

The Bylaws of the Ohavi Zedek Synagogue of Burlington, Vermont

Article I. Name

This congregation shall be known as the "Ohavi Zedek Synagogue."

Article II. PURPOSE

The purpose of the Ohavi Zedek Synagogue shall be to establish and maintain a Synagogue and such religious, educational, charitable, social and recreational activities as will foster the spiritual objectives of Conservative Judaism. It shall be established and maintained as a non-profit corporation in compliance with requirements for qualification as such under 26 U.S.C.A. § 501 (c)(3) or its equivalent.

Article III. MEMBERSHIP

3.1 Any household with at least one individual of the Jewish faith, age thirteen (13) years or older, is eligible to become a member household.

3.2 Upon application to the Membership & Outreach Committee, households desiring to be member households of the Congregation may be presented by said committee to the Board of Directors and elected to membership by a majority present.

3.3 Individual members belonging to member households in good standing shall be entitled to hold office, to send their children to the Hebrew School, to burial and cemetery privileges, and to the full enjoyment of the facilities of the Synagogue, as limited by these bylaws, custom and such rules as may be adopted for such enjoyment, and other privileges and rights as may be conferred

elsewhere in these bylaws or by determination of duly authorized governing bodies or agents of the Congregation.

3.4 Minor children of member households in good standing shall enjoy the privileges and rights of membership, except the right to vote and hold office, and may enjoy the ceremony of Bar or Bat Mitzvah if meeting the requirements for that honor then in effect.

3.5 Adult children of member households in good standing shall enjoy the privileges and rights of membership until the age of twenty-six (26) years, at which time they may join the Congregation as a separate member household.

3.6 A member household shall be in "good standing" as that term is meant in these bylaws if the member household has fulfilled all financial and other obligations in accordance with these bylaws.

3.7 A household may be removed from membership by vote of a majority of Directors present and voting at a meeting of the Board of Directors, upon notice and an opportunity to be heard, for failure to fulfill any financial or other obligations in accordance with these bylaws.

3.8 Each member household is entitled up to two votes at congregational meetings. Each vote must be cast by a distinct adult individual in the member household in attendance at the congregational meeting. Individuals may not cast two votes. Households consisting of only one adult will only receive one vote. The votes of each household may be cast by any member of the household aged eighteen (18) years or older, except where limited by these bylaws. Only members of the Jewish faith, as determined by the standards set by the Rabbinical Assembly's Committee on Jewish Law and Standards and as interpreted by the senior rabbi of the Congregation, may vote to elect clergy members or on religious issues, as determined by the Rabbi and Religious Committee. Members who are not of the Jewish faith but otherwise meet the requirements set forth in these bylaws may vote on all other issues.

Article IV. MEETINGS

4.1 There shall be semi-annual meetings of the Congregation, which typically take place in the Fall and in the Spring.

4.2 At the Spring meeting, the agenda shall include but not be limited to approval of the Synagogue budget for the following fiscal year. The date of commencement of the fiscal year shall be that established by the Board of Directors with approval of the Congregation. Once a budget has been duly passed by the Congregation, no over expenditure shall be allowed for any purpose, except that the Board of Directors may authorize such expenditure by a two-thirds vote of those present and voting.

4.3 At the Fall meeting, the agenda shall include but not be limited to the election of members of the Board of Directors of the Congregation.

4.4 Special meetings of the Congregation may be called by the President of the Congregation, or by vote of the majority of the Board of Directors, upon petition of any thirty (30) individual members in good standing, or as otherwise provided by law. The petition shall clearly state the purpose of the meeting.

4.5 Unless impracticable, meetings of the Congregation shall be held in the Synagogue building.

4.6 The Secretary of the Congregation shall notify, by letter or by official publication of the Congregation, all member households of the time, place, and agenda, to the extent then known, of any meeting of the Congregation. Such notice shall be mailed or sent via electronic mail at least fifteen (15) days prior to the meeting. Member households must opt-in to receiving notices via electronic mail; member households who do not opt-in to receiving notices by electronic mail will be mailed notices at their address on file.

4.7 A quorum shall consist of representatives from thirty (30) member households of the Congregation in good standing, together with at least one (1) officer.

Article V. GOVERNANCE

5.1 The affairs of the Synagogue shall be managed by its Board of Directors.

5.2 The number of the adult Directors shall be within the range of eleven (11) to thirteen (13) with an additional youth director to total twelve (12) to fourteen (14).

5.3 A plurality vote of the Congregation shall elect directors annually at its Fall meeting. Directors must be of the Jewish faith as determined by the standards set by the Rabbinical Assembly's Committee on Jewish Law and Standards and as interpreted by the senior rabbi of the Congregation.

5.4 Each director shall be elected for a term of three (3) years. Terms shall overlap in such a manner that each year the terms of office of approximately 33% of directors shall expire.

5.5 Prior to the meeting for the election of Directors, the President of the Congregation shall appoint a nominating committee that will prepare a slate containing at least one nominee for each available Director's position. The nominating committee shall be chaired by a Director but its majority shall be made up of individuals not then Directors. The Board of Directors shall act on the report of the nominating committee in closed session.

5.6 The notice to the Congregation of the Fall meeting at which the election of Directors shall occur shall state that notwithstanding Section 6 of this Article, nominations may be made by any member of the Congregation by writing to the Secretary of the Congregation or from the floor at the time of the meeting.

5.7 The notice to the Congregation of the Fall meeting, at which the election of Directors shall occur, shall include the slate of nominees acted upon by the Board, together with other nominees as known at the time.

5.8 If, at the time of election, the number of nominees is greater than the number of Directors being elected, then election shall take place by paper ballot.

5.9 A Director who was appointed to complete the term of another Director, and who has served 18 months or less as of the date of the Congregational meeting at which that Director's term is due to expire, will be able to run for two additional, consecutive, three-year terms.

5.10 The Board of Directors shall include one Youth Director aged no younger than fourteen (14) and no older than seventeen (17). The Youth Director shall be the child of a member in good standing. He or she shall be elected by the Congregation, typically at the spring meeting, and shall serve for one (1) year. He or she shall be subject to the same rules and responsibilities as the other board members, with the following exception: the youth member will not have a binding vote, and will not be eligible to attend any executive sessions or vote on any personnel issue. The Youth Director shall not be eligible to vote at congregational meetings or to hold office.

Article VI. BOARD OF DIRECTORS

6.1 The Board of Directors shall have in its complete charge, consistent with these bylaws, the operation, management, and welfare of the Congregation and its property and assets, in all respects.

6.2 All committees shall report and be responsible to the Board, except as provided in these bylaws.

6.3 The Board shall employ any employees of the Synagogue it determines are appropriate for the mission of the Synagogue, and shall determine the job responsibilities for such employees.

6.4 All contracts, including employment agreements, shall be approved by the Board of Directors, except that the Board may delegate its contracting authority to a person or committee for any contract provided for by an approved budget.

6.5 The Board of Directors shall hold at least one regular meeting each month and such special meetings, at such reasonable time and place, as may be called by the President of the Synagogue. Unless impracticable, regular meetings shall be held at the Synagogue.

6.6 A majority of members of the Board shall constitute a quorum. Except as otherwise set forth in these bylaws, decisions of the Board shall be made by a majority vote of those present and voting.

6.7 Failure to carry out the duties of a Director as set forth in these bylaws shall be cause for dismissal of a Director by action of the Board of Directors. The office shall upon such dismissal be declared vacant.

6.8 In the event of removal, absence, resignation or inability to act by a member of the Board of Directors, the Board may appoint a member to fill the vacancy until the next semi-annual meeting of the Congregation, at which time the position shall be filled for the duration of the unexpired term by special election.

6.9 The Board shall implement an orientation program for new Directors regarding the Synagogue's mission and their responsibilities as Directors.

6.10 Each Director shall be an active member of at least one of the standing committees of the Board, as described in these bylaws.

Article VII. OFFICERS

7. 1 The officers of the Synagogue shall be a President, a Vice President, two Trustees, a Secretary and a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board.

7.2 The officers of the Synagogue, except the Trustees, shall be elected annually by the Board of Directors at its first meeting following election of new Directors. Officers must be of the Jewish faith as determined by the standards set by the Rabbinical Assembly's Committee on Jewish Law and Standards and as interpreted by the senior rabbi of the Congregation.

7.3 Any officer elected or appointed by the Board may be removed by a majority of the Board at any regular or special meeting of the Board.

7.4 A vacancy in any office, whether due to death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

7.5 The President shall be elected from among the Board of Directors. The President shall be the chief executive officer of the corporation, and shall exercise general supervision and control over all activities of the Synagogue except those otherwise delegated by these bylaws. The President shall preside at all meetings of the Congregation and of the Board of Directors. The President may sign, with the Secretary or other officer duly authorized by the Board, any deeds, mortgages or deeds of trust, bonds, contracts, or other instrument the execution of which has been authorized by the Board, except in cases where the signing and execution have been delegated by the Board, by these bylaws, or by law to some other officer or agent. The President with the consent of a

majority of Directors in office, shall appoint all members of committees of the Congregation and appoint committee chairs. In general, the President shall perform all duties and have such authority incident to the office of President.

7.6 The Vice President shall also be elected from among the Board of Directors. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall perform such other duties as may be assigned from time to time by the President or by the Board of Directors.

7.7 The Treasurer and Secretary shall be elected either from among the Board of Directors or from among the membership-at-large of the Congregation. If not Directors, the Secretary and Treasurer shall be *ex-officio* members of the Board.

7.8 The Treasurer shall be the chief financial officer of the Synagogue, and have charge and custody of and be responsible for all funds and securities of the Synagogue; receive and give receipts for moneys due and payable to the Synagogue from any source whatsoever and to draw checks on the funds of the Congregation to pay bills as shall be duly authorized and presented for payment and to keep records of all disbursements. The Treasurer shall be required to give a bond, or its equivalent, to the Congregation in a sum to be determined by the Board of Directors, the cost to be paid by the Congregation. The Treasurer shall be a member of the Finance Committee.

7.9 The Secretary shall keep regular minutes of the meetings of the Congregation and of the Board of Directors; including records of attendance at such meetings; see that all notices are duly given in accordance with these bylaws or as required by law.

7.10 The Trustees shall be nominated by the Board and elected by the Congregation at its Fall meeting. They may be members of the Board, but shall not become Directors by their election as Trustees. The Trustees shall serve staggered two-year terms. The Trustees, with the President and Vice President, shall assist the Rabbi and Cantor on the bima for services on Shabbat and festivals and distribute honors at those services.

Article VIII. RABBI AND CANTOR

8.1 The Synagogue shall have a Rabbi, who shall be the spiritual head of the Congregation.

8.2 The Rabbi and Cantor shall perform all duties which normally appertain to their offices, and such specific duties as shall be defined in these bylaws or be assigned by the President of the Congregation. Nothing in these bylaws shall be understood to modify or alter any terms of any contract between the Rabbi and/or Cantor and the Congregation.

8.3 In the event, that the rabbinical or cantorial pulpit of the Congregation becomes vacant, the Board of Directors shall seek applicants to fill the position on behalf of the Congregation. The Board of Directors shall recommend to the Congregation for consideration at a semi-annual or specially called meeting the election of a Rabbi or Cantor on such terms as recommended by the Board. Election by the Congregation shall be by paper ballot and by majority of those present and voting.

8.4 There shall be an evaluation of the Rabbi and Cantor, prepared by an *ad hoc* committee of five members of the Congregation, including at least two members of the Board of Directors, at least every other year.

Article IX ORGANIZATION

9.1 The congregation shall establish a committee structure that will assist the Board of Directors in the management and operation of the Synagogue with respect to the subject areas described in this Article and such other matters as shall be referred to that committee by the Board of Directors or by the President of the Synagogue. These committees shall include but not be limited to Adult Education, Archives, Cemetery, Development/Fundraising, Events, Finance, Hebrew School, House, Human Resources, Interfaith & Social Action, Library, Membership & Outreach, Religious, Inclusion, Shalom Shuk, and Youth.

9.2 Each standing committee shall consist of three or more members, unless otherwise determined by the President. There shall be at least one director on any committee. Each committee chairperson shall provide a report of the work of the committee to the Board of Directors at least once each year.

9.3 Adult Education Committee is responsible in increasing the educational offerings of the synagogue. It creates ongoing adult education programs, from Hebrew language to culture, religion and history, to deepen our understanding of the various aspects of Judaism.

9.4 Archives Committee is interested in preserving the ongoing history of the synagogue.

9.5 Cemetery & Memorial Committee is responsible to ensure respectful management of all issues related to memorial services and remembrance of loved ones. This committee administers all matters pertaining to burials and is responsible for the upkeep and beautification of the cemeteries.

9.6 Development & Fundraising Committee is responsible for ensuring the financial health of the Synagogue through careful planning and implementation of activities to raise funds in support of the needs of the synagogue.

9.7 The Events Committee is responsible for creating and overseeing social events, speaker series and other programs designed to enlighten and entertain congregants and community members.

9.8 Finance Committee works with the OZ Executive Director and/or Board Treasurer to ensure the financial health of the synagogue and to provide accurate accounting of all activities. It prepares the annual budget of the synagogue with input from each committee and advises the Board on congregational dues and on management of the endowment funds and special funds

9.10 Hebrew School Committee is responsible to oversee the education of all students of all abilities enrolled in the Hebrew School. In addition, it creates policies that ensure the highest quality Jewish education for the children of our community.

9.11 House Committee is responsible to ensure that the physical plant and all other synagogue property except the cemeteries are maintained in a safe, clean, accessible and environmentally-conscious manner. This committee is responsible for acquiring materials and equipment, hiring contractors, and analyzing and implementing methods to create equal access to the facility for people of all abilities.

9.12 Human Resources Committee is responsible to create and maintain personnel policy and hiring procedures for the synagogue and ensures respectful,

clear and timely communication between the Board and staff. This committee is not responsible for issues related to clergy or educational staff.

9.13 Interfaith/Social Action Committee is responsible for working to nurture relationships with members of other faith and cultural communities in Vermont. They explore social justice needs locally, nationally and internationally that impact the Jewish people and OZ, set priorities and develop action plans to address those needs.

9.14 Library Committee is responsible to maintain and develop Ohavi Zedek's library and makes the collection available to the synagogue community. Their goal is to develop a state of the arts library with a diverse collection of Judaica books and media.

9.15 Membership and Outreach Committee is responsible for suggesting, planning and implementing activities geared to increasing and retaining synagogue membership. It welcomes potential and new members into the OZ community and involves them in community life.

9.16 Religious Committee is responsible to formulate all religious policies within the Synagogue. The committee shall approve all changes and omissions in the prayer or order of prayers or ceremony connected with the religious services of the Congregation, and shall be responsible for Kashrut in the Synagogue. The Rabbi of the Congregation shall serve on this committee. Members of the Religious Committee must be of the Jewish faith as determined by the standards set by the Rabbinical Assembly's Committee on Jewish Law and Standards and as interpreted by the senior rabbi of the Congregation.

9.17 Shalom Shuk Committee oversees the operations of the Shuk, determines policies in accordance with the mission statement, and manages finances and staffing.

9.18 Youth Committee is responsible for increasing the Jewish identity, social action, education, and community of youth in our congregation by striving to integrate young people into the larger Jewish community through outreach to other synagogues and unaffiliated Jewish youth to bring young people together.

9.19 In addition to the standing committees, there shall be such other *ad hoc* committees as the Board of Directors shall deem necessary. Such committees shall exist for the tasks designated, and the duration determined, by the Board.

Article X. DISPOSITION OF PROPERTY

The assets and income of the Synagogue shall be dedicated to its purposes as described in Article 2 of these bylaws, and, upon dissolution, shall not inure to any member, and shall be distributed for such purposes allowed for a tax-exempt organization under I.R.S. § 501(c)(3) or its equivalent as shall be consistent with the purposes of the Synagogue.

Article XI. FUNDS

11.1 The Board of Directors may by resolution authorize any officer(s) or agent(s) of the Synagogue, in addition to those so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Synagogue. Such authority may be general or be confined to specific instances.

11.2 The Board of Directors shall have the power to accept and receive donations and bequests of property or money, whether given to the Synagogue absolutely or in trust for purposes germane to the Synagogue's purposes, and when received in trust, the Board shall administer the trust according to law and the trust instrument.

11.3 All funds of the Synagogue shall be from time to time deposited or invested to the credit of the Synagogue in such financial institutions, depositories or other investment modalities for such purposes and according to such terms as, otherwise consistent with these bylaws, the Board of Directors may in its discretion designate. In determining and implementing an appropriate investment strategy, the Board shall retain and consult competent professional advice.

11.4 All monies designated as perpetual care funds shall be separately accounted for and used for maintenance and beautification of the Congregation's cemeteries.

Article XII. PLEDGES AND OBLIGATIONS OF MEMBERSHIP

12.1 The Board of Directors shall determine on an annual basis the amount of the facilities fee, if any, and the pledges payable to the Synagogue by members. The Board may approve guidelines and procedures for any abatement of dues.

12.2 When any member shall be in default in the payment of dues or other moneys owed the Synagogue for a period of one year from the time that money is due and payable, membership may then be terminated by the Board in the manner provided in Article III of these bylaws.

Article XIII. AMENDMENT OR RESCISSION

Amendments to, or rescission or replacement of, these bylaws, may be approved at any regular or special meeting of the Congregation by a two thirds vote of those present and voting, provided that a quorum is present. Notice of any such amendment or dissolution or replacement of these bylaws shall be stated in full in the notice of the meeting.

Current as of December 17, 2017 – *change adopted at the Congregation Meeting*