

**Congregation Or Chadash
Special Congregational Meeting
MINUTES**

Sunday, September 22, 2019, at 9:45 am

Emily Joseph, Secretary

1. Call to Order.....Elaine Jones, President
 - Elaine called the meeting to order and announced that quorum had been met at 9:48 am
2. President’s Introductory RemarksElaine Jones, President
 - This meeting has been called in accordance with our bylaws to consider proposed amendments.
 - Amendments to the bylaws must pass with 2/3 majority of the votes cast. [*Secretary’s note. There were 97 votes cast, and 65 were required for an amendment’s passage.*]
 - The president thanks the committee for their work.
 - The Board of Directors has reviewed these amendments and presents them to the membership for approval.
 - The amendments have previously been discussed at a town hall meeting. Today’s focus is not debate, but answering brief questions and conducting the vote.
 - Adopted amendments become effective immediately.
3. Amendment 1 – Spelling and Grammatical Corrections
 - Yes: 96; No: 1. Amendment PASSED.
4. Amendment 2 – Addition to Statement of Purpose
 - The comma appearing after the word “humanity” was replaced by a semi-colon.
 - Yes: 83; No: 14. Amendment PASSED.
5. Amendment 3 – Flexibility of Union of Reform Judaism Affiliation
 - Yes: 81; No: 16. Amendment PASSED.
6. Amendment 4 – Additions to Rights and Privileges of Membership
 - A member of the congregation asked what was meant by “any other benefit [of membership] that may be conferred by the Board”. No specific benefit is currently being considered, it is proposed, as with many of these amendments, to allow greater flexibility in our bylaws.
 - Yes: 96; No: 1. Amendment PASSED.
7. Amendment 5 – Preventing Conflicts of Interest on the Board of Directors
 - A congregant asked whether having conflicted board members recuse themselves was an option. It is, but the committee recommends this approach. In particular, it was pointed out that the board is responsible for performance evaluations of these staff members.
 - It was clarified that this amendment only applies to family members of the staff directly hired, supervised, and evaluated by the Board of Directors: the Rabbi, the Cantor, the Executive Administrator/Director, the Education Director, and (currently) the Facilities Manager.

- Yes: 93; No: 4. Amendment PASSED.
8. Amendment 6 – Clarifying the Term Limits of the Auxiliary Presidents
 - A congregant brought up that the definition of “Auxiliary” is currently limited to the Brotherhood and Sisterhood, while other boards recognize other auxiliaries. This is true, but not the topic of the current amendment.
 - Yes: 87; No: 10. Amendment PASSED.
 9. Amendment 7 – Removing a Director or Officer from the Board of Directors
 - It was clarified that a board member who is being considered for removal would be afforded the opportunity to offer a defense.
 - Yes: 95; No: 2. Amendment PASSED.
 10. Amendment 8 – Additions and Clarifications to the Powers and Duties of the Board
 - There was discussion of the phrasing related to the cantorial position. It was clarified that the intention of the broad wording was to offer the greatest flexibility for hiring people who may or may not be ordained in the future, not as a statement of preference or to take away supervisory responsibilities from the senior musical staffer.
 - Yes: 79; No: 18. Amendment PASSED.
 11. Amendment 9 – Adding the Immediate Past President to the list of Congregational Officers
 - Yes: 93; No: 4. Amendment PASSED.
 12. Amendment 10 – Succession to the Presidency
 - Yes: 74; No: 23. Amendment PASSED.
 13. Amendment 11 – Updates to Officer Descriptions
 - Yes: 91; No: 6. Amendment PASSED.
 14. Amendment 12 – Changes to Religious Qualifications of Officers and Directors
 - There was much discussion of this proposed amendment. Points included:
 - The board is responsible for selecting clergy, which should be informed by Jewish values.
 - Non-Jewish members of the congregation are welcome to serve on committees at this time.
 - The JCC board allows non-Jewish directors, but they are not a synagogue.
 - Discussion of why the President and First Vice President should have a different standard.
 - The need of the Board for talents outside adherence to a specific faith.
 - This change would require non-Jewish candidates to ascribe to the statement of purpose of the congregation.
 - The Board of Directors also debated this issue in detail, and determined that the best course was to set the issue before the membership for a vote.
 - Yes: 57; No: 40. Amendment FAILED.
 15. Amendment 13 – Composition of the Nominating Committee
 - A concern was raised that the new configuration puts too much influence in the hands of the First Vice President. The bylaws committee was aware of this concern, and attempted to address it by expanding the number of members of the Nominating Committee.
 - Yes: 69; No: 28. Amendment PASSED.

16. Amendment 14 – Nominations Process
 - There was discussion of the 20% requirement for nomination by petition. This number was selected because 20% of the membership is required to petition to change the bylaws. Some felt this was too high a bar to clear, others felt that it should be relatively difficult to self-nominate.
 - Yes: 91; No: 6. Amendment PASSED.
17. Amendment 15 – Flexibility of Committee Duties
 - Yes: 93; No: 4. Amendment PASSED.
18. Amendment 16 – Duties of the Executive Committee
 - Yes: 93; No: 4. Amendment PASSED.
19. Amendment 17 – Duties of the Finance Committee
 - It was confirmed that this does not change that the board must review all non-budgeted expenses above \$5000.
 - A member thanked the current Finance Committee for their work on transparency,
 - Yes: 97; No: 0. Amendment PASSED.
20. Amendment 18 – Establishment of Fund Development Committee
 - It was clarified that the Cemetery Committee still exists as a subcommittee of the new Fund Development Committee. The new committee is intended to coordinate and guide strategy for our various fund-raising efforts.
 - Yes: 95; No: 2. Amendment PASSED.
21. Amendment 19 – Establishment of Governance Committee
 - It was pointed out that adding new standing committees means the president has to fill more chairmanships.
 - Yes: 93; No: 3. Amendment PASSED.
22. Amendment 20 – Voting Procedures for the Election of Officers and Directors
 - Yes: 95; No: 2. Amendment PASSED.
23. Amendment 21 – Flexibility in Clergy Contracts
 - It was clarified that this specific clause of the bylaws only addresses the initial contract between a clergy member and the congregation.
 - Yes: 96; No: 1. Amendment PASSED.
24. Amendment 22 – Flexibility of Financial Examination
 - A congregant asked if the examination could be made internally – that is prohibited by the regulations governing CPAs.
 - It was asked if there is a required timeline for the examination. There is not, again to allow us flexibility.
 - Yes: 95; No: 2. Amendment PASSED.
25. Adjournment
 - At 10:48 am Arlene Zuckerman moved for and Marty Zuckerman seconded the adjournment of the Special Congregational Meeting