact by the Dues and Assessment Committee, the member shall not be considered in good standing, nor shall they be entitled to the privileges thereof, until the delinquency is resolved.

(2) Any donations, or other remittances, to unrestricted funds provided by a member then in arrears will first be applied to satisfy said member's arrearages. Any such funds remaining after said member's dues have been brought up to current status shall be applied as originally directed by member.

## **Article V: Meetings.**

**Section 1.** There shall be at least two (2) Congregational meetings held during the year.

(A) The Annual Congregational Meeting shall be held within sixty (60) days prior to the commencement of its fiscal year, on a date to be designated by the Board of Directors, at which time the Congregation shall elect new officers and adopt a budget, and perform any other business as required.

(B) The Annual Winter Meeting shall be held within sixty (60) days after the commencement of the secular calendar year, on a date to be designated by the Board of Directors, at which time the President shall provide the Congregation with a state of the Synagogue, the consideration of the renewal of rabbinical contracts shall be deliberated, and the Congregation shall perform any other business as required.

**Section 2.** The President may call additional Congregational meetings as required to transact necessary business.

### **Section 3.**

(A) Members entitled to vote may take action on a matter at any annual or special meeting only if a quorum exists with respect to that matter.

(B) A quorum shall consist of 30% of the votes entitled to be cast on the matter, or of 10 members in good standing and eligible to vote, whichever is greater.

**Section 4.** Letters of notice for all Congregational meetings shall be mailed to the membership in good standing and eligible to vote at least two weeks prior to any meeting, and shall be directed to the members' addresses as listed in the membership rolls. Notices for special meetings shall include the reasons for them. Sending meeting notices to a member's preferred e-mail address will satisfy this requirement.

**Section 5.**

(A) The Board of Directors shall meet at least once monthly with at least one week of prior notification.

(B) If circumstances arise that precludes the board from meeting in person, the President may authorize the board of directors to meet by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at that same time and participation by the means shall constitute presence in person at a meeting.

**Section 6.** The members of the Congregation may petition the Board of Directors for a general meeting to take place within 30 days of the Board meeting where the petition is presented, with the signatures of thirty percent of the membership, or 10 members in good standing, whichever is greater.

**Article VI: Officers and Directors.**

**Section 1:**

(A) The officers of this congregation shall be:

- (1) President
- (2) Vice President
- (3) Treasurer
- (4) Recording Secretary
- (5) Corresponding Secretary
- (6) Immediate Past President

(B) The officers shall be elected annually by the majority of votes cast by those members in good standing present. Directors shall be elected by rotation as defined below. Officers, with the exception of Treasurer, and Directors may be elected to any one position for no more than two consecutive terms. The Treasurer may serve no more than four consecutive annual terms. Unless elected to a different position, after leaving office, an officer may not be re-elected to the board for a period of at least one year.

**Section 2:**

(A) The President shall preside at all meetings of the congregation and of the Board of Directors; sign all official documents for the congregation; call special meetings as provided for; appoint committees; and in the absence of the treasurer shall sign orders on the treasury; sign in conjunction with the

Corresponding Secretary all legal documents (as approved by the Board of Directors), deeds, mortgages, etc., drawn or executed on behalf of the Congregation; cast the deciding vote in case of a tie on issues decided by the Board of Directors; and discharge all other general duties as are incidental to his/her office. The President shall appoint the Chairpersons of all Committees, other than the Nominating Committee, for a term of one year, which may be extended annually.

(B) The President, with the advice and consent of the Board, may declare a vacancy on the Board for sufficient cause, which may include resignation, incapacity to hold and fulfill office, or chronic absence. In the event of such vacancy, the President shall appoint a temporary officer or director who shall serve until the designated election.

**Section 3:** The Vice-President shall exercise the powers and perform the duties of the president in the latter's absence and shall supervise and coordinate the standing committees of the Congregation. In the case of the death, resignation, or disability of the President, the Vice - President shall assume and discharge all duties of that office. The Vice-President shall be the nominal head of all unappointed committees and shall assist in the planning of long-range programs and plans for the Congregation.

**Section 4:** The Treasurer shall receive all moneys for the Congregation and shall pay all expenses of the Congregation. The Treasurer and Budget and Finance Committee shall prepare an annual budget for the Congregation to be approved by the Board of Directors and to be presented and approved by the Congregation at the Annual Meeting. S/he shall keep a record of each paying member, and s/he shall present an updated record of incomes, expenses, and finances at each meeting of the Board of Directors and at the annual meeting of the Congregation.

**Section 5:** The Recording Secretary shall serve as the scribe for all Board and Congregation meetings and as custodian of the records. As such, the Recording Secretary shall take and transcribe notes at all Board and Congregation Meetings. These will include attendance, start and stop times, motions made and carried, as well as the names of those involved in setting forth the motion. Distribute a copy of the minutes to the Board members via email for review and corrections. Compile changes and send out corrected minutes prior to the next Board meeting. After such minutes have been approved, ensure that they are transcribed into permanent form and posted in a conspicuous location within the synagogue. The Recording Secretary shall also be responsible for keeping a roll of all categories of members and performing such other duties as may be prescribed by the Board of Directors.

**Section 6:** The Corresponding Secretary shall conduct any and all official correspondence of the Congregation and the Board of Directors and keep the Board of Directors apprised of incoming and outgoing correspondence at each Board meeting. The Corresponding Secretary shall be responsible for notifying all members of forthcoming meetings and functions, overseeing the publication of the

organization's newsletter, The Shofar, and other publications, and for maintaining the organization's website. The Corresponding Secretary may enlist the assistance of the Communications Committee in order to ensure the successful completion of his/her duties. The Corresponding Secretary shall, in conjunction with the President, sign all legal documents.

**Section 7:** The Immediate Past President shall lead the Nominating Committee to nominate officers and directors for the next term of office. These shall be submitted to the Congregation at the annual meeting.

**Section 8:**

(A) The Board of Directors shall be comprised of the following, who shall have voice and vote unless otherwise noted: President; the Vice- President, Treasurer, Recording Secretary, Corresponding Secretary, Immediate Past President, five at-large Directors and a representative of the Sisterhood and the Men's Club or their designated appointee. One Director shall be elected annually; while four Directors shall be elected for two-year terms in a manner that ensures two of these places be vacated each year.

(B) The President shall appoint each at-large Director to serve as an ex-officio member to at least one Standing Committee.

**Section 9:** A quorum for a Board of Directors meeting shall consist of at least six members present. No business shall be transacted in the absence of a quorum.

**Section 10:** The management and administration of the affairs of this congregation shall be vested in the Board of Directors which shall be responsible for, and assume control of all property of the Congregation; and shall set all rules, regulations, and restrictions concerning the assets and the affairs of the Congregation as it deems advisable and appropriate subject only to the following:

(A) These by-laws as approved by the general membership at a duly-constituted annual meeting.

(B) Any resolution adopted by the general membership at a duly constituted annual meeting. In the event of a conflict between the wishes of the Board of Directors and the wishes of the general membership, at a duly-constituted annual meeting, the wishes of the general membership shall prevail.

**Section 11:**

(A) The Board of Directors shall approve an annual budget, prepared by the Treasurer and the Budget and Finance Committee, of the estimated income and disbursements for the coming year, and shall submit these to the congregation for approval at the annual meeting.

(B)(1) The Board of Directors may, during the fiscal year, appropriate and expend additional funds not previously budgeted, and without the approval of the general membership, provided that each such transaction shall not exceed the value of two-thousand dollars (\$2,000).

(2)(i) The Board of Directors may appropriate and expend additional funds up to, but not exceeding, the amount of any grant or cost sharing/matching/reimbursing funds provided by a government, organization, or person for a specific purpose.

(ii) The Board of Directors must approve any applications for grants or cost sharing/matching/reimbursing funds prior to their submission.

(iii) Any transaction exceeding the value of two-thousand dollars (\$2,000) not otherwise funded by such grant or cost sharing/matching/reimbursing funds shall require the approval of the membership of the Congregation at a duly appointed meeting.

(C) Other than as provided in paragraph (B) of this section, neither the Board, any officer, Synagogue employee or Committee shall obligate the Congregation for any expenditure for which they have no authorization, or for a greater sum than provided in the budget for that purpose.

(D) Fund transfers of up to \$2,500.00 may be made by the Board within the various budgetary accounts.

(E) The fiscal year shall be July 1 to June 30.

## **Article VII: Elections.**

**Section 1:** Officers and Directors shall be elected annually by the Congregation at the annual meeting. The officers shall commence serving July first. The period between the elections and initiation of the new term shall be a transition period during which the outgoing Officers will ensure their incoming counterparts are properly equipped to assume the management and administration of the affairs of Synagogue business on July 1.

**Section 2:** It shall be the duty of all past officers and directors to turn over to the newly elected officers and directors all documents, accounts, records, books, and other such materials pertaining to Congregational affairs and business.

### **Section 3:**

(A) It shall require a majority of the votes cast by members in good standing present to elect an Officer of the Congregation or a member of the Board of Directors.



(B) Upon approval by the Board of the Nominating Committee's proposed slate of Officers and Directors, the Corresponding Secretary shall then submit the slate to the Congregation for consideration at the Annual Meeting with at least two (2) weeks of prior notification by E-mail or mail. However, any member in good standing may nominate additional candidates from the floor at the Annual Meeting.

#### **Article VIII: Rabbi.**

**Section 1:** A Rabbi to serve the Congregation may be nominated by the Ritual and Religious Service Committee and submitted to the Board of Directors. The Rabbi shall enjoy the freedom of the pulpit.

**Section 2:** The terms and tenure under which the Rabbi shall be elected shall be approved by the Board of Directors. The standards established by the United Synagogue of Conservative Judaism shall be respected by the Congregation.

(A) When hiring a new full-time rabbi, the terms and tenure shall be submitted to the Congregation at the annual meeting for their approval.

(B) For a new part time Rabbi, congregational approval of the terms and tenure is not required, provided the contract term is not more than one year and the contract does not require an increase of more than 10% to the amount budgeted for remuneration of the Rabbi in the prior budget year.

(C) The decision to renew an existing Rabbi's contract shall be made by the congregation at the Annual Winter Meeting.

#### **Article IX: Committees, Services, and Functions**

**Section 1:** The following committees are mandated to serve the needs of the Congregation:

(A) The Nominating Committee will be led by the Immediate Past President, who shall nominate the slate of Officers and Directors for the coming year, and who shall submit the slate to the Board of Directors for approval. Said slate of nominees shall not include more than one (1) individual from any family unit, as defined in Article III, section 1, above. This prohibition may be waived upon approval of the Board of Directors then present and voting.

(B) The Ritual and Religious Services Committee may nominate a Rabbi to serve the Congregation and submit same to the Board of Directors. It shall propose standards for Bar and Bat Mitzvah training to the Board of Directors to be implemented by the Education Committee. It shall propose appropriate conduct for funerals which shall be implemented with cooperation from the cemetery committee. The Ritual and Religious Service Committee shall organize the religious rituals and services to be provided to the Congregation, in cooperation with the Rabbi if a Rabbi is available; and shall concern itself with such aspects

of the ritual as Prayer Book, Schedule of Sabbath, Festival, High Holy Days, special services, and the general character of the service, in accordance with the tenets of the United Synagogue of Conservative Judaism. In addition, it shall be responsible for the care and maintenance of all ritual properties of the Congregation and the arrangement of such ritual properties in advance of each service, and may submit a budget to the Board of Directors for this purpose. The chairperson, at his/her discretion, may allow anyone duly qualified to perform the duties of one or more of the offices of the Rabbi.

(C)(1) The Education Committee shall provide education in Jewish rituals, prayers, and practices and in the Hebrew language. It shall adopt and implement standards for Bar and Bat Mitzvah training as established by the Ritual and Religious Services Committee and approved by the Board of Directors. The Education Committee may organize and operate a school for instruction as required, and determine policy, set fees, and formulate such rules and regulations for the school, subject to the advice and consent of the Board; and may submit a budget to the Board of Directors for this purpose.

(2) The Synagogue shall operate a religious school of instruction, which may be operated in conjunction with other Jewish organizations.

(a) The Chairperson of the Education Committee shall serve as a principal of any religious school established and operated in accordance with paragraph (2), above. In the alternative, the Education Committee may select a Synagogue member to serve in that capacity.

(b) The Education Committee shall nominate, for appointment by the President, Members at Large to the Board of Directors of any religious school established and operated in accordance with paragraph (2), above. The term of each Member at Large shall be in accordance with the Bylaws of such religious school.

(D)(1) The Cemetery Committee shall maintain cemetery and burial facilities for the Congregation in concordance with accepted Jewish practices as set forth by the Ritual and Religious Services Committee and the Board of Directors; and shall submit a budget to the Board of Directors for this purpose. It shall maintain a register of the plots including the locations, names and dates of burial of those interred, and shall submit a copy to the Recording Secretary. The Cemetery Committee shall also be responsible for the sale and care of memorial plaques, and shall provide timely notification to the Ritual and Religious Services Committee and also to the Corresponding Secretary of Yahrzeits and related memorial events.

(2) The Cemetery Committee shall also be in charge of all matters related to preparations for burials and coordination of Shemira. Upon request, the Sisterhood shall coordinate a Meal of Consolation (Seudat Havra'ah) at the Synagogue immediately following a local funeral.

(E) The Budget and Finance Committee shall make periodic review of the financial operations of the Congregation, and shall report their findings to the meetings of the Congregation and, from time to time, to the Board of Directors. The Committee with the Treasurer shall also prepare a proposed budget for the ensuing year and submit it to the Board of Directors for approval.

(F) The Building and Maintenance Committee shall supervise and direct the proper maintenance of Congregational property and report at the regular meetings of the Congregation, and, from time to time, to the Board of Directors. The Committee shall prescribe rules and regulations as to the use of the facilities and the fees to be charged for said use, with the approval of the Board of Directors.

(G) The Membership Committee shall be charged with the responsibility of keeping in touch with Jewish families in the community which are not affiliated with any Congregation, particularly with new families, with the view of inviting them to become members of the Congregation. This Committee shall also receive applications for membership, investigate such applications, and present them for appropriate action to the Board of Directors.

(H) The Communications Committee shall assist the Corresponding Secretary with the dissemination of information to the congregation by phone, email, mail, or other means. The Communications Committee shall be responsible for the publishing of the organization's newsletter, The Shofar, and other publications, and for maintaining the organization's website. The Communications Committee shall keep the general public informed, via the media, of important activities within the Synagogue and the Jewish community, and to provide adequate publicity for events sponsored by the Congregation. Additionally, this committee shall establish and maintain contact with the Redstone Arsenal Chaplain's Office to ensure members of that community are aware of programs and services offered by Etz Chayim Congregation.

(I) The Planning Committee shall consider and recommend to the Board all long-term problems or goals of the Synagogue, such as building expansion, financing, religious direction, increase in professional staff, and educational goals.

**Section 2:** The President and Board of Directors may appoint other committees as required to assist the officers and directors in the conduct of Synagogue business.

**Section 3:** Each chairperson, in consultation with the President, shall appoint the members of his/her committee.

## **Article X: General Rules and Amendments.**

**Section 1:** Robert's Rules of order shall be standard for parliamentary procedures during meetings.

**Section 2:** These by-laws and/or amendments thereto shall be approved by the Board of Directors and submitted to a meeting of the membership. However, the membership may propose amendments from the floor and these shall require a quorum as defined above in Article V, Section 3 for approval.

**Section 3:** A proposition to alter, amend, or repeal any of the foregoing laws may be submitted in writing to the Board of Directors and shall be signed by at least 10 members in good standing. The Board of Directors may then restate the proposed amendment for clarity, if necessary. It shall then be presented at the next regular Congregational meeting, or at a special meeting called for this purpose, whichever falls within 6 weeks of its presentation to the Board of Directors. At the Congregational meeting it shall require a quorum, as defined in Article V, Section 3 for adoption. The notice of the meeting, whether regular or special, to consider such a proposition shall include a text of the proposed amendment or change and be mailed no less than 2 weeks prior to the meeting.

**Article XI: Adoption/Effective Date.**

These by-laws shall be in full force and effect upon its ratification by a vote of two-thirds of the members in good standing present at a meeting of the Congregation called for the purpose of considering its adoption.

Effective Date: Ratified by Congregation on June 28, 2020