

BY-LAWS OF CONGREGATION BETH-EL

Revised June ~~2014~~ 2019

ARTICLE I - Name

This Congregation shall be known as "Congregation Beth-El" and shall exist as a religious corporation under the laws of the state of Alabama.

ARTICLE II - Objects, Aims and Ideals

Congregation Beth-El is the home of Conservative Judaism in Birmingham, Alabama, committed to Jewish values, worship, learning and spiritual growth. Congregation Beth-El is a caring and welcoming community which meets the full range of daily and life cycle religious needs.

The objects, aims and ideals of this Congregation shall be to provide and maintain a Synagogue for worship, to further the religious, educational, social and recreational activities of the membership and to preserve and strengthen the doctrines of Conservative Judaism. This Congregation shall be affiliated with the United Synagogue of Conservative Judaism or such other successor or related organizations as shall be deemed commensurate with Conservative Judaism.

ARTICLE III - Membership, Dues and Voting

SECTION A: Any man or woman of Jewish faith by birth or subsequent acceptance as provided by Jewish law, over 21 years of age and of good character shall be eligible for membership. For purposes of these By-laws, any "messianic Jew" or "Jew for Jesus," or any similar belief will not be considered for membership.

SECTION B: Written application for membership shall be considered according to standards established by the Board of Directors. Such written application must exhibit the applicant's willingness to be bound by the By-laws, rules and regulations of the Congregation. Election to membership shall be by a majority vote of the Board of Directors.

SECTION C: The Board as specified in Article V of these By-laws shall determine annual membership dues to maintain the fiscal affairs of the Congregation in good order. A member shall be considered a member in good standing if his or her membership dues are current, or other arrangements are made with the Board, or a designated Committee, with respect thereto. A member in good standing shall be permitted to worship with the Congregation every day of the year, and will be offered a seat to the main sanctuary on the High Holy Days, pursuant to the policy approved by the Board. A member in good standing shall be entitled to use the Congregation's facilities and/or have the Congregation's professional staff officiate at any such member's life cycle events.

SECTION D: Each dues-paying classification shall be considered a membership unit and each such membership unit in good standing shall be entitled to one vote at all meetings of the general membership.

SECTION E: A two-thirds (2/3rds) majority vote of a duly constituted quorum of the Board shall be required to remove a member or membership unit from membership.

ARTICLE IV - GENERAL MEMBERSHIP MEETINGS

SECTION A: The general membership shall meet in the month of May, or such other month as may be approved by a majority of the Board. The fiscal and budget year shall be determined by the Board.

SECTION B: Notices of any general membership meeting shall be sufficient if printed in the bulletin published by the Congregation, or given in writing and delivered to the general membership ten (10) or more days prior to such meeting, designating the time and place thereof. Such notice shall be deemed to be delivered when deposited in the United States mail addressed to the membership unit at their address as it appears on the records of the Congregation, with postage thereon prepaid, when transmitted by facsimile telecommunication to a number provided by the membership unit or when sent by electronic mail to an electronic mail address provided by the membership unit.

SECTION C: The President or presiding officer of the Board may call such special meetings of the general membership as he or she may deem necessary, or as he or she may be instructed by a majority vote of the Board.

SECTION D: Ten percent (10%) of membership units in good standing may call a special meeting of the general membership by serving in writing a petition for such meeting upon the President or Presiding Officer of the Board, which petition must state the purpose or purposes for such special meeting. The meeting must be called within thirty (30) days thereafter and notice thereof given as herein above provided.

SECTION E: A quorum at general membership meetings shall consist of not less than ten percent (10%) of the membership units in good standing. There shall be no voting by proxy.

SECTION F: The President or Presiding Officer of the Board shall set the agenda at, and chair, any meeting of the Congregation. In addition, a minimum of five percent of the members in good standing may, upon petition to the President or Presiding Officer of the Board at least ten days in advance of the meeting, place an item or items on the agenda.

SECTION G: At all meetings, parliamentary law shall govern and the latest edition of "Robert's Rules of Order" shall be the guide.

ARTICLE V - Directors

SECTION A: The Board is to serve generally as the ~~Executive body of the Congregation to manage business and affairs of the Congregation. The Board's authority shall include, without limitation, operation and maintenance of facilities, implementation of programs, regulation of activities, supervision of personnel and control of financial matters. The duties and authority of the Directors shall be to attend such meetings of the Board as are duly called; to transact the business of the Congregation; to manage the properties and funds; to hire and fire, and fix the compensation and other terms of employment of the professional staff of the Congregation, including determining whether or not to extend the term of employment of any professional staff, and the terms of any such extension. Professional staff shall be defined by the Board, and may include the Rabbi, Cantor, Education Director and Executive Director.~~ Governing body of the Congregation to determine the mission on the Congregation, provide oversight, maintain fiduciary responsibility, adhere to and engage in strategic planning, and ensure the ethical integrity and legal standards. The directors also are responsible to hire and fire and fix the compensation of employment of the Senior Rabbi including determining whether or not to extend the term of employment of the Senior Rabbi and the terms of such extension, and continuing evaluation of the Senior Rabbi.

SECTION B: A Director must remain a member in good standing during the term of his or her directorship and (1) attend at least two-thirds of all Board meetings during the year; (2) remain current regarding his or her dues obligations and all other financial obligations of regular members of Congregation Beth-El; and (3) regularly attend services as defined by the Board and fulfill assigned functions.

SECTION C: The total number of members of the Board (the "Directors") shall be a minimum of ~~17~~ 30 and a maximum of ~~23~~ 42, ~~including~~ exclusive of each officer elected as provided by these By-laws. At the conclusion of each President's term, the ~~two~~ most recent Past-Presidents who ~~are~~ is able and willing to serve shall be nominated as ~~a~~ a members of the Board for two (2) years. The President of the Temple Beth-El Foundation shall serve as an ex officio member of the board. At least one member of the Board shall be an officer of Sisterhood, and at least one member of the Board shall be an officer of the Men's Club. In addition to the Board members set forth above, all persons who have previously been elected prior to 2002, and have served as President shall automatically serve as fully qualified directors with all of the responsibilities, duties, rights, and privileges of the directors so long as such Past President is a member in good standing of the congregation and a resident of the Birmingham metropolitan area. Any such lifetime member as defined herein shall be exempt from the attendance requirements set forth above at Article 5, Section B, nor shall he or she be included in the total number of members as set forth herein, unless elected as a Board Member pursuant to Article V, Section E.

SECTION D: All Directors, whether elected or appointed, shall meet the eligibility requirements described in this Article V and shall be vested with all duties, responsibilities and authority of Directors hereunder and under Alabama law. All Directors shall serve for a three (3) year term. The elected Directors shall be divided into three (3) classes of no more than ~~twelve (12)~~ eight (8) Directors each, with each class being elected every three (3) years. Directors shall hold the office for their respective term of office and until their successors have been duly elected or appointed, as applicable. No elected Director shall serve more than two (2) consecutive elected three (3) year terms unless such Director is also elected as an officer of the Congregation.

SECTION E: Each class of elected Directors shall be elected by the membership of the Congregation at the annual membership meeting coinciding with the expiration of the term of such class of elected Directors and in accordance with the provisions of this Article V. As hereinafter provided, the Nominating Committee shall propose a slate of candidates for the Board to the general membership and said slate shall be published to the membership at least 20 days prior to the announced election meeting. Upon the petition of any ten membership units in good standing, additional candidates for Officers or positions on the Board of Directors shall be placed on the ballot. Such a petition must be filed with the Chair of the Nominating Committee at least 10 days prior to the announced election meeting. The publication of the proposed slate of Officers and members of the Board of Directors shall be sufficient if included in the Temple Bulletin or if given by any of the other methods permitted in Article IV, Section B of these By-laws.

SECTION F: At the annual membership meeting, the report of the Nominating Committee listing the Director nominees shall be presented. Any additional nominations, if made in accordance with the preceding paragraph, shall then be presented. Each membership unit in good standing shall be permitted to cast one (1) vote per candidate until such membership unit has cast a number of votes equal to (but not exceeding) the number of Directors to be elected at such meeting. The nominees receiving the greatest number of votes in such election shall be declared elected as Directors. If two (2) or more nominees shall be tied for the last Director position, then the President or Presiding Officer of the Board shall cast the tie-breaking vote for the election of such final Director. Elections shall be held by voice vote or if the President or the presiding member of the Board shall determine, by showing of hands or written ballot.

SECTION G: The Board shall hold regular meetings at least ~~ten (10)~~ six (6) times a year. The meetings will occur as scheduled by the President or Presiding Officer of the Board. Special meetings of the Board may be called upon the request of ten (10) or more Directors, by the President or by the Presiding Officer of the Board.

SECTION H: Notice of any special meeting of the Board shall be given either by: (a) written notice at least forty-eight (48) hours in advance of such meeting, delivered in person, by publication in the Temple Bulletin, by leaving such notice at the place of business or residence of each Director, or by depositing such notice in the United States mail, postage prepaid, addressed to the Director at his address as it appears on the records of the Congregation; (b) verbally in person or by telephone at least twenty-four (24) hours in advance of such meeting by communication with the Director in person or by telephone; or (c) by telegram, fax, e-mail, or any other technological method selected by the Board, at least twenty-four (24) hours in advance of such meeting, at the number or electronic mail address provided by the Director. No notice shall be required for a regular Board meeting which occurs at the time and place specified in these By-laws. Any Director may waive notice of any meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

SECTION I: At any meeting of the Board of Directors duly called, 60% less one of the total number of Directors shall constitute a quorum. There shall be no voting by proxy. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present shall be the act of the Board of Directors, unless otherwise provided by Alabama law or these Bylaws. If a quorum is present when a meeting is convened or prior to taking any action at a meeting, the Directors present may continue to do business and take action at such meeting, notwithstanding that a quorum is no longer present, provided that such action must be approved by the affirmative vote of a number of Directors equal to a majority of a quorum as fixed pursuant to this Article V, unless otherwise provided by Alabama law or these By-laws. The Board may meet and vote via electronic communications (including telephone, teleconferencing, facsimile transmission, and e-mail) pursuant to the notice and voting requirements of Article V sections H and I herein.

SECTION J: Upon the death or resignation of any Director during his or her term of office, the vacancy may be filled by appointment by the President for the unexpired term of such Director. (The minimum number of Directors must be maintained at all times).

SECTION K: Any Director may resign at any time either by oral tender of resignation at any meeting of the Board or by giving written notice thereof to the Secretary of the Congregation. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

SECTION L: Any Director may be removed from office with the affirmative vote of two-thirds (2/3rds) or more of the Directors present at any meeting at which a quorum of Directors is present. Additionally, in the event a Director fails to satisfy the requirements set forth in Section B of this Article V, such Director may be removed from office upon action of the Executive Committee and a majority vote of the Directors present at any meeting at which a quorum is present.

ARTICLE VI - Officers

SECTION A: The Officers of the Congregation shall be a President, a minimum of two Vice-Presidents, Secretary, and Treasurer. Each Officer shall automatically serve as a Director of the Congregation. The duties of each officer are set out in Section F of Article VI hereof. When, in the opinion of the general membership, some member of the Congregation has performed long, valuable and meritorious service, such person may be elected to an honorary office, which office shall have neither responsibility nor voting privilege.

SECTION B: Officers shall be nominated pursuant to Article VII, Section B5 of these bylaws, and such nominations shall be affirmed and ratified by the majority of the membership present at the annual membership meeting, and shall thereupon take office and commence their duties. The term of each such officer will be two (2) years.

SECTION C: Any officer may be removed by the affirmative vote of two-thirds (2/3) or more of the Directors present at any meeting at which a quorum of directors is present whenever, in their judgment, the best interests of the Congregation will be served thereby.

SECTION D: Any officer may resign at any time by giving written notice of resignation to the Board, to the President or to the Secretary. Any such resignation shall take effect upon receipt of such notice or at any later time

specified therein. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make the resignation effective.

SECTION E: A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board, upon recommendation by the President, or Presiding Officer of the Board for the unexpired portion of the term of such office, and affirmation of the Board.

SECTION F: The duties and responsibilities of the Officers and members of the Board of Directors include the following:

1. **PRESIDENT** - To preside over meetings of the Board of Directors and of the general membership; to approve and execute all contracts or agreements for the Congregation as approved by the Board or Executive Committee, as appropriate; to appoint, in conjunction with the Executive Committee, chairpersons and members of all committees; to call such meetings of the Board, membership and committees as may be necessary to conduct the business of the Congregation; to supervise all activities of the Congregation and to do such other things as are usually the duties of an organization President.
2. **VICE PRESIDENTS** - To serve in the absence of the President, in the following order: 1st Vice President, 2nd Vice President, 3rd Vice President (if one exists), to supervise and serve as ex officio members of all committees and such temporary committees as the President shall designate. The first Vice President shall also be designated the President-Elect, it being intended that the first Vice-President shall succeed to the presidency when the current President completes his or her term of office. The 2nd Vice President shall move up to the position of First Vice President if so nominated.
3. **SECRETARY** - To take and preserve the minutes and records of the Board and of the membership; to supervise and maintain the correspondence; to maintain and preserve the historical records of the Congregation; and to do such other things as are usually the duties of an organization Secretary.
4. **TREASURER** - To supervise the income and expenditures of the Congregation; to handle generally the fiscal and budget affairs, and to optionally serve as chair of the Finance Committee.

ARTICLE VII - Committees

The duties and responsibilities of any committee shall be assigned by the President or the Executive Committee. The duties and responsibilities of the standing committees shall be as hereinafter assigned. Each chairperson of a standing committee may be a member of the Board of Directors and shall report the activities and recommendations of their respective committee to the Board, as needed. The standing committees are:

A. EXECUTIVE

1. **EXECUTIVE** - The Executive Committee shall consist of the officers of Congregation Beth-El, and such additional members as the President shall designate. The Executive Committee shall serve as an advisory Committee to the President.

B. WAYS AND MEANS

1. **FINANCE** - To arrange for the procurement of sufficient income for the operation of the functions and affairs of the Congregation; to recommend to the Board the annual dues and other appropriate fees for each member and new applicant; to oversee the offices of Treasurer in the fiscal and budget affairs; to grant exceptions to the annual dues and other fees for specific members in the case of hardship; and to arrange and supervise the finances of the Congregation and its activities.
2. **PERSONNEL** - To develop and implement personnel policies and procedures, to develop and update from time to time job designations for all staff, to implement and supervise personnel policies as defined in the personnel procedures manual.
3. **HOUSE** - To supervise and maintain all of the real and personal properties and fixtures; to provide upkeep and repair; to preserve and protect the properties; to maintain records and inventories of the properties; to supervise the opening and closing of the Synagogue and other premises; to provide for the beauty and decor of the Congregation properties, in coordination with the executive director.
4. **MEMBERSHIP** - To recruit and retain members. To regularly report to the Board, for approval, potential new members and resignations.
5. **NOMINATING** - At least 30 days prior to an election meeting, the President shall appoint a committee for the purpose of presenting a proposed slate of Officers and Board members. This Committee shall consist of no fewer than seven members. The immediate past President shall chair the committee, whose members shall include two current Board members, two members of the Congregation who are neither current board members nor past Presidents, and two other members selected by the chairperson. The Nominating Committee, shall, in consultation with the Temple Beth-El Foundation, also nominate the directors of the foundation board in accordance with the Foundation By-laws.

C. EDUCATION

1. BOARD OF EDUCATION - In conjunction with the Rabbi, Cantor, Education Director and subject to Board approval, to supervise the operation of the school; to provide personnel and curriculum for instruction in the Hebrew language and general religious instruction in Judaism. The Temple Beth-El Religious School serves the Congregational family in providing a rewarding, enriching, and meaningful Jewish education for children and youth. It endeavors to encourage and enhance family involvement in Jewish life; and it seeks to stimulate and reinforce a positive, lasting relationship between the student, the Congregation, and the Jewish people.
2. ADULT EDUCATION - To provide educational, cultural activities and festival observance for the membership.
3. YOUTH COMMISSION - To provide activities for youth in addition to education and religious instruction; to provide and maintain facilities and organizations for youth entertainment; to otherwise provide for youth to participate in Congregational activities and functions; to teach the youth of the broader aspects of life within the Congregation.
4. COLLEGE CONNECTION - To maintain a connection with Temple Beth-El's young adults who are attending college via mailings of items relevant to Temple and Jewish life.

D. PROGRAMMING

1. FAMILY PROGRAMMING - To provide family-oriented programming for Temple Beth-El families.
2. ADULT EDUCATION AND PROGRAMMING - To provide educational and socially oriented programming for Temple Beth-El adults.
3. SOCIAL ACTION - To provide social action activities for the adult members of the Congregation.

E. RITUAL AND OBSERVANCE

1. RITUAL - To, in consultation with the Rabbi, supervise all religious programs and observances; to maintain the religious activities within the accepted scope of Conservative Judaism as defined by the Committee on Jewish Law and Standards of the Rabbinical Assembly; to plan and arrange for festival observance.
2. CEMETERY - To provide and maintain cemetery facilities. To provide for the purchase of cemetery lots by members, deliver rites of interment, ensure proper maintenance and appearance of cemetery property including all individual gravesites, and to maintain records of ownership of cemetery lots. Such records shall be maintained in the Temple office.
3. CHEVRA KADISHA - To supervise preparation for burial and ensure proper observance of burial rituals at the cemetery.

F. COMMITTEE EXPENDITURES - Each committee may expend up to the sum approved in their budget and with the concurrence of the Vice-President assigned to the committee, and all expenditures in excess of this sum shall be made only upon prior approval of the Board of Directors.

G. SPECIAL COMMITTEES - The President may from time to time appoint special committees and assign to such committees such additional duties as may be necessary to conduct the business and activities of the Congregation.

ARTICLE VIII - Funds

All funds, income, donations, dues and other receipts of the Congregation shall be deposited in a general bank account. From time to time, the Treasurer, with the consent of the President, may transfer these funds into special accounts which may be designated. Such special account(s) shall be maintained and controlled within the books and records of the Treasurer. However, the Treasurer, President or other such Officers as the President designates shall have access to all funds, and all checks or withdrawals shall be made solely upon the signature of the Treasurer or President, or any other signature as approved by the Board of Directors. The Board of Directors may set a threshold above which two authorized signatures are required to access Temple funds.

ARTICLE IX – The Senior Rabbi

The Senior Rabbi shall have the responsibility as Spiritual Leader, teacher, and Chief Executive Officer of the Congregation. The duty of the Senior Rabbi shall be to set the vision of the Congregation in accordance with the mission established by the Board of Directors. The Senior Rabbi shall, in consultation with appropriate committees of the Board of Directors, hire and fire and fix the compensation and other terms of employment, and be responsible for supervision and evaluation of the staff of the Congregation.

ARTICLE ~~IX~~ X - Amendments to the By-laws

Amendments to the By-laws shall be made only at meetings of the general membership. A majority of the membership units present and voting shall be necessary to amend, and a quorum shall be no less than 10% of the membership units in good standing. Ten days prior to a meeting wherein an amendment will be proposed, notice in writing setting out the proposed changes shall be given. Notification by any of the methods provided in Article IV, Section B shall be sufficient notice.

Approved by the Congregation on ~~June 18, 2014~~ June 2, 2019