

1 **CONGREGATION OR CHADASH BYLAWS**

2  
3 **ARTICLE I – NAME AND PURPOSE**

4  
5 SECTION 1. This Congregation shall be known as Congregation Or Chadash.

6  
7 SECTION 2. The purpose of this congregation is to promote the enduring and  
8 fundamental principles of Judaism and to ensure the continuity of the Jewish people;  
9 to enable its adherents to develop a relationship to God through communal religious  
10 worship, and for the expression of the ideals of and faith in Judaism; to afford  
11 religious education to the children of members of the congregation; to afford  
12 facilities for adult education; to promote the welfare of our Jewish community; to  
13 provide facilities and support of worthy efforts for the betterment of our local  
14 community and of humanity, in sacred attachment to the Jewish people and with  
15 connection to the State of Israel.

16  
17 SECTION 3. This Congregation to the fullest extent possible, while still subject to the  
18 rules and regulations of the Board of Directors (hereafter referred to as “the  
19 Board”), shall hold its house of worship open to all persons who wish to participate  
20 in and contribute to the purpose of this Congregation.

21  
22 **ARTICLE II – PRACTICES**

23  
24 SECTION 1. The Congregation shall follow the principles and practices of Reform  
25 Judaism as interpreted by the Central Conference of American Rabbis (CCAR), the  
26 Union for Reform Judaism (URJ), the American Conference of Cantors (ACC),  
27 Association of Reform Jewish Educators (ARJE), The National Association for  
28 Temple Administration (NATA), and as approved by the Board of Directors of this  
29 Congregation.

30  
31 SECTION 2. The Congregation may be affiliated with and hold membership in the  
32 URJ as directed by the Board.

33  
34 **ARTICLE III – MEMBERSHIP**

35  
36 SECTION 1. *Eligibility:* An individual or family shall be eligible and may be accepted  
37 to membership in the Congregation.

38  
39 SECTION 2. *Unit of Membership* (Hereafter Member): The unit of membership shall  
40 be an individual, or a family (spouses, domestic partners, dependent children who  
41 are unmarried, and any dependent parents). All questions of who is “dependent”  
42 shall be determined by the Board. Individual and family members are also referred  
43 to in these Bylaws as a “Member.”

44  
45 SECTION 3. *Junior Membership:* Young people from the age of Confirmation (age 16)  
46 to the time of membership, may, upon application, be accepted to junior

47 membership in the Congregation, and shall pay no fees, dues or assessments. A  
48 Junior Member shall be entitled to all privileges of membership except the right to  
49 vote or hold office. Such membership shall terminate when the person shall attain  
50 the age of 21 years or marry, whichever comes first, but always subject to Section 2.

51

52 SECTION 4. *Associate Membership:*

53 (A) Any current paid-up regular member of a Jewish congregation in his or her  
54 present or previous place of regular residence who wishes to become an  
55 Associate Member of Congregation Or Chadash may apply to the Executive  
56 Administrator or Executive Director (hereinafter referred to as "ED"), or if  
57 there is no ED, to a representative of the Board as appointed by the  
58 President, for Associate Membership in the same manner applicable to  
59 regular membership.

60 (B) Such Associate Member will pay such annual dues and assessments (if any)  
61 as may be prescribed by the Board of Directors.

62 (C) Associate Membership will entitle such member to all rights and privileges  
63 in Section 8 (below) except voting at congregational meetings and  
64 enrollment in the Religious School unless specifically authorized by the  
65 Board of Directors.

66

67 SECTION 5. *Voting:* Each Member shall be entitled to one vote.

68

69 SECTION 6. *Dues and Assessments:* A Member or Associate Member shall pay such  
70 membership dues and assessments as are determined by the Board of Directors.

71 Any such person who has applied for membership and any Member who requests  
72 an adjustment of such annual dues or such fees or assessments, will be referred to  
73 the ED or, if there is no ED, to a representative of the Board as appointed by the  
74 President. The Board shall establish guidelines and policy for adjustments.

75

76 SECTION 7. *Delinquent Member:* A Member or Associate Member who is ninety (90)  
77 calendar days past the date their payment and/or assessments was due shall be  
78 contacted in writing by the ED or a representative appointed by the of the Board  
79 and informed that continued nonpayment may result in suspension of rights and  
80 privileges as a Member. If the Member has not responded within the timeframe  
81 specified in the letter, the Member may, on the vote of the Board of Directors, be  
82 suspended or removed from membership after thirty (30) calendar days' notice in  
83 writing. Any Member suspended from membership may apply for reinstatement by  
84 applying to the ED or appointed representative of the Board and making payment in  
85 full of all monies in arrears, plus any additional assessments which may be levied, or  
86 establishing a payment plan and making payments according to an agreement with  
87 the ED or appointed representative.

88

89 SECTION 8. *Rights and Privileges of Membership:* A Member shall be entitled to the  
90 following rights and privileges:

91

92 (A) The right to vote at all congregational meetings.

- 93 (B) Enrollment of the Member's child(ren) in the Religious School subject to the  
94 rules and regulations of the Youth Engagement Committee and the  
95 preparation of such children for Bar/Bat Mitzvah and Confirmation.  
96 (C) Participation in all the activities held under the auspices of the Congregation  
97 and its affiliated bodies.  
98 (D) Eligible to purchase cemetery plots in any Or Chadash cemetery section at  
99 the Member's rate.  
100 (E) Attend Board or Committee meetings, unless they are in executive session or  
101 other closed session.  
102 (F) Any other benefit that may be conferred by the Board.  
103

104 SECTION 9. The Board of Directors may from time to time establish other categories  
105 of membership as it may deem advisable in the interests of the Congregation.  
106

#### 107 ARTICLE IV - BOARD OF DIRECTORS 108

109 SECTION 1. The Board of Directors shall be the governing body of Congregation Or  
110 Chadash and shall have the authority to conduct all business of Congregation Or  
111 Chadash except that expressly reserved in these Bylaws to the members.  
112

113 SECTION 2. All Officers and Directors must be Members of Congregation Or  
114 Chadash. However, immediate family members of the staff hired by the Board are  
115 not eligible for service on the Board.  
116

117 SECTION 3. The Board of Directors shall consist of a maximum of (20) twenty voting  
118 Directors consisting of the elected Officers and a minimum of four (4) Directors  
119 elected by the membership at the Annual Meeting.  
120

121 The twenty (20) voting members include:

- 122 a. The Immediate Past President as a full voting Director.  
123 b. The Presidents of the Brotherhood and Sisterhood as voting members of the  
124 Board of Directors provided they are in compliance with all other  
125 requirements of Board membership. They will serve the length of their term  
126 in their respective organizations, and are not subject to the term limits  
127 described in Article VII.  
128 c. Officers  
129 d. Directors  
130

131 Not included as part of the twenty (20) voting Directors are:

- 132 a. The Congregational Rabbi, Cantor, and ED.  
133 b. Others, whom, by virtue of their position, the Board may designate from time  
134 to time, such as non-voting honorary Board members.  
135

136 SECTION 4. The Board may fill any vacant office or any vacancy among the Officers  
137 or Directors, except that of President, before the next Annual Meeting. The

138 appointment shall be for the remainder of the fiscal year. At the next Annual  
139 Meeting, the Congregation will elect Officers or Directors to fill any unexpired term.

140  
141 SECTION 5. Removal from Office: Any elected or appointed Officer or Director may  
142 be removed from office by:

- 143 (A) Due to absence, without adequate excuse from three (3) successive regular  
144 meetings of the Board during each fiscal year, after thirty (30) calendar days'  
145 written notice by the Executive Committee to said Director or Officer.
- 146 (B) Upon request to the President from a Director or a Member, the President  
147 may call a Special Executive Committee meeting to consider removal of a  
148 Director or Officer for dishonorable conduct, breach of fiduciary duty to the  
149 Congregation, failure to perform their duties as an Officer or Director, or  
150 other similar malfeasance or nonfeasance. Upon the Executive Committee's  
151 direction the Secretary will send a written notice to the Directors ten (10)  
152 calendar days prior to the Special or regular Board meeting to hear the  
153 complaint against the Director or Officer. An affirmative vote of two-thirds  
154 (2/3) of the Directors and Officers present upon call of the question is  
155 required for removal.

## 156 157 **ARTICLE V – DUTIES AND POWERS OF THE BOARD OF DIRECTORS**

158  
159 The Board of Directors shall:

- 160 (A) Serve as the governing body for Congregation Or Chadash, carrying out the  
161 objectives and purposes of Congregation Or Chadash and overseeing the  
162 administration of its affairs in accordance with these Bylaws.
- 163 (B) Engage a Rabbi(s) for Congregation Or Chadash as described in Article XII
- 164 (C) Engage a Cantor(s), Cantorial Soloist, or Musical Director (hereinafter  
165 referred to as "Cantor") for Congregation Or Chadash as described in Article  
166 XII
- 167 (D) Engage an ED to manage the day-to-day affairs of Congregation Or Chadash  
168 and perform such other duties as the Board may prescribe. The ED shall be  
169 responsible to the Board and shall report to the President and Executive  
170 Committee, and shall hire and manage all administrative staff in accordance  
171 with the organizational structure adopted by the Board.
- 172 (E) Engage other professionals it deems necessary to the functioning of the  
173 Congregation.
- 174 (F) Have oversight over standing committees created by the Bylaws and may  
175 establish ad hoc committees and other entities acting under its control.
- 176 (G) Establish and maintain religious and community services in consultation  
177 with the Rabbi.
- 178 (H) Approve the borrowing of operating funds and all mortgage loans and  
179 incurred debts, authorize the execution of promissory notes, bonds,  
180 debentures and other evidence of debt, deeds of trust, mortgages, pledges,  
181 security agreements and other security for debt in the corporate name.

- 182 (I) Meet at least once a month during at least nine (9) months each year with a  
 183 quorum for each meeting consisting of fifty (50) percent plus one (1) of the  
 184 voting Directors.
- 185 (J) Require the President to call a special meeting of the Board if any three (3)  
 186 Directors and/or Officers deliver a petition that requests such a meeting.
- 187 (K) Affirm or reject recommendations from the Executive Committee on the  
 188 following:
- 189 a. Personnel changes involving the Rabbi, Cantor and ED.
  - 190 b. Expenditures outside the budget above \$5,000.00.
  - 191 c. Adoption of a long-range plan.
  - 192 d. Salary range, scale and benefits for employees.
  - 193 e. Other subjects on which the Executive Committee makes  
 194 recommendations.
- 195 (L) Determine the structure of membership dues and assessments, to admit new  
 196 Members or Associate Members in compliance with these Bylaws, and  
 197 receive and act upon all resignations of members, it being provided, however,  
 198 that no resignation shall be accepted from a Member or Associate Member  
 199 who is in arrears without special cause.
- 200 (M) Expel Members or Associate Members who fail to comply with the Bylaws,  
 201 who are in arrears in their payment of dues, sustaining pledges or  
 202 assessments or for cause after a hearing before the Board.
- 203 (N) Approve all contracts of the Congregation, which shall be signed on behalf of  
 204 the Congregation by the President of the Board of Directors, hereunto duly  
 205 authorized by the Board.
- 206 (O) Determine the suitability and conditions of acceptance of all gifts and  
 207 donations to the Congregation, or to any committee or division thereof.

208  
 209 **ARTICLE VI – OFFICERS OF OR CHADASH**

210  
 211 SECTION 1. The Officers of Congregation Or Chadash shall be:

- 212 • President
- 213 • 1st Vice President
- 214 • Vice President
- 215 • Secretary
- 216 • Treasurer
- 217 • Immediate Past President

218  
 219 SECTION 2. The Members of the Congregation shall elect the Officers who shall  
 220 serve a term of two years or until their successors are elected or qualified. If the  
 221 office of President becomes vacant, the 1st Vice President shall become president  
 222 from the date the Board declares a vacancy until the President’s term expires.

223  
 224 SECTION 3. *President.* The President shall be the chief elected executive Officer of  
 225 Congregation Or Chadash and shall serve as chairperson of the Board, of the  
 226 Executive Committee of the Board and at all meetings of the Directors for any

227 purpose and an Ex-officio member of all committees, except for the Nominating  
228 Committee. The President shall carry out the policies established by the Board of  
229 Directors and is vested with the authority to discharge these responsibilities.  
230

231 SECTION 4. *First Vice President.* The First Vice President shall perform the duties  
232 and exercise the powers of the President when the President is absent or disabled  
233 and shall become President upon the expiration of the term of the President, if  
234 subsequently nominated by the Nominating Committee and elected by the  
235 Congregation at the annual meeting. Should the First Vice President be unable to  
236 succeed to the Presidency, the Nominating Committee shall select a candidate or  
237 candidates for President for the upcoming election. The First Vice President will be  
238 an Ex Officio member of committees as assigned by the President, in order to inform  
239 the Board and the President on the status of their assigned committee goals and  
240 activities. The First Vice President shall assist the President and exercise other  
241 powers and perform other duties delegated to that Officer by the President or the  
242 Board, or both.  
243

244 SECTION 5. *Vice President.* The Vice President shall perform the duties and exercise  
245 the powers of the President when the President and the First Vice President are  
246 absent or disabled. The Vice President will be an Ex Officio member of committees  
247 as assigned by the President, in order to inform the Board and the President on the  
248 status of their assigned committee goals and activities. The Vice President shall  
249 assist the President and exercise other powers and perform other duties delegated  
250 to that Officer by the President or the Board, or both.  
251

252 SECTION 6. *Treasurer.* The Treasurer shall perform the duties ordinarily performed  
253 by a Treasurer and shall assist the Officers and exercise other powers and perform  
254 other duties delegated to the Treasurer by the President of the Board, or both. When  
255 required by the President or the Board, or both, the Treasurer shall render an  
256 account of transactions and of the financial condition of Congregation Or Chadash.  
257 The Treasurer shall exercise other powers and perform other duties delegated to  
258 the Treasurer by the President or the Board, or both. The Treasurer shall be an Ex  
259 Officio member of the Finance Committee and may be appointed as Chair at the  
260 discretion of the President.  
261

262 SECTION 7. *Secretary.* The Secretary shall be responsible for recording the  
263 proceedings of the meetings of the Members, the Board of Directors, and the  
264 Executive Committee and maintaining records of such meetings. The Secretary shall  
265 cause notice of all meetings of Members and regular and special meetings of the  
266 Board of Directors to be given as required by these Bylaws. The Secretary shall  
267 assist the Officers and exercise other powers and perform other duties delegated to  
268 the Secretary by the President or the Board of Directors, or both. The Secretary shall  
269 be an Ex Officio member of the Governance Committee.  
270  
271  
272

273 **ARTICLE VII – QUALIFICATIONS OF OFFICERS AND DIRECTORS**  
274

275 SECTION 1. No person shall be eligible for election as an Officer or Director, nor  
276 shall any Officer or Director continue to hold office, unless such Officer or Director  
277 shall be and remain a Member of the Congregation. Any Officer or Director who is  
278 ninety (90) days past due in the payment of dues or assessments may be removed  
279 from office by a vote of the Board subject first to the provisions of Article IV, Section  
280 5: Delinquent Members.

281  
282 SECTION 2. The Officers and Directors of the Congregation shall regularly  
283 participate in the activities of the Congregation.

284  
285 SECTION 3. All Officers and Directors shall abide by the provisions of these Bylaws,  
286 and shall carry out their respective duties as defined herein, and their refusal or  
287 failure to do shall be deemed a cause for removal from office by the Board.

288  
289 SECTION 4. Any Member has eligibility for election as Director and Officer (except as  
290 specified in Section 5 of this Article), as long as they recognize the principles of  
291 Article II, Section 1 of these By-Laws, subject to the qualifications of Article IV  
292 Section 2.

293  
294 SECTION 5. The President and First Vice President shall be Jewish.

295  
296 SECTION 6. Not more than one individual within any unit of membership, or a  
297 partner or "significant other" of a current Director or Officer, shall serve as an  
298 Officer or Director of the Congregation at the same time.

299  
300 SECTION 7. The President and 1st Vice President shall have served at least one year  
301 of an elected two (2) year term as a member of the Board.

302  
303 SECTION 8. No Director shall serve more than three (3) consecutive two (2) year  
304 terms as a Director except to assume a role as an Officer. A Director who is not  
305 elected as an Officer must take at least one (1) year off of the Board of Directors  
306 before again being eligible for election as Director.

307  
308 SECTION 9. No Officer shall serve more than two (2) consecutive two (2) year terms  
309 as an Officer, except to assume the role of President or 1st Vice President. After  
310 serving two (2) consecutive terms as an Officer, no person may serve as a Director  
311 without taking at least one (1) year off from the Board of Directors.

312  
313 SECTION 10. The terms of President and 1st Vice President shall be a single two (2)  
314 year term. At the completion of the two (2) year period, the terms of President and  
315 1<sup>st</sup> Vice President may be extended by one (1) year. A majority vote of the Board of  
316 Directors will be required for the Nominating Committee to consider a one-year  
317 extension of the President and 1st Vice President's term of office. At the conclusion

318 of the term or extended term, the 1st Vice President must take at least one (1) year  
319 off, except to assume the role of President.

320  
321 SECTION 11. At the conclusion of the term, the President shall assume the role as  
322 Immediate Past President for a single two (2) year term or three (3) years in the  
323 case of a President term extension. At the conclusion of this term, the Immediate  
324 Past President must take at least one (1) year off before being eligible as Director or  
325 Officer.

326  
327  
328

## ARTICLE VIII – NOMINATIONS

329 SECTION 1. *Nomination of Officers and Directors:* Nominations of all Officers and  
330 Directors shall be made by a Nominating Committee. The Nominating Committee  
331 shall be comprised of a total of seven (7) members appointed by the President and  
332 approved by the Board as follows:

333

334 (A) The Immediate Past President shall be Chair the Nominating Committee. In the  
335 event that the Immediate Past President is unable to chair the Nominating  
336 Committee, then the President shall appoint another Director whose term is not  
337 expiring to chair the Nominating Committee.

338 (B) The First Vice President shall be appointed as a member of the Nominating  
339 Committee.

340 (C) A Director or Officer, whose term is not expiring, shall be appointed to the  
341 Nominating Committee.

342 (D) Any member of the Nominating Committee who is under consideration for  
343 nomination to any position must recuse themselves from all discussions and  
344 voting regarding that position.

345 (E) Four (4) members of the Nominating Committee shall be selected from the  
346 Membership of the Congregation at large, and may not be current Directors

347

348 SECTION 2. The Nominating Committee will be convened seven (7) months before  
349 the Annual Meeting of the Congregation to determine nominees for Officers or  
350 Directors to be presented to the Congregation at the upcoming Annual Meeting.

351

352 SECTION 3. *Number of Nominations:* The slate of nominees shall consist of as many  
353 nominations as the committee deems advisable for each Officer and for each  
354 Director whose term of office shall be up for election. The Committee may nominate  
355 more than one person for any position, but must nominate at least one person for  
356 each open officer position

357

358 SECTION 4. *Selection Process:* The Nominating Committee shall select a slate of  
359 nominees pursuant to policies and procedures adopted by the Board and published  
360 to the Membership in advance of the selection process. Those considered for  
361 nomination who are not selected for the slate will be notified no less than twelve  
362 (12) weeks prior to the election to allow time for nomination by petition.

363



364 SECTION 5. *Nomination by Petition*: A Member wishing to be nominated for an  
365 Officer or Director position who the Nominating Committee does not select may be  
366 nominated by petition. The petitioner must meet all other requirements for the  
367 position sought. The petition must be signed by at least twenty (20) percent of the  
368 Members eligible to vote at the time of the petition's submission. The Nominating  
369 Committee must receive the petition no later than eight (8) weeks prior to the  
370 Annual Meeting. The Nominating Committee shall verify the validity and number of  
371 signatures and the eligibility of the petitioner, and report such nominees to the  
372 Board no less than six (6) weeks before the Annual Meeting.

373  
374 SECTION 6. *Filing and Notice of Nomination by the Nominating Committee*:  
375 Nominations by the Nominating Committee and approved nominations by petition  
376 must be filed and read by the Nominating Committee at a meeting of the Board of  
377 Directors six (6) weeks prior to the election, and notice of said nominations must be  
378 mailed to the Members at least twenty (20) days prior to the election.

379  
380 SECTION 4. *Nominations from the Membership*: Nominations from the Membership  
381 shall be submitted to the Executive Director ten (10) days prior to the Annual  
382 Meeting (Article XI, Sec 1). Nominations will be verified for eligibility to serve as  
383 outlined in the Bylaws. Members will be notified of these nominations.

#### 384 385 ARTICLE IX - COMMITTEES

386  
387 SECTION 1. The Executive Committee shall consist of all Officers of Congregation Or  
388 Chadash and the Immediate Past President. The Rabbi and the Executive Director  
389 are ex-officio, non-voting members of the Executive Committee.

390  
391 The duties of this committee shall include, but are not limited to, setting the agenda  
392 for all Board and Annual meetings, formulating, and recommending to the Board,  
393 procedures and policies for the staff of the Congregation, and conducting  
394 performance evaluations of such staff as report to the Board. The committee shall  
395 act as an agent for the Board in time of emergency or between regularly scheduled  
396 meetings of the Board. The committee shall perform other such duties as are  
397 delegated to it by the Board, the President, or both.

398  
399 SECTION 2. Standing Committees: The Chair of the following Standing Committees  
400 shall be appointed by the President, subject to and with the consent of the Board. In  
401 addition to those duties described herein, the committees shall perform other such  
402 duties that are delegated to it by the Board, the President, or both.

403  
404 (A) *Budget and Finance Committee*: It shall be the duty of this committee to:  
405 1. Coordinate the financial operation of the Congregation and communicate  
406 the financial condition of the congregation to the Executive Committee  
407 and Board of Directors on a regular basis.  
408 2. Prepare a proposed budget each year to be presented to the Board of  
409 Directors for recommendation to the Membership at the Annual Meeting.

- 410 3. Review all expenditures over \$5,000 that are not budgeted for, including  
411 but not limited to, reviewing all quotes and bids and ensure that conflicts  
412 of interest are avoided in procurements and contracts
- 413 4. Ensure that the financial records of the Congregation are examined in  
414 compliance with Article XIX.
- 415
- 416 (B) *Youth Engagement Committee*: It shall be the duty of this committee to make all  
417 policies necessary for the operation of the school, including employment and  
418 dismissal of teachers, subject to the approval of the Board.
- 419
- 420 (C) *Fund Development Committee*: It shall be the duty of this committee to plan and  
421 oversee fundraising activities that support the financial needs of the  
422 Congregation.
- 423
- 424 (D) *Governance Committee*: It shall be the duty of this committee to review and  
425 recommend new and updated policies and procedures for Board consideration  
426 and vote. This committee shall assist the Nominating Committee in recruiting  
427 and orientating new Board Members, including developing and maintaining a  
428 Board Resource Manual. At the direction of the Board, it shall form a Bylaws  
429 Subcommittee to consider amendments to the Bylaws.
- 430
- 431 (E) *Ritual Committee*: It shall be the duty of this committee, in cooperation with the  
432 Rabbi, to explore issues surrounding the religious life of the Congregation and  
433 determine the ritual and worship practices that will encourage participation and  
434 spiritual growth for the individuals and the Congregation, in accordance with the  
435 provisions of Article II, Section 1. The Rabbi and other clergy shall serve as  
436 members of this committee.
- 437
- 438 (F) *Membership Committee*: It shall be the duty of this committee to encourage  
439 Jewish families in the community to consider membership, and generate interest  
440 in the Congregation. It shall be the duty of this committee to integrate Members  
441 into the Congregation and to promote their general welfare within the  
442 Congregation.
- 443
- 444 (G) *Nominating Committee*: In addition to those duties described in Article VIII, this  
445 committee shall be responsible for identifying and encouraging potential  
446 leadership in the Congregation, work with the President to involve those so  
447 identified in those programs designed to develop leadership skills and  
448 involvement, be they programs of the Congregation, its Board of Directors, the  
449 URJ, or other bodies.
- 450
- 451 ~~(H) *Personnel Committee*~~
- 452 ~~(I) *Cemetery Committee*~~
- 453

454 SECTION 3. Ad Hoc Committees: The President may create ad hoc committees, as  
455 the President deems necessary or appropriate, and appoint the chairs of such  
456 committees.

## 457 458 ARTICLE X – MEETINGS 459

460 SECTION 1. *Annual Meeting*: The Annual Meeting of this Congregation shall be held  
461 in May of each year. Election of Officers and Directors shall be held at this meeting.  
462 Every Member shall be notified by mail at least twenty (20) calendar days prior to  
463 the date of the Annual Meeting and five (5) calendar days prior to any  
464 postponement thereof. Such notice shall give names of all nominees for Officers and  
465 for Directors who have been duly nominated pursuant to the provision herein. The  
466 Board of Directors shall submit to the Congregation the recommended annual  
467 budget for approval. Such notice shall further set forth the other business to be  
468 transacted at such meeting.

470 SECTION 2. *Special Meetings*: Special meetings of the Congregation may be called by  
471 the President. Special meetings of the Congregation must be called by the President  
472 at the request of at least twenty-five (25) percent of the voting Members. The call of  
473 a special meeting shall set forth the purpose of the meeting, and written notice shall  
474 be mailed to all Members at least ten (10) calendar days prior to the date of such  
475 meeting. No business shall be transacted except that specified in the call of the  
476 special meeting.

478 SECTION 3. *Quorum*: Twenty (20) percent of the Members eligible to vote shall  
479 constitute a quorum. Valid absentee ballots shall count towards the quorum.

481 SECTION 4. *Voting*: Except as otherwise prescribed by these Bylaws, all  
482 determinations shall be made by simple majority vote.

484 SECTION 5. *Voting for Officers and Directors*:

485 (A) Nominees of the Nominating Committee who are uncontested in their  
486 nomination for either Officer or Director shall constitute the slate. The slate  
487 shall be set forth on paper ballots, and Members shall vote to approve the slate  
488 by marking “yes” or “no”. Valid absentee ballots shall be counted.

489 (B) In the case of contested nominations, either via multiple nominations from the  
490 Committee or nominees by petition, the voting shall be as follows:

- 491 1. *Officers*: The ballot shall set forth each nominee for the position, and  
492 Members shall select one of the nominees. The nominee with the  
493 largest number of “yes” votes shall win the position.
- 494 2. *Directors*: The ballot shall set forth each nominee, and Members shall  
495 vote by marking “yes” or “no” for each. The nominee with the greatest  
496 number “yes” votes shall fill the first vacancy, and so on until the vacant  
497 seats are filled. (Abstentions will not count)

498  
499

500 **ARTICLE XI – FISCAL YEAR**

501  
502 SECTION 1. *Definition:* The fiscal year of Congregation Or Chadash shall be July 1st to  
503 June 30th inclusive.

504  
505 **ARTICLE XII – SELECTION OF RABBI AND CANTOR**

506  
507 SECTION 1. *Selection:* A Rabbi or Cantor, whichever the case may be, not currently  
508 engaged by the Congregation shall be recommended by the Board for such salary  
509 and under such conditions and terms **for a period not exceeding three (3) years** as  
510 the Board shall determine. The Members then will vote on the recommendations at  
511 the Annual Meeting or a special meeting.

512  
513 SECTION 2. *Renewal:* The renewal of the services of either a Rabbi or Cantor  
514 currently engaged by the Congregation shall be secured as follows:

515 (A) The President shall appoint a committee to meet and negotiate with the Rabbi or  
516 Cantor, as the case may be, regarding terms and conditions of service not less  
517 than nine (9) months prior to the expiration of either the Rabbi's or Cantor's  
518 current engagement.

519 (B) Such committee, after holding all meetings, shall report back to the Board no  
520 later than the second regularly scheduled meeting of the Board following said  
521 committee's appointment and shall indicate all those terms and conditions on  
522 which a renewal of the services of a Rabbi or Cantor, whichever the case may be,  
523 may be secured, and if deemed appropriate by said committee, report that there  
524 should be a renewal of the services of the Rabbi's or Cantor's current  
525 engagement.

526 (C) The Board shall present by notice in writing its recommendation regarding  
527 renewal of the services of the Rabbi or Cantor, whichever the case may be, to all  
528 members of the Congregation eligible to vote at least ten (10) **calendar** days  
529 prior to the next scheduled Annual or special meeting called for the purpose of  
530 voting on renewal of the services of the Rabbi or Cantor. The Congregation by  
531 written ballot shall vote respecting the renewal of the Rabbi's or Cantor's  
532 services. The Board shall effectuate the vote of the members in the execution of  
533 the renewal. A majority of all Members present at such a meeting shall be  
534 requisite to constitute such an election of a Rabbi or Cantor, whichever the case  
535 may be.

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537 SECTION 3. *Duties of the Rabbi:* The Rabbi shall be an ex-officio member of the  
538 Congregation. The Rabbi shall perform all those duties incumbent upon and in  
539 accordance with his office as prescribed by the traditions and practices of Reform  
540 Judaism, the URJ, the CCAR, the Congregation, and the Board of Directors of the  
541 Congregation.

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543 SECTION 4. *Duties of the Cantor:* The Cantor shall be an ex-officio member of the  
544 Congregation. It shall be the duty of the Cantor to supervise the musical portions of  
545 the worship services together with, and with the approval of, the Rabbi and the

546 Ritual Committee; and the Cantor shall perform any such other duties as may be  
547 delegated by the Rabbi or Board of Directors, as prescribed by the traditions and  
548 practices of Reform Judaism, the URJ, the ACC and the Congregation. In the absence  
549 of the Rabbi, the Cantor shall perform the pastoral and pulpit duties of the Rabbi.

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#### ARTICLE XIII – AMENDMENTS

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553 SECTION 1. *Procedure for Amendments*: Amendments to these Bylaws must be in  
554 writing and must be proposed by the Board or by at least twenty percent (20%) of  
555 the voting Members of the Congregation and filed with the Board. Such  
556 amendments shall be voted upon at any Annual Meeting of the Congregation or at a  
557 special meeting called for that purpose. Copies of the proposed amendments shall  
558 be mailed to each Member of the Congregation with the notice of the meeting at  
559 least twenty (20) calendar days prior thereto.

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561 SECTION 2. *Vote Necessary*: An affirmative vote of two-thirds of the Members of the  
562 Congregation present and voting absentee shall be necessary to adopt any  
563 amendments. Any new amendment to the Bylaws shall become effective when it is  
564 adopted by the majority Vote of Members voting at the Annual Meeting or special  
565 meeting held.

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#### ARTICLE XIV – RULES OF PROCEDURE

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569 Rules of Procedure for all meetings of the Congregation and of the Board shall be  
570 guided by Robert’s Rules of Order. All votes shall be cast in person or by absentee  
571 ballot. An absentee ballot must be requested at least ten (10) calendar days prior to  
572 the vote; no proxies shall be recognized.

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#### ARTICLE XV – INDEMNIFICATION

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576 Congregation Or Chadash shall indemnify any Officer or Director as described in in  
577 A.R.S. Section 10-3850 et seq to the fullest extent permitted, permissible under that  
578 statute, or under the indemnification provisions of any successor or amended  
579 statute, or as provided by the Bylaws of Congregation Or Chadash or by agreement.

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#### ARTICLE XVI – DIRECTOR LIABILITY

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583 To the fullest extent permitted by law, an Office or a Director of Congregation Or  
584 Chadash shall not be personally liable to Congregation Or Chadash or to any person  
585 on its behalf for monetary damages for breach of fiduciary duty as a Director. This  
586 Article shall not eliminate or limit the liability of a Director for any conduct  
587 described in paragraphs (a) through (e) of A.R.S. Section 10-1029 A.8, as amended  
588 or similar provisions of any successor or amended statute. In the event the Arizona  
589 Corporation Law is amended to authorize further elimination or limitation of  
590 liability of an Officer or a Director, then the liability of an Office or a Director of

591 Congregation Or Chadash shall be eliminated or limited to the fullest extent  
592 permitted by the Arizona Corporation Law as so amended. Any repeal of  
593 modification of this Article shall not increase the liability of a Director of  
594 Congregation Or Chadash arising out of acts or omissions occurring before the  
595 repeal or modification becomes effective. To the extent the Bylaws of Congregation  
596 Or Chadash may be regarded to be inconsistent with this Amendment, said Bylaws  
597 will be amended to be consistent with this Amendment.

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#### **ARTICLE XVII – BONDING REQUIREMENT**

601 Congregation Or Chadash shall require all elected Officers and employees who have  
602 the authority to sign checks or handle money to furnish bonds, at Congregation Or  
603 Chadash’s expense, for the faithful performance of their duties in the amount and  
604 with sureties the Board of Directors determines.

#### **ARTICLE XVIII – EXECUTION OF LEGAL DOCUMENTS OR INSTRUMENTS**

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The Board of Congregation Or Chadash shall establish the requirements for  
signatures in addition to that of the President, on checks, drafts, legal instruments,  
documents, contracts, conveyances, deeds, notes, mortgages, leases, and other  
instruments of Congregation Or Chadash.

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#### **ARTICLE XIX – FINANCIAL EXAMINATION**

614 At its discretion, the Board shall appoint a Certified Public Accountant to furnish a  
615 compilation or audit of the books and records of Congregation Or Chadash and  
616 examine its financial statements in accordance with generally accepted accounting  
617 principles and submit a written report.

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#### **ARTICLE XX – TAX EXEMPT STATUS**

621 SECTION 1. Congregation Or Chadash (The Corporation) is organized exclusively for  
622 charitable, religious, education and scientific purposes, including for such purposes,  
623 the making of distributions to organizations that qualify as exempt organizations  
624 under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding  
625 provision of any future United States Internal Revenue Law.

626

627 SECTION 2. No part of the net earnings of the Corporation shall inure to the benefit  
628 of, or be distributable to its members, trustees, Officers or other private persons,  
629 except that the Corporation shall be authorized and empowered to pay reasonable  
630 compensation for services rendered and to make payments and distributions in  
631 furtherance of the purposes set forth in Article II hereof. No substantial part of the  
632 activities of the Corporation shall be the carrying on of propaganda, or otherwise  
633 attempting to influence or intervene in (including the publishing or distributing of  
634 statements) any political campaign on behalf of any candidate for public office.

635 Notwithstanding any other provision of these articles, the Corporation shall not

636 carry on any other activities not permitted to be carried on (a) by a corporation  
637 exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue  
638 Code of 1986 or the corresponding provision of any future United States Internal  
639 Revenue Law or (b) by a corporation, contributions to which are deductible under  
640 Section 170(c)(2) of Internal Revenue Code of 1986 (or the corresponding  
641 provisions of any future United States Internal Revenue Law). The Corporation shall  
642 not engage in any act of self-dealing as defined in Section 4941(d) of the Internal  
643 Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax  
644 laws.

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646 SECTION 3. The Corporation shall distribute its income for each taxable year at such  
647 time and in such manner as not to become subject to the tax on undistributed  
648 income imposed by Section 4942 of the Internal Revenue Code of 1986, or  
649 corresponding provisions of any subsequent Federal tax laws.

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651 SECTION 4. The Corporation shall not retain any excess business holdings defined in  
652 Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions  
653 of any subsequent Federal tax laws. The Corporation shall not make any  
654 investments in such manner as to subject it to tax under Section 4944 of the Internal  
655 Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax  
656 laws. The Corporation shall not make any taxable expenditures as defined in Section  
657 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any  
658 subsequent Federal tax laws. Upon the dissolution of the Corporation, the Board of  
659 Directors shall, after paying or making provisions for the payment of all of the  
660 liabilities of the Corporation, dispose of all the assets of the Corporation exclusively  
661 for the purposes of the Corporation in such manner, or to such organization or  
662 organizations organized and operated exclusively for charitable, educational,  
663 religious or scientific purposes as shall at the time qualify as an exempt organization  
664 or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or  
665 the corresponding provision of any future United States Internal Revenue Law, as  
666 the Board shall determine. Any such assets not so disposed of shall be disposed of by  
667 the Superior Court of Arizona of the county in which the principal office of the  
668 Corporation is then located, which are organized and operated exclusively for such  
669 purpose.

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671 **ARTICLE XXI - EFFECTIVE DATE AND TRANSITION RULES**

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673 These Bylaws shall become effective when **they are** adopted by the majority Vote of  
674 Members voting at the Annual Meeting or special meeting held.