

**THE EMANUEL SYNAGOGUE**  
**BY-LAWS**

**ARTICLE I**  
**THE BOARD OF TRUSTEES, MEETINGS**

Sec. 1. Meetings. The Board of Trustees (hereinafter, the "Board") may meet at the Emanuel Synagogue (hereinafter, the "Congregation" or "Synagogue") or at such other location as it may designate and at such times as it may deem advisable, but at least once in each month, except during the months of July and August (unless meetings for said months are called at the discretion of the President). Notices of all meetings shall be mailed by the Secretary to the members of the Board at least five (5) days prior to each meeting.

Sec. 2. Quorum. Twelve (12) Elected Members of the Board shall constitute a quorum for the transaction of business. "Elected Members of the Board" are more specifically described in the Emanuel Synagogue Constitution (hereinafter, the "Constitution").

Sec. 3. Governance. The governance of the Synagogue by the Board of Trustees is set forth in the Constitution and these By-laws.

**ARTICLE II**  
**THE OFFICERS**

**The President**

The President shall preside at all meetings of the Congregation and of the Board. The President shall appoint the Chairpersons of all Standing Committees provided for by these By-Laws, and any special committees established by the Board. The President shall be an ex-officio member of all committees. The members of any committees nominated by the Chairperson shall be subject to the approval of the President.

The President shall act as the Board of Trustees' representative in its dealings with the professional staff and auxiliary organizations. The President shall make regular reports to the Board of Trustees and refer to the Board of Trustees all matters that require the action of the Board of Trustees. The President shall be authorized to sign all official documents for the Congregation and perform such other duties as may be specifically required by the Board. The President shall be empowered to call special meetings of the Board; and it shall be his or her duty to call a special meeting of the Board to be held within seven (7) days of written application signed by twelve (12) Elected Members of the Board, stating the purpose for which such meeting is called. Should the President neglect or fail to comply with any such application, either the First, Second, or Third Vice President shall call such meeting.

## The Vice Presidents

In the absence of the President, or should the President become incapacitated to perform the duties of office, the same shall devolve upon the Vice Presidents in order (i.e., the First Vice President followed by the Second Vice President followed by the Third Vice President). Each Vice President shall be delegated responsibility for various Committees of the Synagogue by the Executive Committee, as set forth more below in Article IV of the By-Laws.

## The Treasurer

Sec. 1. Bond. The Treasurer shall not enter upon the duties of office until a bond has been delivered to the Board in such form, in such amount, and with such surety, as shall be approved by the Board.

Sec. 2. Receipts and Disbursements. The Treasurer shall collect all monies due to the Congregation, and pay all its obligations. The Treasurer shall keep a correct account of such receipts and disbursements, and submit a report thereof to each Board Meeting.

Sec. 3. Signature. To be valid, a check or other order for the payment of money must be signed by any two of the following: the President, the Treasurer, the Assistant Treasurer, or the Executive Director. Any party with signatory power shall not enter upon the duties of office until a bond (in such form, in such amount, and with such surety as shall be approved by the Board) has been delivered to the Board on behalf of such person.

Sec. 4. Depositories. The Treasurer shall deposit the funds of the Congregation in its name in such banks or duly licensed financial institutions as the Board may designate.

Sec. 5. Records. The books, vouchers and records of the Treasurer shall at all times be open to inspection by any member of the Board.

Sec. 6. Treasurer of Committees. The Treasurer shall also be the Treasurer of the Cemetery Committee and of the Endowment Committee.

## The Assistant Treasurer

The Assistant Treasurer shall perform all such duties as may be delegated by the Treasurer and shall act in the absence of the Treasurer.

## The Secretary

The Secretary shall make and keep proper minutes of all meetings of the Congregation and of the Board and shall conduct correspondence of the Board and the Congregation, and shall carefully preserve all books, papers and documents belonging to the Congregation that have been entrusted to the Secretary. The Secretary's books shall at all times be ready for inspection by members of the Board.

### The Assistant Secretary

The Assistant Secretary shall perform all such duties as may be delegated by the Secretary and shall act in the absence of the Secretary.

### Removal of an Officer

An officer may be removed for "cause" by a two-thirds (2/3) vote of the eligible voting members of the Board of Trustees present at a duly called meeting provided that notice of such proposed action shall have been sent to such officer, via certified mail, return receipt requested, at the address appearing on the books of the Congregation; and, provided further, that such officer shall have been given an opportunity for a hearing before the Board of Trustees. "Cause" shall include, without limitation, the conviction of a felony, the commission of any crime involving Synagogue property, the conviction of any other act inappropriate for an officer of a Synagogue, or the violation of the Conflicts of Interest Policy adopted by the Board of the Trustees.

## **ARTICLE III** **COMMITTEES, APPOINTMENTS**

Sec 1. Standing Committees. There shall be the following Standing Committees of the Board at the Synagogue: 1. Executive; 2. Cemetery; 3. Board of Education; 4. House; 5. *B'Yadenu* (Social Action); 6. Membership, Marketing and Retention; 7. *Chesed* (Caring); 8. Ritual; 9. Adult Education; 10. Finance; 11. Audit; 12. Fundraising; 13. Dues and Assessment; 14. Endowment; and 15. Scholarship Awards.

Sec. 2. Chairpersons. The President shall name the Chairperson of each Standing and Special Committee, and the Vice Chairperson, if any. All Chairpersons may attend meetings of the Board, but shall not be entitled to vote unless otherwise eligible.

Sec. 3. Appointment. Within one (1) month of the President's election, after consulting with the Executive Committee, the President shall review and approve or disapprove of such members nominated by the Chairpersons of the Standing Committees. The President may also add to such committees any member in good standing from the Congregation or fill any vacancies in any committees or remove any member, including the Chairperson, of any committee.

Sec. 4. Special Committees. The President may establish Special Committees of the Board, and review and approve or disapprove of the members nominated by the Chairperson. Such Special Committees may include, but not be limited to, the Music Committee and the Art Committee.

Sec. 5. Meetings. Every Standing Committee shall meet at least twice in every fiscal year, and shall make a report of its doings regularly to the Executive Committee and/or the Board; each Special Committee shall meet promptly after its appointment and report to the Executive Committee and/or the Board when called upon.

#### **ARTICLE IV** **COMMITTEE, DUTIES, FUNCTIONS**

To the extent that the Board delegates any power(s) to a committee, such committee and its decisions shall remain, at all times, subject to the review of the Board.

##### Executive Committee

Sec. 1. Members. The Executive Committee shall consist of the officers of the Synagogue and its immediate past President and shall advise and assist the President in the President's role as the Board of Trustees' representative in its dealings with the professional staff and auxiliary organizations. If the immediate past President is unavailable to serve on the Executive Committee, the Board of Trustees may appoint a former president to serve on the Executive Committee until there shall be an immediate past President available to serve.

Sec. 2. Ex-Officio Members. The Rabbi, the Executive Director and the Director of Education shall serve as ex-officio members of the Executive Committee.

Sec. 3. Chairperson. The President of the Synagogue shall serve as the Chairperson of the Executive Committee. In the absence of the President, the acting Chairperson shall be such member of the Executive Committee as the Chairperson designates. If an acting Chairperson shall not be designated, the immediate past President of the Synagogue shall serve as Chairperson of the Executive Committee.

Sec. 4. Meetings. The Executive Committee shall meet every month except as otherwise directed by the President.

Sec. 5. Records and Reporting. The Secretary or Assistant Secretary shall keep minutes of all Executive Committee proceedings. The Chairperson shall keep the Board of Trustees apprised of all deliberations of the Executive Committee, including, but limited to, the approval of any expenditure of a non-budgeted item in excess of five hundred (\$500.00) dollars.

Sec. 6. Delegation of Responsibilities to Vice Presidents of Synagogue. At the discretion of the Executive Committee, each Vice President may be delegated oversight and responsibility over one or more Standing Committees and Special Committees of the Board for the purpose of monitoring the administration of such Committees for the Executive Committee and/or the Board of Trustees. A Vice President may serve as Chairperson of any Standing Committee or Special Committee.

Sec. 7. Responsibility for Professional Staff Evaluations. The President shall delegate to members of the Executive Committee the oversight of the performance evaluations of the professional employees of the Synagogue through any duly appointed Special Committee, which may include any other members of the Congregation. The Executive Committee shall report the results of all evaluations to the Board.

#### Cemetery Committee

Sec. 1. Members. The Cemetery Committee shall consist of not less than five (5) members who shall constitute and be known as "The Cemetery Committee of the Emanuel Synagogue".

Sec. 2. Chairperson. The Chairperson shall call, and preside at, all meetings of the Cemetery Committee, but in the Chairperson's absence or inability to act the Vice Chairperson shall preside.

Sec. 3. Treasurer. The Treasurer of the Synagogue shall keep true and correct accounts of all receipts and disbursements of the Committee and make report thereof to the Board periodically.

Sec. 4. Records. The Cemetery Committee shall keep a record of all its doings. All of its books and records shall be kept at the office of the Congregation.

Sec. 5. Duties, functions. The Cemetery Committee shall have charge of the Cemetery, the care and maintenance thereof, the sale of plots therein, and interment matters in general. It shall, when necessary, name a schedule of prices for all burial plots and graves and uniform fees for all burials and services. It shall keep proper records and accounts of all its transactions and report thereon to the Board periodically. It shall deposit its funds in such banks and/or duly licensed financial institutions as shall be approved by the Board. It may invest these funds in such securities as shall be approved by the Board. No checks or other orders of payment of money issued by it shall be valid unless signed by any two of the President, Treasurer/Assistant Treasurer, or the Executive Director. The Cemetery Committee shall render an accounting of its receipts and disbursements and all burials to the Board at the Board's regular meetings.

The Cemetery Committee shall prepare proper rules and regulations governing the use of the Cemetery, which rules and regulations, when approved by the Board shall be published to the Congregation. From time to time, as and when it deems such action necessary, the Cemetery Committee also shall change or amend these rules and regulations, which changes or amendments, however, shall not become effective until approved by the Board and published to the Congregation.

All deeds of conveyance for plots or graves in the Cemetery shall be signed by the President of the Congregation or in the President's absence, any of the Vice Presidents, which signature must be witnessed and notarized. All deeds shall provide that the owners of such plots or graves must comply with the rules and regulations then in existence or as thereafter amended.

Board of Education Committee.

Sec. 1. Members/Duties. The Board of Education shall consist of not more than nine (9) members nor less than five (5) members. It shall have charge of the Religious School of the Synagogue. It shall authorize and approve the selection of teachers recommended by the Director of Education. In its discretion, the Board of Education shall (a) recommend to the Board the engagement of a Director of Education, including the terms and conditions of such engagement; and (b) authorize and approve the curricula prescribed by the Director of Education.

Sec. 2. Chairperson. The Chairperson shall call and preside at all meetings of the Board of Education, but in his or her absence or inability to act, the Vice Chairperson shall preside.

Sec. 3. Duties. Subject to the approval of the Board of Trustees, the Board of Education, shall, after considering the recommendations of the Director of Education, set policy and formulate and adopt rules and regulations regarding the operation and conduct of the Religious School, including, but not limited to, the curriculum, hiring and discharge of teachers and other employees of the Religious School (with the exception of the Director of Education), determination of terms, sessions, and schedules of attendance of students attending the Religious School.

Sec. 4. Subcommittees. The Chairperson of the Board of Education shall establish subcommittees as required by the business of the Board of Education and appoint Chairpersons from the membership of the Board of Education. Such subcommittees may include, but not be limited to, the Library Committee and the Youth Activities/Kadima/USY Committee. The Chairperson of each subcommittee may select members to serve from the Synagogue's membership, subject to the approval of the Chairperson of the Board of Education.

Sec. 5. Meetings. Meetings of the Board of Education shall be open to any member of the Synagogue who wishes to attend; provided, however, that the Board of Education may meet in closed executive session at its own discretion; and provided, further, that the Board of Education shall meet in open session at least once every month during the school year.

Sec. 6. Submission of Budget. The Board of Education shall submit its proposed annual budget to the Finance Committee for approval. Said budget shall be submitted on or before March 31st of each year.

### House Committee

The House Committee shall have charge of the physical plant of the Synagogue, any buildings connected therewith, and the equipment and facilities thereof, including the responsibility for the maintenance and repair of the foregoing, subject to the approval of the Board. With the advice and consent of the Board, the House Committee may prepare and publish rules governing the use of such properties, equipment and facilities, and a schedule of rentals for the use of the same.

### *B'Yadenu* (Social Action Committee)

The Social Action Committee (*B'Yadenu*) shall plan and execute the programs and events relating to the on-going needs of the community. The responsibilities of the committee shall include, but not be limited to, the coordination of food drives and religious services at the Hebrew Home and Hospital or other locations. The Committee shall remain in contact with the Jewish Association for Community Living.

### Membership, Marketing and Retention Committee

The Membership, Marketing and Retention Committee shall be charged with the duties of keeping the membership at a maximum number, by recruiting new members, and of attempting to retain members who decide to resign.

### *Chesed* (Caring Committee)

The Caring Committee (*Chesed*) shall keep itself informed of all members who may become sick and shall endeavor to make visits to them.

### Ritual Committee

The Ritual Committee, composed of members of the Congregation and advised by the religious professional employees, shall be charged with establishing and maintaining the religious standards of the Synagogue and the promotion of conservative Judaism. The Chairperson of the Ritual Committee may establish subcommittees, including, but not limited to, an Ushers Committee and Gabbai Committee.

### Adult Education Committee

The Adult Education Committee shall identify interest and needs for adult education programs and activities for the purpose of developing and implementing adult education programs in conjunction with the professional staff. The committee responsibilities shall include, but not be limited to, the planning and coordination of single event programs and the scheduling of a series of continuing education courses.

### Finance Committee

The Finance Committee shall annually propose to the Board of Trustees the budget of the Synagogue with the guidance of the Executive Director. The expenditure of any sum, by any person or Committee, in excess of five hundred (\$500.00) which is not a budgeted item shall be subject to the approval of the Executive Committee. The request shall first be submitted to the Executive Director who, in turn, shall submit it with any recommendations to the Executive Committee for its review.

### Audit Committee

The Audit Committee shall examine and audit all books, vouchers and accounts of the Treasurer and of various Committees handling the finances of the Congregation. The Audit Committee shall annually report to the Board.

### Fundraising Committee

The Fundraising Committee shall have charge of all fundraising activities at the Synagogue.

### Dues and Assessment Committee

The Dues and Assessment Committee shall examine all delinquent accounts, check hardship cases and make such adjustments in dues and assessments as the Committee in its discretion deems advisable.

### Endowment Committee

The Endowment Committee shall be charged with the responsibility of overseeing the Synagogue's endowment funds and all disbursements therefrom. The responsibilities of the committee shall include, but not be limited to, setting the investment policy for the endowment funds, overseeing the activities of a professional investment advisor hired by the committee and promoting planned giving and the establishment of new endowment funds and contributions to existing funds.

### Scholarship Awards Committee

The Scholarship Awards Committee gathers requests for scholarships for USY/KADIMA and religious school students and summer youth camperships and determines awards after consultation with the Treasurer regarding available resources.



**ARTICLE V**  
**PROFESSIONAL STAFF**

The Board, in its sole discretion, after due diligence by a search committee appointed by the President, may hire the following professionals:

**The Rabbi**

a. The Rabbi shall be duly ordained and shall profess and observe the tenets of Conservative Judaism.

b. The Rabbi shall enjoy the freedom of the pulpit (subject to the Constitution and Bylaws and tenets of Conservative Judaism), and shall be the final authority on all matters of Jewish Law (*Moreh D'Atrah*) consistent with the Constitution.

c. The Rabbi shall have the responsibility for the implementation and the administration of the spiritual aims and objectives of the Congregation. As the spiritual and intellectual leader of the Congregation, the Rabbi shall (a) serve the religious, educational, and pastoral needs of its members; (b) provide guidance and support to the Congregation's lay leadership; (c) represent and further serve the Congregation through spiritual and intellectual leadership in the greater community at large, both Jewish and non-Jewish; and (d) perform such other duties from time to time as may be determined by the Board of Trustees consistent with the Rabbi's contractual agreement with the Synagogue.

d. Notwithstanding the foregoing and subject to the provisions of any contractual agreement to the contrary, in discharging the duties and obligations as provided in subparagraph c above, in matters not in relation to the interpretation or the implementation of Jewish Law, the Rabbi shall seek the guidance and advice of the Ritual Committee and/or the Executive Committee.

e. As the senior professional employee of the Synagogue, the Rabbi shall support, guide and supervise all professional employees other than the Executive Director and those staff members who report to the Executive Director. The Rabbi shall maintain reasonable regular office hours convenient to the other professional employees and members of the Congregation and communicate with the professional employees regularly and openly.

f. Whenever requested, the Rabbi shall report to the Executive Committee and/or the Board about the activities the Rabbi has undertaken on behalf of the Congregation.

**The Assistant Rabbi**

a. The Assistant Rabbi of the Congregation shall be duly ordained and shall observe the tenets of Conservative Judaism.

b. The Assistant Rabbi shall be responsible for such duties as delegated by the Rabbi, including but not limited to, the responsibilities of the Ritual Director, as more fully set forth below, and assist in *Bar/Bat Mitzvah* instructions.

### The Cantor

a. The Cantor shall be duly ordained and shall profess and observe the tenets of Conservative Judaism.

b. The Cantor shall participate in all religious rites and services of the Congregation under the supervision of the Rabbi, and shall, after consultation with the Rabbi, have responsibility for the liturgy, musical programs and musical activities of the Congregation and choir. The Cantor shall be responsible for the organization and supervision of *Bar/Bat Mitzvah* instructions.

c. Subject to the provisions of any contractual arrangement, the Cantor shall perform such other duties and responsibilities as from time to time may be determined by the Board upon the advice and recommendation of the Executive Committee consistent with the Cantor's contractual agreement with the Synagogue.

d. In the absence of the Rabbi or the Assistant Rabbi, if any, the Cantor shall assume such duties as requested by the Executive Committee as set forth in subparagraph c above.

### The Ritual Director

a. The Ritual Director shall be responsible for management of religious ritual of the Synagogue, subject to the Rabbi's supervision.

b. At the discretion of the Board of Trustees, the responsibilities of the Ritual Director may be delegated by the Rabbi to an Assistant Rabbi hired by the Congregation.

c. The Ritual Director or the Assistant Rabbi, as the case may be, shall assist the Cantor with all *Bar/Bat Mitzvah* instruction and shall assist with the supervision of the kitchen facility to ensure compliance with laws of *Kashrut*.

### The Executive Director

a. The Executive Director shall serve as the representative of the Board of Trustees in administrating the affairs of the Congregation and shall promote and carry out the policies and practices established by the Board of Trustees and the Executive Committee.

b. The duties of the Executive Director shall include:

(i) assisting committees in planning and executing their activities;

- (ii) assisting in the preparation of the budget and supervising its implementation;
  - (iii) maintaining a calendar of synagogue activities and providing for the implementation of those activities;
  - (iv) supervision of all day-to-day administrative activities of the Synagogue including all non-professional employees; and
  - (v) such further and other duties and responsibilities as from time to time may be determined by the Board upon the advice and recommendation of the Executive Committee consistent with the Executive Director's contractual agreement with the Synagogue.
- c. In discharging the duties as the Executive Director, the Executive Director shall seek the advice and guidance of the professional staff in matters of Jewish and Ritual Practice.

#### Director of Education

The Director of Education shall have the following duties and responsibilities:

- a. Develop, update and maintain the curriculum of the Synagogue Religious School, grades K through 12;
- b. Recommend to the Board of Education terms, sessions and schedules of student attendance at the Religious School;
- c. Recommend to the Board of Education the employment and termination of the Religious School's employees, including but not limited to, teachers, clerical staff, the leaders of USY and Kadima, and the leaders of the Junior Congregation, subject in all cases to budgetary restrictions;
- d. Train, evaluate and supervise the Religious School's employees, including but not limited to, teachers, clerical staff, the leaders of USY and Kadima, and the leaders of the Junior Congregation;
- e. Meet with the Board of Education at least monthly and with the Youth Activities Committee and PTO as needed throughout the school year;
- f. Meet with the teaching staff monthly and with the High School Committee at least quarterly, based upon criteria established by the Board of Education;

- g. Prepare and recommend for adoption by the Board of Education and the Board of Trustees the Religious School's budget and monitor the school's expenditures, to keep them within the budget's limitations;
- h. Prepare updated budget reports for the Board of Education, Finance Committee and Board of Trustees, as requested, throughout the school year;
- i. Consult with and advise the Synagogue's Cantor, at the Cantor's request, on the *Bar/Bat Mitzvah* Program with the understanding that the Cantor is responsible for organizing and supervising this program;
- j. Prepare and distribute the monthly agenda for the Board of Education meetings, under the direction of the Board of Education;
- k. Assure that the Religious School is under adult supervision until all children have safely left the premises;
- l. Attend area-wide professional meetings as necessary;
- m. Advise the Adult Education Committee, in conjunction with the Rabbi, in its efforts to develop the Synagogue's Adult Education Program; and
- n. Be available at the Religious School on a full time basis including, but not limited to, at least an hour before school starts through the end of school hours for each school day and whatever additional time will be necessary to complete the duties noted above in order to carry out the responsibilities as Director of Education, and keep such other regular office hours as approved by the Board of Education.

## **ARTICLE VI**

### **AUXILIARY ORGANIZATIONS**

Sec. 1. Establishment of Auxiliary Organizations. The Congregation shall have such auxiliary organizations as shall, from time to time, be established with the approval of the Board.

Sec. 2. Activities. The activities of the auxiliary organizations of the Congregation shall at all times conduct their activities in such manner as will advance the best interests of the Congregation, or be subject to disassociation by a three-fourths vote of the members of the Board present at a duly called meeting.

Sec. 3. Operation. The By-Laws and financial records and other regulations of the auxiliary organizations shall be consistent with the Constitution of the Synagogue, its By-Laws and policies of the Congregation.

Sec. 4. Oversight. The Board may review any decision of an auxiliary organization, and reserves the right to overrule any such decision.

## **ARTICLE VII** **SUSPENSION OF RULES**

No By-Law shall be suspended except by affirmative vote of seventy five (75%) percent of the eligible voting members of the Board present at the meeting.

## **ARTICLE VIII** **AMENDMENTS**

These By-Laws may be amended by the Board. No vote shall be taken on any proposed change unless a copy of the proposed change shall have been mailed to each Board member at least twelve (12) days (but not more than thirty (30) days) before the meeting at which action is to be taken thereon, and no change shall become effective unless adopted by at least a two-thirds (2/3) vote of the eligible voting members present at the meeting.

## **ARTICLE IX** **MISCELLANEOUS**

Sec. 1. Gender. The use of the masculine gender shall be deemed to include the feminine and vice versa.

Sec. 2. Regular Notice. Where regular notice is required by mail under these Bylaws, an electronic transmission ("E-mail") may be substituted for use of the U.S. postal service. However, if the By-laws require notice by "certified mail, return receipt requested," notice must be sent by U.S. mail.

Sec. 3. Members in Good Standing of the Congregation. Whenever these By-laws refer to a member of the Congregation in good standing, it shall mean a member who is current in all financial obligations to the Synagogue and is otherwise in good standing.