

# CONGREGATION BETH SHALOM

## PROPOSED AMENDED BYLAWS

As revised for consideration November 2017

### MISSION

Congregation Beth Shalom, an egalitarian Conservative Synagogue, welcomes individuals from diverse backgrounds to strengthen connections with God, Torah and the Jewish people through communal commitment to prayer, study and acts of loving kindness.

### ARTICLE I. NAME

The name of this Congregation shall be CONGREGATION BETH SHALOM.

### ARTICLE II. OFFICES

The principal office of the Congregation shall be in Overland Park, Johnson County, Kansas or such other location as shall be determined by the Board of Directors. The Congregation may also establish or maintain offices at such other place or places, either within or without the States of Missouri and Kansas, as the Board of Directors may from time to time deem appropriate.

### ARTICLE III. QUALIFICATION FOR MEMBERSHIP

Section 1. Status and Method of Applying - Any person of the Jewish faith may apply for membership in the Congregation. Any determination of the Jewish status of an applicant shall be made by the Senior Rabbi.

Section 2. Types of Members - The Congregation shall have three (3) types of membership available to individuals who are members of the Jewish faith as determined in accordance with Section 1:

(a) General Membership - There shall be (2) categories of general membership, as follows, each of which shall entitle a member to all Congregational benefits:

(i) Individual Membership - This type of general membership shall be available to unmarried individuals, whether single, widowed or divorced.

(ii) Family Membership - This type of general membership shall be available to married couples, as well as their unmarried children who are not self-supporting; to either spouse of a married couple and any unmarried children who are not self-supporting, and to any single, widowed or divorced individual and any of their non-married children who are not self-supporting.

(b) Associate Membership - Associate membership shall be available to persons who hold full membership in another congregation and desire to be affiliated with Congregation Beth Shalom. An Associate Membership only provides the opportunity to participate in the religious, educational, and social events and programs of Congregation Beth Shalom. It does not provide the right to participate in any aspect of the governance of the Congregation, the right to receive the services of the Rabbi(s) and Hazzan(s), or their associates, nor the right to purchase burial plots at Beth Shalom Mount Carmel Cemetery, or such other not-for-profit cemetery as the Congregation may own.

(c) Honorary Membership - Honorary membership may be accorded to any individual by unanimous agreement of the Board of Directors.

### Section 3. Congregational Benefits of General Members.

General Members - General members in good standing shall enjoy certain benefits including, but not limited to the following:

(a) The right to attend all Congregational meetings;

(b) The right to have a voice and a vote at all regular and special Congregational meetings, including the right to vote on any amendment to the Bylaws. Jewish spouses in the same Family Membership shall each have the right to vote;

(c) The right to vote for the election of members of the board of directors and officers;

(d) The right to hold office in the Congregation, to be a member of the Board of Directors and/or a member of a committee, subcommittee, and/or ad hoc committee of the Board of Directors;

(e) The right to participate in all religious services, life cycle events and other activities of the synagogue;

(f) The right to receive the services of the Rabbi(s) and the Cantor(s), or their associates, at marriage and funeral services of themselves, their parents or their children;

(g) The right to enroll their children in the religious school of the Congregation upon the payment of appropriate fees.

(h) The right to purchase burial plots at Beth Shalom Mount Carmel Cemetery, or such other not-for-profit cemetery as the Congregation may own, for themselves, their parents, or their children.

Section 4. Dues - All dues structures shall be approved and promulgated by the Board of Directors. Unless an approved plan is in place, dues shall be due and payable at the beginning of the Congregation's fiscal year in accordance with payment policies and procedures approved by the Board. To be and remain a member in good standing of the Congregation, a member must remain current in the payment of dues in accordance with the policies and procedures approved by the Board.

Section 5. Suspension - A member shall become delinquent if such member fails to pay the entire amount of his or her dues by the end of the Congregation's fiscal year, unless the member is fulfilling an approved payment plan. Any member who has become delinquent shall, within a period of four (4) weeks of such occurrence, be notified thereof in writing by the Executive Director. If within a period of four (4) weeks following the receipt of such written notice, the member has not paid the entire unpaid balance of such dues so as to cure the delinquency, then the membership of such person may be suspended by the Board of Directors until either the unpaid balance is settled or paid in full. During the period of any such suspension, the suspended member shall forfeit the right to receive or enjoy all congregational benefits.

Section 6. Resignations - Resignations communicated to the Synagogue may be accepted within the reasonable discretion of the President. Requests to resign may be made directly to the President and may be received by the Executive Director to be communicated to the President.

Section 7. Expulsion - Any member guilty of any act which may bring shame upon the Congregation or the Kehillah may be expelled from membership by a vote of two-thirds of the Board of Directors at any regular or special meeting.

#### ARTICLE IV. BOARD OF DIRECTORS

Section 1. Composition - the Board of Directors of the Congregation shall consist of no less than twenty-four and no more than twenty-seven (27) voting members, selected as follows:

- (a) Seven (7) Officers;
- (b) Seventeen (17) At-Large members;
- (c) A maximum of three (3) members appointed by the President for the purpose of serving as chair of a Standing Committee, as set forth in Article VII, Section 1.

Section 2. Ex-officio Directors – the Past Presidents of the Congregation, the President of the Beth Shalom Foundation, and the Presidents of the Beth Shalom Sisterhood and the Beth Shalom Men's Club shall be non-voting, Ex-officio members of the Board of Directors

Section 3. Authority - Except as otherwise provided, the Board of Directors shall be the governing body of the Congregation and shall have the authority to make all decisions except for those expressly reserved to the Congregation. A quorum of ten voting members shall be required for the conduct of business by the Board of Directors. A simple majority of those voting Board members constituting a quorum present for a regular or special meeting of the Board shall be sufficient for actions taken by the Board.

Section 4. Qualifications - No individual may be a member of the Board of Directors unless such individual is a General Member of the Congregation in good standing. In addition, no member of the Board of Directors may be a member of a Board of Directors, or comparable body, of any other synagogue in the greater Kansas City metropolitan area.

Section 5. Nomination of Board Members -

(a) Not later than the 1st day of March of each year, a Nominating Committee shall be appointed to select nominees to fill vacant positions on the Board of Directors for the forthcoming fiscal year. The name of the Chair of the Nominating Committee shall be published in the first edition of The Scroll or other congregational publication following the selection of the committee. The Nominating Committee shall be chaired each year by the most immediate Past President of the Congregation who is willing to serve.

(b) The Nominating Committee shall consist of the Chair and nine (9) General Members of the Congregation in good standing, selected by the Chair in consultation with the President of the Congregation. There shall be four (4) members of the Board of Directors and five (5) General Members of the Congregation in good standing. No members of the Nominating Committee shall be from the same family

membership unit.

(c) At least thirty (30) days prior to the Annual Meeting of the Congregation, the names placed in nomination by the Nominating Committee shall be published in The Scroll or other congregational publication along with a reproduction or accurate description of this section of the Bylaws. Following such publication, additional qualified persons may be nominated by a General Member of the Congregation in good standing upon submission of a written petition containing the signatures of at least twenty (20) General Members of the Congregation in good standing.

(d) At least ten (10) days prior to the Annual Meeting of the Congregation, a final list of all nominees shall be published in The Scroll or other congregational publication.

(e) At the Annual Meeting of the Congregation, the Nominating Committee shall recommend as nominees as many individuals as are to be elected Directors at such meeting. Any individuals recommended pursuant to subparagraph (c) hereof, if not included in the recommendations of the Nominating Committee, shall also be placed in nomination at such meeting.

Section 6. Election - New members of the Board of Directors shall be elected at the Annual Meeting of the Congregation.

Section 7. Terms of Office - The term of any elected member of the Board of Directors shall be three (3) years. Unless such individual is also an officer of the Congregation, no individual may be elected to the Board of Directors for more than two (2) successive terms. After serving the maximum permitted number of successive terms, an individual may not be reelected to the Board of Directors for at least one (1) year. Board members appointed by the President shall serve for a one-year term and may be appointed for no more than three successive one year terms.

Section 8 Midterm vacancy - When a position becomes vacant before the end of a term, the President may appoint a member in good standing to complete the term, with the approval of the Chair of the Nominating Committee and the Executive Committee. If the appointee has served fewer than two years in fulfillment of the vacancy, that individual may serve two full additional terms.

Section 9 Resignation – A Board Member may resign from the Board of Directors by submitting a letter of intent to resign to the Board President. The resignation shall be effective upon receipt of the letter.

Section 10. Life Board Members – Those members of the Board who, prior to the adoption of these By-laws, were Life Board Members shall be Trustees of the Congregation and shall remain Trustees so long as they continue to be members in good standing of the Congregation.

Section 11. Mutual Expectations – The Board shall develop a list of activities that define its mutual expectation of the performance of individual Board members. Semi-annually, Board members will be surveyed anonymously to obtain a measure of overall Board performance.

## ARTICLE V. OFFICERS

Section 1. Officers - The Officers of this Congregation shall consist of a President, a Vice-President for Education, a Vice-President for Religious Activities, a Vice-President for Programming, a Secretary, a Treasurer and an Immediate Past President. One Vice-president shall also serve as Executive Vice-president. The holding of any particular office by any individual shall not automatically entitle such individual to be elected in the future to any other office.

Section 2. Qualifications –

(a) A nominee for President shall have served as Executive Vice-President immediately prior to election as President, except in the event of a Vacancy in the Office of the President or as otherwise set forth in this section. Notwithstanding any other provision of this section, the Nominating Committee may nominate a current officer or a past President if the Executive Vice-President is unable or unwilling to serve as President.

(b) To be eligible for election as Executive Vice-President, a nominee shall have previously served a minimum of two years as an officer.

(c) To be eligible for election to all other Offices, a nominee shall have served at least one year on the Board of Directors.

### Section 3. Nomination of Officers of the Board

(a) Not later than the 1st day of March of each year, a nominating committee shall be appointed to select nominees for the next fiscal year. The names of the members of the Nominating Committee shall be published in the first edition of The Scroll or other congregational publication designated for that purpose following the selection of the committee. The Nominating Committee shall be chaired by the most Immediate Past President of the Congregation who is willing to serve.

(b) The Nominating Committee shall consist of the Chair and nine (9) General Members of the Congregation in good standing selected by the Chair in consultation with the President of the Congregation. There shall be four (4) members of the Board of Directors and five (5) General Members of the Congregation in good standing. No members of the Nominating Committee shall be from the same family unit.

(c) At least thirty (30) days prior to the Annual Meeting of the Congregation, the names of individuals nominated shall be published in The Scroll or other congregational publication along with a reproduction or accurate description of this section of the Bylaws.

(d) Following such publication, additional qualified persons may be nominated by a member of the Congregation upon submission of a written petition containing the signatures of at least twenty (20) General Members of the Congregation in good standing. In order to be qualified, nominees shall meet the requirements set forth in Section 2 herein.

(e) At least ten (10) days prior to the Annual Meeting of the Congregation, a final list of all Officer nominees shall be published in The Scroll or other congregational publication.

(f) At the Annual Meeting of the Congregation, the Nominating Committee shall present its slate of proposed officers to the congregation.

Section 4. Election – Officers shall be elected by a majority vote of those General Members in good standing in attendance at the Annual Meeting of the Congregation.

Section 5. Term of Office - Officers of the Congregation shall serve a term of one year and shall begin their respective duties upon being installed. No individual may serve more than two (2) successive terms in a particular office. Except for a President, no individual shall serve as an officer for more than eight consecutive years.

Section 6. Filling of Vacancies - A vacancy in any office shall be filled for the unexpired term at a special meeting of the Board of Directors to be held within sixty (60) days after such vacancy occurs.

Section 7. President - The President shall be the Chief Executive Officer of the Congregation, the Chairman of the Board of Directors, and the Chairman of the Executive Committee. The President shall have general supervision over the business of the Congregation and over its officers, subject to the advice and consent of the Board of Directors. The President shall preside at all meetings of the Congregation and the Board of Directors, shall serve as an ex officio member of all committees, and shall exercise and perform such other powers and duties as may from time to time be delegated or assigned by the Board of Directors.

Section 8. Executive Vice-President - Standing committees dealing with Budget, Audit, Buildings and Grounds and Membership shall report to the Executive Vice-President. The Executive Vice-President shall assist the President in the discharge of their duties and shall serve as Acting President during any period when the President is absent or unable to serve. In addition, the Executive Vice- President shall perform such duties as may from time to time be assigned by the President or the Board of Directors.

Section 9. Vice-President for Education – Standing Committees dealing with formal and informal education programs and activities of the Congregation, including, but not limited to, School, Early Childhood Education, Adult Education, Library, Scholarship, and Youth shall report to the Vice- President for Education. In addition, the Vice-President for Education shall perform such duties as may from time to time be assigned by the President, or by the Board of Directors.

Section 10 – Vice-President for Religious Activities– Standing committees dealing with the religious programs and activities of the Congregation, including, but not limited to, Ritual, Cemetery, and Memorials shall report to the Vice-President for Religious Activities. In addition, the Vice-President for Religious Affairs shall perform such duties as may from time to time be assigned by the President or the Board of Directors.

Section 11 Vice-President for Programming – Standing committees dealing with the Congregation’s programs, including but not limited to, Chesed, Lechem, and Mitzvah Day shall report to the Vice-President for Programming. In addition, the Vice-President for Programming shall perform other such duties as may from time to time be assigned by the President or Board of Directors.

Section 11 Secretary – Standing committees dealing with the Congregation’s Communications requirements, shall report to the Secretary. The Secretary shall record and preserve the minutes of all meetings of the Congregation and of the Board of Directors. In addition, the Secretary shall perform other such duties as may from time to time be assigned by the President or by the Board of Directors.

Section 12 Treasurer – Standing committees dealing with the Fund Development programs and activities of the Congregation, including, but not limited to, High Holiday Appeal, Yizkor Book and Simchah Tree, shall report to the Treasurer. The Treasurer shall perform the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to them by the President or the Board of Directors.



Section. 13 Immediate Past President – The Immediate Past President shall serve as Chair of the Nominating Committee and shall perform such other duties as may from time to time be assigned by the President or the Board of Directors.

Section 14 Removal of Officers - The Board of Directors may remove any officer of the Congregation who engages in conduct unbecoming an officer or adversely affecting the good name of the Congregation. Such removal from office shall require the affirmative vote of at least two-thirds of the members of the Board of Directors present and eligible to vote at a meeting of the Board expressly called for such purpose by at least ten (10) members of the Board of Directors.

ARTICLE VI. EXECUTIVE COMMITTEE

Section 1. Composition - The Executive Committee shall consist of the Officers of the Congregation. The President, or if unavailable, the Executive Vice-President, shall serve as Chair of the Executive Committee.

Section 2. Authority - The Executive Committee, by majority vote of its members, shall be authorized to act for and on behalf of the Congregation in all matters requiring action during the intervals between meetings of the Board of Directors. The Executive Committee shall have such powers as are granted to it by these Bylaws and shall have such other powers as may be delegated to it from time to time by the Board of Directors, provided that the Executive Committee shall have no power, except in cases of emergency, to authorize the expenditure of funds for any purpose in excess of the amounts budgeted for that purpose.

Section 3. Reports to Board - The Executive Committee shall render reports of its activities to the Board of Directors.

ARTICLE VII. STANDING AND SPECIAL COMMITTEES

Section 1. Standing Committees Chaired by Members of the Board of Directors - The Standing Committees, whose chairs shall be selected from the Board of Directors, shall be as follows:

- 1. Budget
- 2. Buildings and Grounds
- 3. Membership
- 4. School
- 5. Ritual

Section 2. Standing Committees not necessarily chaired by Members of the Board of Directors shall be as follows:

1. Early Childhood
2. Adult Education
3. Scholarship
4. Cemetery
- 5 Youth Activities

Section 3. Additional Committees - In addition to the Standing Committees, there shall be such Ad Hoc committees or Subcommittees as the President or the Board of Directors may from time to time deem necessary or advisable. Upon completion of its assignment, each such committee shall be considered terminated.

Section 4. Appointment of Committee Chairs – Within 30 days of being elected, the President shall appoint the Chairs of the Standing Committees. The Chairs of the following specific Standing Committees shall be either elected members of the Board of Directors or appointed to the Board of Directors by the President for the purpose of serving as a Chair of a Standing Committee: Budget, Buildings and Grounds, Membership, Education, and Ritual.

Section 5. Terms - All committee chairs shall serve for a term of one (1) year and may be reappointed to the same position at the discretion of the President.

Section 6. Committee Members - The Chair of each committee, in consultation with the President shall be responsible for the selection, re-appointment and termination of members of such committee.

Section 7. Membership of Standing, Ad Hoc, and Subcommittees - Each committee shall consist of the number of members as the Chair deems necessary. All members of Subcommittees shall be members of the parent committee. The Senior Rabbi, the President, and the Executive Director shall be ex officio members of each committee. The chair or co-chair of each committee shall be an ex officio member of each subcommittee.

Section 8. Powers of Committees - The committees shall have the powers, duties, and responsibilities set out herein. The acts and recommendations of all committees shall be reviewed by the Board of Directors. Expenditures of each committee, when authorized by the budget thereof, shall be approved by the Chair.

Section 9. Functions, Duties, and Responsibilities of Standing Committees. Standing Committees shall meet at least twice during each fiscal year. Keeping in line with Board best practice that focuses on governance and assumes that our professional staff is competent to do their jobs, the roles of these committees is limited to being responsible for communication of Board Policy, consultation, and evaluation of program performance. These committees are not responsible for operational or management functions.

(a) Budget Committee - The Budget Committee shall prepare and recommend the annual Congregational budget to the Board of Directors, meet periodically to examine the financial status of the Congregation and recommend policies for increasing the Congregation's revenues.

(b) Building and Grounds Committee - The Building and Grounds Committee shall be available to advise the Executive Director regarding maintenance of the building, grounds and equipment; recommend policies governing the use of synagogue facilities; and propose and periodically review rates for rentals and charges for the use of the facilities.

(c) Membership Committee - The Membership Committee shall be available to recommend a schedule of membership fees and charges to the Board of Directors; determine the good standing of members; conduct periodic reviews of membership policies; recommend adjustments of dues assessments; develop programs for the recruitment and retention of members; and establish direct contact with potential new members.

(d) Adult Education Committee - The Adult Education Committee shall be available to advise the Senior Rabbi and the Director of Congregational Learning, about Adult Education programs and shall make policy and budgetary recommendations to the Board of Directors as it deems appropriate.

(e) Scholarship Committee - The Scholarship Committee shall recommend to the Board criteria for awarding scholarships that enable deserving students to attend approved schools or camps, or otherwise further their Jewish education. The Committee shall allocate the funds received for scholarships, maintain proper records thereof, and submit annual reports of its activities to the Board of Directors.

(f) School Committee - The School Committee shall annually review the curricula and operating procedures of Congregation Beth Shalom Schools in consultation with the Director of Congregational Learning. The Executive Director and the Director of Elementary and Secondary Education shall be ex-officio members of the School Committee.

(g) Early Childhood Committee – A Nursery School Committee shall be appointed to collaborate with the Director of Early Childhood Education regarding the development of curriculum and the operation of the Early Childhood Education program. The Director of Early Childhood Education, the Director of Congregational Learning and the Executive Director shall be ex officio members of the Nursery School Committee. -

(h) Youth Activities Committee - The Youth Activities Committee, in consultation with the Youth Director, shall advise the Board of Directors and the Director of Congregational Learning regarding the operation of the Beth Shalom Youth Activities Program. The Chair shall appoint at least five (5) members who have children eligible for participation in youth programs.

(i) Ritual Committee - The Ritual Committee, in consultation with the Senior Rabbi, shall designate the hours for services, appoint special lay Cantors and readers, consider and recommend to the Board of Directors proposed changes in rituals, and act on all other matters of ritual that may be referred to it by the Board of Directors. The Ritual Committee shall determine the method of the allotment of "aliyot." The Ritual Committee shall determine the qualifications and number of Gabbayim, and shall recommend to the President the persons to be appointed as Gabbayim. The Committee may recommend one member to be appointed Gabbai Rishon. The Senior Rabbi, Assistant Rabbi and Hazzan shall be ex officio members of the Ritual Committee.

(j) Cemetery Committee - The Cemetery Committee shall have responsibility for advising the Executive Director with regard to the operation of Mt. Carmel Cemetery and such other cemetery properties as the Congregation may acquire.

Section 9. Jurisdictional Questions - Any questions regarding the respective areas of jurisdiction of any special or standing committee shall be referred to the Board of Directors for its decision.

#### ARTICLE VIII. MEETINGS

Section 1. Regular Meetings of the Board of Directors - There shall be at least ten (10) regular meetings of the Board of Directors in each fiscal year. Notice of each such regular meeting shall be sent to each member of the Board of Directors, along with an agenda for the meeting, at least ten (10) days prior to such meeting.

Section 2. Regular Meetings of the Congregation - There shall be at least one (1) Regular Meeting of the Congregation to be held in the spring of the year. The meeting agenda shall include a review of the Congregation's financial condition. The spring meeting shall be the Annual Meeting of the Congregation, to be held between the first day of May and the 30th day of June each year. Notice of the time and place of each regular meeting of the Congregation shall be published in The Scroll and shall be sent by regular mail to the members of the Congregation at least ten days prior thereto.

Section 3. Special Meetings of the Congregation and the Board of Directors - Special meetings of the Congregation and/or the Board of Directors may be called by the President whenever the President deems it necessary or advisable, or upon written request signed by at least fifty (50) General Members of the Congregation in good standing or at least ten (10) members of the Board of Directors. The President shall preside at special meetings of the Congregation and the agenda for such meetings shall be set by the President or shall consist of the matters contained in the written request for such meeting. Notice of the time, place and agenda of such meetings shall be published in The Scroll or other congregational publication and shall be sent by regular or electronic mail to the members of the Congregation or the Board of Directors. At least fourteen (14) days' notice shall be given for special meetings of the Congregation, and at least two (2) days' notice shall be given for special meetings of the Board of Directors.

Section 4. Attendance at Meetings - Attendance at meetings of the Congregation shall be limited to the members thereof and to any other persons whom the President has invited to attend.

Section 5. Quorum for Meetings of the Congregation - Except as otherwise set forth in these Bylaws, fifty (50) members in good standing shall constitute a quorum for regular and special meetings of the Congregation.

Section 6. Elections – All elections at meetings of the Congregation and the Board of Directors shall be by voice vote unless some other method is adopted by a two-thirds vote of those present and eligible to vote. The nominees receiving the largest number of votes shall be declared elected.

Section 7. Rules of Order - The business meetings of the Congregation and of the Board of Directors shall employ a consensus based decision making process except for those decisions required by these by-laws to be determined by a majority vote. Consensus decision making is a creative and dynamic way of reaching agreement between all members of a group. Rather than simply voting for an item and having the majority getting its way, we are committed to finding solutions that everyone actively supports, or at least can live with.

#### ARTICLE IX. PROFESSIONAL STAFF

Section 1. Selection of professional staff- The Professional Staff may consist of the Rabbi(s), Director of Congregational Learning/Hazzan, Director of Early Childhood Education, and Executive Director.

Section 2. Initial Employment - Members of the professional staff shall be initially engaged in accordance with the following procedure:

(a) A special committee shall be appointed by the President for the purpose of selecting and interviewing applicants for professional staff positions. The special committee shall include, at a minimum, a past President of the Congregation, if available, the chair and at least two (2) additional members in good standing. The special committee shall consult with the Senior Rabbi.

(b) After selecting and interviewing applicants, the special committee shall make its recommendation to the Board of Directors.

(c) A regular or special meeting of the Board of Directors to act on the recommendation shall be convened in accordance with these Bylaws.

Section 3. Term of Office and Method of Election - No person shall be engaged as a member of the professional staff for an initial term of more than three (3) years.

#### Section 4. Contracts -

(a) Members of the Professional Staff shall be engaged solely pursuant to the terms of a written contract.

(b) These Bylaws and such other rules and regulations of the Congregation as may be in effect from time to time shall be a part of every contract for services with any member of the professional staff.

#### Section 5. Contract Renewal -

(a) The President of the Congregation and such other members of the Board of Directors as the President may appoint, shall consult with the incumbent member of the professional staff not earlier than twelve (12) months and not later than seven (7) months prior to the expiration of such professional's contract in order to determine whether or not the incumbent member of the professional staff desires renewal of his or her contract. If the professional desires renewal of such contract, then the Board of Directors shall proceed as follows:

(b) A notice of intention to renew a professional contract shall be prominently placed in The Scroll or other Congregational publication sent to all congregation members.

(c) The appropriate advisory committee shall submit its recommendation to the President and to The Board of Directors regarding the renewal of the professional's contract. The advice of the active and incumbent Senior Rabbi shall be included in the committee's recommendation except in the case of the renewal of the Senior Rabbi's contract.

(d) A regular or special meeting of the Board of Directors shall be convened in accordance with the provisions of these Bylaws and the notice of such meeting shall specifically state that the renewal of the contract of the professional in question will be considered at the meeting. At such meeting, the recommendations of the appropriate advisory committee shall be submitted to those present.

(e) Renewal of a professional contract shall be determined by majority vote of those present at the meeting of the Board of Directors.

(f) The President, or one or more others designated by the President, shall negotiate the terms of the written contract with the professional, such terms to be subject to the approval of the Board of Directors.

## ARTICLE X. MISCELLANEOUS

Section 1. Persons Officiating at Synagogue - No person shall officiate at any marriage or funeral within the Synagogue except the Senior Rabbi or whomever such Rabbi may designate with the consent of the President. Participation by other Rabbis or Cantors at weddings and funerals shall be under the supervision of the Senior Rabbi.

Section 2. Use of Words - Wherever words are used, or terms defined herein in the singular, such words and definitions shall be construed also as if used in the plural in all cases where they would so apply, and whenever words are used, or terms defined herein in the masculine gender, such words and definitions shall be construed also as if used in the feminine gender in all cases where they would so apply.

Section 3. Fiscal year - The fiscal year of the Congregation shall begin on the first day of July and end on the thirtieth day of June of each year.

Section 4. Execution of Instruments - All deeds, mortgages, and other instruments and documents drawn or executed on behalf of the Congregation shall be signed by the President and a Vice- President (including the Executive Vice-President), and shall be attested by the Secretary.

Section 5. Checks and Promissory Notes - All checks affecting a withdrawal of the funds of the Congregation and all promissory notes executed by or on behalf of the Congregation shall be signed and countersigned by any two persons designated by the Board of Directors.

Section 6. The Congregational Bylaws shall be reviewed every five years by a governance committee appointed by the President.

## ARTICLE XI. AMENDMENT OF BYLAWS

Section 1. A proposal to amend or repeal any provision of these Bylaws shall be in writing and shall be signed by at least thirty (30) General Members in good standing submitted to the President who shall submit the proposal to the Board of Directors. At least seven (7) days written notice of a proposed amendment or repeal shall be given for a regular or special meeting of the Board of Directors, and such notice shall contain a copy of the proposed amendment or of the provision proposed to be altered or repealed. If the Board of Directors by a vote of two-thirds of the members present who are eligible to vote recommends the adoption of the alteration, amendment or repeal, the President shall call a meeting of the Congregation and shall submit the recommendation of the Board to the members of the Congregation. At least ten (10) days prior notice of such meeting of the Congregation shall be given and the notice shall contain a copy of the proposed amendment or of the provision proposed to be repealed. A vote of two-thirds of the General Members in good standing present shall be required to adopt any such amendment, alteration or repeal, which shall become effective immediately upon adoption unless otherwise specified.

Section 2. If any proposal to amend or repeal any provision of these Bylaws is not adopted as provided, such proposal cannot be submitted again until the expiration of twelve (12) months from the date of the last meeting of the Congregation to which the proposal was presented for approval.