

# CONSTITUTION AND BY-LAWS OF KEHILLAT BET HAMIDRASH SYNAGOGUE

## ARTICLE I -NAME

THIS INSTITUTION SHALL BE KNOWN AS "KEHILLAT BET HAMIDRASH - KEMPSVILLE CONSERVATIVE SYNAGOGUE."

## ARTICLE II - PURPOSE

The purpose of this institution shall be to conduct worship of G-d in accordance with the faith of Judaism; to cultivate love for and understanding of the Jewish heritage; to stimulate fellowship in Jewish people everywhere; to fulfill all possible: Jewish religious and educational needs of its membership; and to be a community organization based on principles of personal participation in and commitment to study of torah in all its aspects, and of observance of Judaism as a way of life.

## ARTICLE III - MEMBERSHIP, VOTING AND DUES

### 1. ELIGIBILITY:

Any person of the Jewish faith past the age of thirteen may be elected to regular membership on approval of his/her application by the Board of Directors.

### 2. MEMBERSHIP:

The unit of membership shall be the individual, or in the case of married persons, the family, including non-self-supporting unmarried children (residing at the family residence or full-time students) and totally dependent persons. When individuals become self-supporting or marry, their applications for membership and payment of dues must be acted upon by the Board of Directors in the usual fashion.

It is expected that every member of KEHILLAT BET HAMIDRASH will commit him or herself to the greatest extent possible to participate in synagogue programs and activities.

Associate membership may be granted to individuals or families who are members in good standing of another Jewish congregation in the community in which they reside.

The designation of "family membership" shall also apply to single parents and their unmarried, non-self-supporting children.

Other special categories of membership may be established by the Board.

### 3. VOTING:

Individual memberships shall be entitled to one vote. Family memberships shall be entitled to one vote per adult member up to a maximum of two votes.

### 4. DUES:

A full or associate member shall pay such annual dues and on a payment schedule determined and fixed by the Board of Directors. Dues shall be approved by the Board at a regular or special meeting, provided that the notice of such a meeting contains a statement advising of any proposed dues change. The dues of any member may be reduced for good cause by the finance committee as appointed by the Board of Directors.

A member joining after the beginning of the fiscal year shall be entitled to have his/her dues prorated by quarters. The fiscal year shall begin on July 1<sup>st</sup>.

A) A member in arrears for three months may, on the vote of the Board, be suspended from membership after thirty (30) days notice in writing, notice to be sent to the member by certified mail to

the last address on record in the congregation's books. Upon suspension, all rights and privileges of the suspended member shall cease.

B) A member thus suspended may be reinstated by the Board of Directors upon payment of all arrears and compliance with any other terms which the Board may stipulate.

C) A membership under suspension for more than one year shall be terminated.

D) The resignation of any member shall not release him/her from the payment of any obligation due the congregation at the time of resignation. This obligation will be divulged to another synagogue requesting such information.

#### 5. SPECIAL ASSESSMENTS:

The Board of Directors may propose special assessments upon the members of the congregation to become effective upon approval by two-thirds of the members present and voting at a regular or special meeting of the congregation, provided that the notice of such a meeting contains a statement advising of the proposed assessment. The special assessment of any member may be reduced for good cause by the finance committee.

Any member who resigns within thirty (30) days after a special assessment has been levied shall have no obligation to pay such assessment.

#### 6. PRIVILEGES:

Only members in good standing, not associate members, shall have the following privileges:

A) the right to vote at all congregational meetings

B) eligibility for election as an officer or director

C) the right to have a seat at religious services on high holy days

### ARTICLE IV - BOARD OF DIRECTORS

#### 1. ADMINISTRATION:

The administration of the affairs of the congregation is vested in a Board of Directors elected as herein provided.

#### 2. COMPOSITION:

The Board of Directors shall consist of the officers of the congregation, at-large Directors and trustees elected by the congregation, and the chairmen of all standing committees. In addition, the immediate past president of the congregation and the presidents of any sanctioned affiliated, men's, women's, and youth organizations shall serve on the Board.

#### 3. POWERS AND DUTIES:

The Board of Directors shall govern the affairs of the congregation, have charge of its property and revenues, and take such action as shall, in its judgment, best promote the welfare of the congregation, subject to the provisions of this constitution. All policy decisions by the Board shall be subject to veto by the congregation at an annual or special meeting. In furtherance and not in limitation of the foregoing, the Board shall have the power to:

A) elect members to the congregation

B) hire such employees as may be necessary, fix their duties and compensation, and remove employees when deemed appropriate;

C) authorize the appropriation and use of funds;

D) select legal council when needed;

E) call special meetings of the congregation;

F) select a bank and govern methods of borrowing or disbursing of funds, including designating at least two persons to be authorized to sign any checks.

G) perform such other duties as may be set forth in these by-laws or as the congregation may from time to time prescribe.

#### 4. BUDGET:

The Board of Directors shall, not later than the May Board of Directors meeting of each year, approve a budget for the fiscal year commencing 01 July, next succeeding. This budget shall be presented to the congregation at the annual meeting. Funds so appropriated by presentation of the budget may be disbursed by the Board without further authority for such amounts and items as may be specified in such budget.

#### 5. UNSPECIFIED DISBURSEMENTS:

The Board shall be authorized to expend such sums, not to exceed in any fiscal year an amount specified in the by-laws, for purposes which have not been specified in the budget, or for specified purposes for which additional sums may be needed.

Any appropriation in excess of this amount shall be approved by the Board and the congregation. The Board shall have the authority to borrow up to a limit as specified in the by-laws. Any borrowing in excess of this amount shall be approved by both the Board and the congregation.

#### 6. MEETINGS:

The Board of Directors shall meet monthly. Special meetings may be called by the president upon five (5) days notice stating the purpose thereof and must be called by the president upon request of three (3) Directors

All Board of Directors meetings are open to the congregation. Board of Directors meetings dealing with employee matters may be closed to those not involved with the personnel decision.

#### 7. QUORUM:

A quorum shall exist if a simple majority of the members of the Board are present.

#### 8. VOTING:

Decisions of the Board shall be by simple majority vote of the members of the Board present and voting, except that two-thirds vote of Board members present and voting shall be required for any non-budgeted financial matter over \$500.00.

#### 9. ABSENCE:

The office of any officer or director absent without good cause for three (3) successive meetings of the Board may be declared vacant by the Board.

10. RECORDING OF BUSINESS:

The Board of Directors shall keep an accurate record of its proceedings and present it through the president at an annual general meeting.

ARTICLE V - OFFICERS

1. DESIGNATION OF OFFICERS:

The officers of the congregation shall be a president, a first vice-president, a second vice-president, a financial secretary, a treasurer, a secretary, and a parliamentarian. The parliamentarian shall be appointed by the newly-elected president. In order to be elected an officer, an individual must be a member in good standing of the congregation.

2. TERM OF OFFICE:

All officers shall be elected to serve a term of two (2) years and until successors shall be elected and qualified. Officers-elect shall assume their offices on 01 July.

3. ELECTION:

The election of officers shall be by written ballots. The officers shall be elected by the membership at every other annual meeting of the congregation. A majority vote by the members present and voting shall be needed for election.

4. DUTIES OF THE PRESIDENT:

The president shall preside at all meetings of the congregation and the Board of Directors; appoint all committees and designate the chairmen thereof, unless otherwise prescribed: sign all contracts and other documents to be executed on behalf of or for the congregation, together with the secretary; enforce the constitution and by-laws of the congregation: carry into effect all resolutions of the Board and the congregation; and generally perform such other duties as are incident to the office. The president shall be an ex-officio member of all committees.

5. DUTIES OF THE FIRST VICE-PRESIDENT:

The First Vice-President shall automatically accede to the office of president in case of a vacancy, and shall act for the president in case of the president's absence or disability. The First Vice-President shall serve as coordinator and as an ex-officio member of all committees involving the operation of congregational activities; including, but not limited to: community relations publicity, education, social, membership, ritual, youth activities, programming and the bulletin. The First Vice-President shall also direct and coordinate special committees and projects as may be designated from time to time by the president.

6. DUTIES OF THE SECOND VICE-PRESIDENT:

The Second Vice-President shall serve as coordinator and ex-officio member of all committees involving the finances of the congregation; including, but not limited to: finance, ways and means, building, bingo, facilities, legal, and steering. The Second Vice President shall also direct and coordinate special committees and projects as may be designated from time to time by the president.

7. DUTIES OF THE FINANCIAL SECRETARY:

The Financial Secretary shall report the financial condition of the congregation monthly to the Board of Directors. The Financial Secretary shall report to the congregation at all regular or special meetings and perform all other duties incident to the office. In addition, the Financial Secretary shall keep a register of all the members of the congregation with complete family data 3s may be necessary. The Financial Secretary shall collect all dues and assessments. Every two (2) years, before the new term of office begins, an opinion by an authority outside this office shall be obtained concerning the condition of the financial records. The Financial Secretary shall be a member of the finance committee.

8. DUTIES OF THE TREASURER:

The Treasurer, before assuming office, shall give good and sufficient bond unless waived by the congregation. The Treasurer shall be the custodian of all funds of the congregation, and shall be the disbursing agent as authorized by the Board of Directors. The Treasurer shall report monthly to the Board and shall present a financial report to the congregation at all regular or special meetings.

If the Board of Directors does not waive the treasurer's bond, the synagogue shall bear its cost.

9. DUTIES OF THE SECRETARY:

It shall be the duty of the Secretary to serve as secretary of the congregation and of the Board of Directors. The Secretary shall keep the records and minutes of both bodies, and carry on all necessary correspondence, send out notices of meetings (both regular and special), and shall perform such other duties as are incident to the office.

10. VACANCY:

Should a vacancy occur in any elective office except that of president, the Board of Directors shall elect a member in good standing of the congregation to fill the vacancy and serve until the next annual meeting of the congregation, at which time an election will be held to fill the unexpired term of office.

ARTICLE VI - EXECUTIVE COMMITTEE

An executive committee consisting of the elected officers of the congregation may be formed by the president. The duties of this committee would be to advise and assist the president in carrying out the duties of his office.

ARTICLE VII – MEMBERS AT LARGE

1. NUMBER:

The number of at-large members elected to the Board of Directors shall be determined on the basis of one (1) at-large director for each twenty (20) memberships of the congregation,

2. ELECTION:

The election of at-large Members shall be by written ballot at an annual meeting of the congregation. A majority vote by the members present and voting shall be needed for election. An at-large Member shall serve for two (2) years.

ARTICLE VIII - TRUSTEES

1. DUTIES:

The trustees shall be the legal representatives of the congregation in all matters pertaining to the acquisition and/or disposal of real estate. The trustees shall execute the duties incumbent to the position as prescribed by these by-laws and by the applicable laws and statutes of the City of Virginia Beach and Commonwealth of Virginia.

2. ELECTION:

A) the congregation shall elect three members in good standing to assume the positions of trustees.

B) trustees shall be elected at regular annual meetings of the congregation.

C) trustees shall serve a term of three years, with one trustee elected every year in such a manner as to alternate terms.

ARTICLE IX - COMMITTEES

1. At the first meeting of the Board of Directors after the annual meeting, the president shall appoint, from among the members of the congregation in good standing, the chairmen of the standing committees.

2. The standing committees shall be as follows:

- |                                  |                             |
|----------------------------------|-----------------------------|
| A) Bingo                         | I) Membership and Retention |
| B) Building                      | J) Programming              |
| C) Bulletin                      | K) Ritual                   |
| D) Community Relations/Publicity | l) Social                   |
| E) Education                     | M) Steering                 |
| F) Facilities                    | N) Ways and Means           |
| G) Finance                       | O) Youth Activities         |
| H) Legal                         |                             |

The chairman of each standing committee, by virtue of the chairmanship, and the editor of the bulletin, shall serve as a member of the Board of Directors. Additional standing committees may be recommended by the president, and approved by a majority vote of the congregation during the annual meeting.

3. SPECIAL COMMITTEES:

Special committees and subcommittees may be appointed by the president at any time and have delegated to them such powers and duties as the president shall deem appropriate, except as enumerated powers specifically entrusted herein to the Board of Directors and officers.

4. SIZE OF COMMITTEES:

The number of members of each committee may be fixed by the president as deemed appropriate from time to time.

## 5. POWERS OF COMMITTEES:

The standing committees shall report to and have, subject to supervision of and direction by the Board of Directors, the following duties:

### A. Bingo:

To promote, manage, coordinate, and control the fund raising effort of the congregation that has been established via regular bingo games, The committee shall insure that all games are conducted in accordance with appropriate city and commonwealth laws, and shall insure that this activity is conducted in such a manner as to promote and protect the best interests of the congregation.

### B. Building:

To formulate plans for a permanent structure for the congregation, or expansion of an existing structure in the future, at a time when the Board deems appropriate; to initiate discussions with architects, engineers, contractors, and other building professionals after said plans are approved by the Board and the congregation.

### C. Bulletin:

To coordinate the issuance of a monthly bulletin to all members and the general public as deemed appropriate, in order to keep apprised of current happenings and upcoming events and programs of the synagogue.

### D. Community Relations/publicity:

To supervise and carry out all matters relating to the furtherance of good public relations with the community; to develop programs through which the congregation may express its commitment to social justice and ethical concerns of Judaism; to coordinate appropriate publicity for all events, programs and activities of the congregation, for both internal information and public notification.

### E. Education:

To promote educational activities and programs for all the members of the congregation in conjunction with the rabbi. These programs shall include, but not be limited to, Sunday school, Hebrew classes, afternoon Hebrew school, etc.

### F. Facilities:

To keep the physical facilities of the congregation in good order and repair; to establish rules and regulations governing the use of the congregation's facilities with the approval of the Board of Directors; to supervise the purchase of and the inventory of supplies for the congregation; to secure and accept gifts of all major items to the congregation, including torahs, and to arrange suitable environments for their preservation and/or display.

### G. Finance:

To make and submit to the Board a detailed estimate of the income and current expenses of the congregation for the ensuing year, Any major expenditure for which no provision has been made in the annual budget shall be first considered by the committee who shall present a report to the Board at its next meeting. To determine reductions in dues or assessments for members who have shown financial hardship or need, to recommend to the Board specific uses for monies

collected via dues, assessments, memorials, and any other regular or special fund-raising endeavors. The president shall participate in discussions of hardship or need.

H. Legal:

To advise the Board of Directors with respect to any legal matters which affect the congregation.

I. Membership and Retention:

To secure new members and submit to the Board of Directors, with its recommendation, applications for membership in the congregation; to devise methods and advise the Board as to retention of current members.

J. Programming:

To coordinate all programs and initiate new programs that will provide a well-rounded and meaningful schedule of activities, including, but not limited to adult education, and general interest programming.

K. Ritual:

To advise the Board of Directors as to matters relating to religious services and, in the absence of the rabbi, to provide for the conduct of religious services; to provide assistance for religious services when necessary; to care for all ritual properties,

L. Social:

To schedule and supervise all social events of the congregation. The committee shall work closely with the Ritual Committee in the furtherance of this goal.

M. Steering:

To seek out and identify new synagogue needs and new areas of possible service; to examine and clarify the requirements of such projects and refer them to the Board; to prepare a scale of priorities and/or timetable for new projects that require extensive financing, unusual expenditure of time or long-range planning; and may also receive such projects from the Board for further scrutiny.

N. Ways and Means:

To advise the Board of Directors with respect to raising funds for the needs of the congregation, and to raise and solicit such funds.

O. Youth Activities:

To promote all manner of activities on the part of the young people of this congregation and to contribute to their knowledge of Jewish tradition, their respect for the Jewish religion, and their participation in wholesome social activities; to aid in the integration of these young people into the congregation as full members when they reach adulthood.

## ARTICLE X - EXECUTIVE SECRETARY

The Board of Directors may engage an executive secretary or executive director to perform such functions as may be assigned to him/her, in conformity with the duties of this position as outlined by the national association of temple secretaries. The compensation for this position will be determined by the Board.



## ARTICLE XI - THE RABBI

1. The rabbi shall be selected by a special pulpit committee appointed by the president of the congregation, and engaged on written contract for such period of time and at such salary as the committee may determine, with the approval of the Board of Directors. The matter shall then be referred to a meeting of the congregation where a two-thirds vote of those members present and voting shall be required for confirmation.
2. The rabbi may be elected for a term of years, or in the absence of any specified period of election, and after serving a minimum of three years, he shall be considered the rabbi of the congregation until formal action to terminate this relationship is taken. The rabbi or the congregation may terminate their relationship upon written notice of not less than five (5) months.
3. The following specific functions shall be performed by the rabbi for the benefit of the congregation:
  - A) He shall conduct Sabbath, high holy day, and festival services
  - B) He shall be the sole source of authority for all religious questions.
  - C) He shall be responsible for the curricula of all formal education programs.
4. The rabbi shall be a non-dues-paying member of the congregation and an ex-officio member of the Board of Directors and all standing committees.

## ARTICLE XII - MEETINGS

1. The congregation shall hold an annual meeting prior to 01 July. At this meeting, written reports shall be submitted by the president and rabbi and by any standing committees and auxiliaries; a budget for the coming year shall be presented; Directors, delegates and alternates to organizational meetings at which the congregation is to be represented shall be elected. Every member of the congregation shall be notified by mail at least ten (10) days prior to the holding of the annual meeting or of any adjourned meeting. Publishing the meeting notice in a routine mailing is considered notification, providing the correspondence is mailed with a reasonable expectation of arriving at least ten days prior to the annual meeting.
2. Special meetings of the congregation may be called by the president, or at the written request of a majority of the Board of Directors, or by written application of ten per cent (10%) of the voting congregational members. The call for a special meeting shall set forth the purpose of the meeting, and written notice thereof shall be mailed to each member at least seven (7) days prior to the time of such a meeting. Publication of such a call for a special meeting in the monthly bulletin of the congregation shall be adequate notice for the meeting provided the prescribed time regulations are observed. No business shall be transacted except that specified in the call or directly related thereto.

The Board of Directors shall have flexibility in scheduling special meetings. However, special meetings resulting from written application of congregational voting membership must take place within 60 days of submission to a regularly scheduled Board of Directors meeting.
3. Fifteen percent (15%) of the voting members of the congregation shall constitute a quorum at all meetings of the congregation.
4. Voting: decisions at all meetings shall be by majority vote of those members present and voting, except as may otherwise be specifically prescribed herein. No proxy votes will be allowed at any meeting.

### ARTICLE XIII - NOMINATIONS AND REMOVAL OF OFFICERS AND DIRECTORS

1. Nominations of all officers and Directors after the first election when the congregation is organized shall be made by a nominating committee appointed by the president with the consent of a majority of the Board of Directors at an official Board meeting. The nominating committee shall consist of two (2) members of the Board and three (3) members at-large of the congregation.
2. The slate of nominees shall consist of one (1) nomination for each office and for each Member at Large and one (1) Trustee.
3. After the first election nominations by the nominating committee shall be reported to the Board of Directors, and notice of said nominations shall be mailed to all members of the congregation at least one month prior to the election,
4. Nominations for any elective office may be made from the floor at the election,
5. Notice of nominations by petition must be mailed to all members of the congregation at least five (5) days before the election. A petition for nomination shall be signed by at least five (5) members of the congregation and presented to the president.
6. Removal:

Any officer or director may be removed from office by a two-thirds (2/3) majority vote of the members present and voting at any special meeting called for the purpose of acting upon charges after notice has been served on the officer or director proceeded against. (Note: see Article IV, Section 9 for removal of an officer or director for absences from Board meetings).

### ARTICLE XIV - AUXILIARY ORGANIZATIONS

Auxiliary organizations affiliated with the congregation may be formed with the approval of the Board of Directors. All voting members of such organizations shall first be members in good standing of the congregation, with the exception of youth organizations.

### ARTICLE XV - PURCHASE OF REAL ESTATE

Before any contract for the purchase, sale, or encumbrance of real estate by or for the congregation shall be entered into, the Board of Directors shall ascertain all the relevant facts and other information and submit them to the congregation at a regular or special meeting called for this purpose. It shall require a vote of two-thirds (2/3) of the members present and voting to authorize such purchase, sale or encumbrance of real estate.

### ARTICLE XVI - RULES OF ORDER

The rules of procedure at all meetings shall be determined by the latest revised edition of Robert's' rules of order as advised by the parliamentarian.

### ARTICLE XVII - AMENDMENTS

Amendments to this constitution and by-laws shall be presented in writing and shall be proposed by the Board of Directors or by at least ten (10) voting members of the congregation, and shall be filed with the secretary. Such amendments may be acted upon at any regular or special meeting of the congregation called for that purpose at which a quorum is present. Copies of the proposed amendment(s) shall be mailed to each member along with the notice of the meeting at least ten (10) days prior thereto. Publication of the call and proposed changes in the monthly bulletin of the congregation shall be adequate notice of such meeting provided that time requirements are met. An

affirmative vote of two-thirds (2/3) of the members present and voting shall be required for adoption of any amendment.

#### ARTICLE XVIII - DISSOLUTION OF THE CONGREGATION

Upon the dissolution of the synagogue, the Board of Directors shall, after paying or making provisions for the payment of all the assets of the synagogue exclusively for the purposes of the synagogue in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at all times qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future united states internal revenue law), as the Board of Directors shall determine. In no way shall any of the assets or property, in the event of dissolution, go or be distributed to any members, either for the reimbursement of any sums subscribed, donated, or contributed by such members, or for any other such purpose, it being the intent in the event of dissolution of this synagogue, or upon its ceasing to carry out the object and purposes herein set forth, that the property and assets then owned by the synagogue shall be devoted to the following non-profit, charitable purposes: religious purposes.

Based on constitution of 01 April 1982.

Revised 07 December 1988 to include all constitutional amendments and changes approved by the congregation at the annual congregational meetings in March of 1984, 1985, 1986, 1987, and 1988.

Additional amendments approved by the membership on 08 June 2008.