

THE EMANUEL SYNAGOGUE
BY-LAWS (Effective May 23, 2023)

ARTICLE I
THE BOARD OF TRUSTEES, MEETINGS

Sec. 1. Meetings. The Board of Trustees (hereinafter, the “Board”) shall meet at the Emanuel Synagogue (hereinafter, the “Congregation” or “Synagogue”) or at such other location as it may designate on the third Tuesday of each month as such time as is specified by the President, except as otherwise may be specified by the President. Notices of all meetings shall be provided by the Secretary to the members of the Board at least five (5) days prior to each meeting.

Sec. 2. Special Meetings. The President may call a Special Meeting of the Board to consider one or more items of business specified in the call. Notice of the Special Meeting shall be provided no less than five (5) days prior to the Special Meeting, except in the event of an emergency where notice shall be provided no less than twenty-four (24) hours prior to the Special Meeting. A Special Meeting shall also be called within seven (7) days of a written request to the President signed by no less than twelve (12) Elected Members of the Board and stating the purpose for which the Special Meeting is called. Should the President not call a Special Meeting upon such request, the Secretary shall provide notice of the Special Meeting and the President-Elect shall preside at the Special Meeting if the President declines or refuses to do so. If the President-Elect is unavailable, the first available Vice President, in the order appearing in these By-laws, shall preside. Notice of the Special Meeting in any case shall be provided by the Secretary.

Sec. 3. 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. 4. Governance. The governance of the Synagogue by the Board of Trustees is set forth in the Constitution and these By-Laws.

Sec. 5. Meeting Notice. Notice of any meeting of the Board shall be provided by electronic mail, U.S. mail, or in-hand delivery to each member of the Board with the exception that should a circumstance arise where electronic mail is not possible and an emergency meeting is necessary telephone notice, or such other notice as is feasible given the exigencies of the situation, is permitted. Any Board member who declines to receive electronic notice shall receive notice by U.S. Mail or in-hand delivery.

Sec. 6. Meetings Held Virtually. Meetings of the Board shall be conducted in person. However, upon a determination by the President or other officer presiding at a meeting, or at a

Special Meeting pursuant to Section 2 hereof, that existing facts and circumstances warrant the temporary suspension of in-person attendance at the meeting, a meeting of the Board (including a Special Meeting) may be conducted by using a generally available Internet videoconferencing service as designated by the President. The Internet videoconferencing service shall support typically available technology features, including but not limited to video and text display. Meetings held virtually shall be subject to all rules adopted by the Board to govern such meetings, which may include reasonable limitation on, and requirements for Members' participation. Each person with a right to attend a virtual meeting, or portion thereof, has the responsibility to limit access to those in their proximity who do not have the same right to attend.

Sec. 7. Qualifications. For a member of the Congregation to be a member of the Board of Trustees, in addition to meeting the qualifications specified in the Constitution, such member must be Jewish.

ARTICLE II **THE OFFICERS**

Sec. 1. The President

The President shall preside at all meetings of the Congregation, the Board of Trustees, and the Executive Committee. Except as otherwise provided in the Constitution or these By-Laws, the President shall appoint the Chairs and Vice-Chairs, if any, of all Standing Committees provided for by these By-Laws, and any special committees as may be established. The President shall be an ex-officio member of all committees. The president may appoint members of any committee. In addition, the Chair of any committee may nominate members, subject to the approval of the President.

The President shall be responsible for coordinating all functions of the Board of Trustees. This includes, but is not limited to: (1) serving as the Board of Trustees' representative in its dealings with the professional staff and the Congregation; (2) serving as liaison to the Congregation's auxiliary organizations; (3) coordinating the work of all of the officers and committees with each other and with the Board of Trustees; (4) signing all official documents for the Congregation; and (5) serving as the representative of the Congregation and Board of Trustees in the Greater Hartford Jewish community. The President shall have oversight over any standing and special committee not assigned to a Vice President or other officer. The President and/or the President-Elect shall also oversee the performance evaluations of the Professional Staff of the Synagogue.

Sec. 2. The Immediate Past-President

The Immediate Past-President, if a member in good standing of the Congregation, in addition to being a member of the Board of Trustees and serving on the Executive Committee for a limited time, shall: (1) assist the President in the performance of the President's duties as may be

requested by the President, and (2) have oversight of the Fundraising Committee and Endowment Committee.

Sec. 3. The President-Elect

In the absence of the President, or should the President become incapacitated to perform the duties of office, such duties shall devolve upon the President-Elect. The President-Elect shall assist the President in the performance of all of the President's duties. The President-Elect also shall attempt to participate in all aspects of the President's functions as permitted by the President in order to become familiar with the responsibilities of the President's role. The President-Elect may participate in any standing committee without vote unless otherwise an appointed member of such committee. The President and/or the President-Elect shall also oversee the performance evaluations of the Professional Staff of the Synagogue.

Sec. 4. The Vice Presidents

In the event that both the President and the President-Elect become incapacitated or decline to perform the duties of office, the same shall devolve upon the Vice Presidents in the order that follows until the incapacity ends or replacements have been elected: Vice President of Ritual Affairs; Vice President of Membership and Engagement; Vice President of Education; Vice President of Social Justice, Chesed and Cultural Affairs.

Sec. 5. Vice President of Ritual Affairs

The Vice President of Ritual Affairs shall have oversight of the following committees: Ritual Committee along with any subcommittees; and Cemetery Committee.

Sec. 6. Vice President of Membership and Engagement

The Vice President of Membership and Engagement shall have oversight of the Membership, Marketing and Retention Committee.

Sec. 7. Vice President of Education

The Vice President of Education shall have oversight of the following committees: Board of Education along with any subcommittees; Adult Education Committee; and Scholarship Awards Committee.

Sec. 8. Vice President of Social Justice, Chesed and Cultural Affairs

The Vice President of Social Justice, Chesed and Cultural Affairs shall have oversight of the following committees: B'Yadenu (Social Action); Chesed (Caring); and, Beth Hillel Alex B. Lebed Family Fund Committee.

Sec. 9. The Treasurer

(a) Chief Financial Officer. The Treasurer shall be the chief financial officer of the Congregation, shall be responsible for oversight of all financial aspects of the Congregation, and shall be Treasurer of all Committees and Boards which have any authority to manage their own funds, expressly including the Cemetery Committee, and the Endowment Committee.

(b) Receipts and Disbursements. The Treasurer shall be responsible for collection of all monies due to the Congregation, and for payment of all of its obligations. The Treasurer shall keep a correct account of receipts and disbursements, and shall submit a report thereof to each Board Meeting.

(c) Oversight of Finance Committee and Members' Financial Obligations. The Treasurer shall have general oversight of the Finance Committee and shall see to the implementation of the process for preparing the budget, as described in Article IV of these By-Laws under the Finance Committee subheading. In addition, the Treasurer shall oversee the Executive Director with respect to the Executive Director's making of such alternate arrangements with members as be necessary with respect to their financial obligations to the Congregation.

(d) Depository Oversight. The Treasurer shall oversee the deposit of all funds of the Congregation in its name in such banks or duly licensed financial institutions as the Board may designate. The Treasurer also shall oversee all disbursements from such accounts as appropriate for each of such accounts.

(e) Records. The books, vouchers and records of the Treasurer shall at all times be open to inspection by any member of the Board. Such inspection shall be arranged at a mutually convenient time upon request of the Board member.

(f) 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. 10. The Assistant Treasurer

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

Sec. 11. The Secretary

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

Sec. 12. 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.

Sec. 13. Delegation of Responsibilities to Officers of Synagogue. These Bylaws delegate to each Vice President and to the Treasurer oversight 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 Board of Trustees. Any officer may serve as Chair of any Standing Committee or Special Committee.

Sec. 14. Qualifications. For a member of the Congregation to be an Officer, in addition to meeting the qualifications specified in the Constitution, such member must be Jewish.

Sec. 15. 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 shown in the Congregation’s current record of members, 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 Trustees.

ARTICLE II-A
FINANCIAL PROVISIONS

Sec.1 Depositories. The Treasurer shall open such accounts in such banks or duly licensed financial institutions as the Board may designate or approve. All accounts of the Synagogue shall be included.

Sec. 2. Signatures. 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 President-Elect, the Treasurer, the Assistant Treasurer, or any other Officer or Board member authorized by the Board. For checks drawn on the Cemetery account, the Cemetery Chair or Vice Chair may be substituted for one of the signatures.

Sec. 3. Bond. No person with signatory power over any Synagogue financial account shall be authorized to have signatory power 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. Such Bond shall be paid for by the Congregation.

Sec. 4. Records. The books, vouchers and records of the Treasurer shall at all times be open to inspection by any member of the Board. Such inspection shall be arranged at a mutually convenient time upon request of the member.

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. Endowment; 14. Scholarship Awards; 15. Nominating; and 16. Beth Hillel Alex B. Lebed Family Fund Committee.

Sec. 2. Chairs. The President shall name the Chair of each Standing and Special Committee, and the Vice Chair, if any, except as otherwise provided by the Constitution or these By-Laws. For a member of the Congregation to be a Chair, such member must be Jewish. All Chairs may attend meetings of the Board, but shall not be entitled to vote unless otherwise eligible.

Sec. 3. Standing Committee Members. 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 proposed committee members nominated by the Chairs 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 Chair or Vice Chair, of any committee.

Sec. 4. Special Committees. The President may establish Special Committees of the Board, name the Chair, and the Vice Chair, if any, review and approve or disapprove of proposed members nominated by the Chair, and appoint additional committee members as may be necessary. 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 to the Board. Each Special Committee shall meet promptly after its appointment and report to the Executive Committee and to the Board when called upon.

Sec. 6. Meetings Held Virtually. Meetings of Standing and Special Committees (and subcommittees thereof) may be conducted using a generally available Internet videoconferencing service as may be designated by the Chair of the committee or subcommittee thereof. The Internet videoconferencing service shall support typically available technology features, including but not limited to video and text display. Meetings held virtually shall be subject to all rules adopted by the Board to govern such meetings, which may include reasonable limitation on, and requirement for members' participation. Each person with a right to attend a virtual meeting, or portion thereof, has the responsibility to limit access to those in their proximity who do not have the same right to attend.

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 and approval of the Board before implementation.

A. Executive Committee

Sec. 1. Members and Role. The Executive Committee shall consist of the officers of the Synagogue and its immediate past President and shall advise and assist the President and the Board of Trustees in all of their responsibilities. If the immediate past President is unavailable to serve on the Executive Committee, the Board of Trustees may appoint a former president who is a member of the Congregation in good standing to serve on the Executive Committee until there shall be an immediate past President available to serve. In addition, the President may appoint up to two (2) additional Elected Members of the Board of Trustees to be members of the Executive Committee, serving at the pleasure of the President.

Sec. 2. Professional Support. The Rabbi and the Executive Director shall provide professional support and guidance to the Board of Trustees, President and Executive Committee, and shall attend meetings of the Board of Trustees, Executive Committee and other components of the Congregation as requested by the President.

Sec. 3. Chair. The President of the Synagogue shall serve as the Chair of the Executive Committee. In the absence of the President, the acting Chair shall be such member of the Executive Committee as the Chair designates. If an acting Chair shall not be designated, the President-Elect, or if not available the immediate past President of the Synagogue, shall serve as acting Chair 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, or in the absence of both, such person as designated by the meeting chair shall keep minutes of all Executive Committee proceedings. The Chair shall keep the Board of Trustees apprised of all deliberations of the Executive Committee.

Sec. 6. Responsibility for Professional Staff Evaluations. The President shall constitute such special committee, and such subcommittees as may be needed, to conduct performance evaluations of the Professional Staff of the Synagogue. The Chair of such special committee shall be the President and/or the President-Elect. Each subcommittee shall be chaired by an officer appointed by the President and may include any other Officers, members of the Board of Trustees, or other members in good standing of the Congregation. All such evaluations shall be reported to the Executive Committee and to the Board of Trustees.

Sec. 7. Quorum. Six (6) members of the Executive Committee shall constitute a quorum for the transaction of business.

Sec. 8. Emergency Powers. In the event of an emergency, the Executive Committee may exercise the Board's powers until such time as the Board may be convened. Unless made impossible by the emergency, a special meeting of the Board shall be convened no later than seven (7) days, or if that is not possible, as soon thereafter as is possible, after an exercise of the Board's powers by the Executive Committee. In the event of an emergency that requires the immediate expenditure of funds that are not in the budget, the President and Executive Director, acting together, may expend only so much as is immediately necessary, and a special meeting of the Board shall be convened to approve any other required expenditure.

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

Sec. 3. Treasurer. The Treasurer of the Synagogue shall keep true and correct accounts of all receipts and disbursements of the Cemetery 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 Synagogue Cemetery, the care and maintenance thereof, the sale of burial rights in plots or graves 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, which shall be subject to approval of the Board. It shall keep proper records and accounts of all of its transactions and shall report thereon to the Board in October, January and April of each fiscal year and such other times as it wishes or the Board requests. 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 following: the President, President-Elect, Treasurer, Assistant Treasurer or other Board member authorized by the Board, except that in place of one of them the Cemetery Committee Chair or Vice Chair may sign. An accounting of the Cemetery Committee's receipts and disbursements and all burials shall be presented to the Board at the Board's regular meetings no less than every other month.

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.

The format of all documents to be used for the purpose of conveying burial rights for plots or graves in the Cemetery shall be approved by the Board. Conveyance documents shall be signed by the President of the Congregation or in the President's absence, the President-Elect or any of the Vice Presidents. All such documents shall provide that the owners of such burial rights in plots or graves must comply with the rules and regulations of the Cemetery in existence at the time of conveyance and as thereafter amended. The conveying document shall also clearly limit the scope of the rights conveyed.

C. 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 all of whom must be members in good standing of the Congregation. 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. Chair. The Chair shall call and preside at all meetings of the Board of Education, but in such Chair's absence or inability to act, the Vice Chair, 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 Chair of the Board of Education shall establish subcommittees as required by the business of the Board of Education and appoint subcommittee Chairs 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 Chair of each subcommittee may select members to serve from the Synagogue's membership, subject to the approval of the Chair 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.

D. 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.

E. 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 Bloomfield, West Hartford, and local community, as well as promote congregational awareness and responsiveness to social justice concerns on a local, state or national level and around the globe while maintaining the Jewish value of repairing the world (*Tikkun Olam*).

F. 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.

G. 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 and provide whatever assistance may be necessary and feasible.

H. 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 Chair of the Ritual

Committee may establish subcommittees, including, but not limited to, an Ushers Committee and Gabbai Committee.

I. Adult Education Committee

The Adult Education Committee shall identify interests 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.

J. Finance Committee

The Finance Committee shall be responsible for oversight of the Congregation's financial affairs under the general oversight of the Treasurer. It shall, annually, in conjunction with the Treasurer and the Executive Director gather budgetary needs from necessary sources and prepare a Budget which it shall propose to the Board of Trustees in advance of the Synagogue Annual Meeting. The Finance Committee also shall be responsible for monitoring and reviewing the financial progress of the Synagogue during the fiscal year and seeking ways to stay within the Budget if needed. The Finance Committee shall further monitor the funds of the Synagogue to assure compliance with financial requirements and appropriate fiscal controls. Further, the expenditure by any person or Committee of any sum in excess of five hundred (\$500.00), which is not a budgeted item, shall first be presented to the Finance Committee for its input, which shall be presented to the Board of Trustees prior to action by the Board of Trustees on the request.

Following the end of each fiscal year, the Finance Committee, in collaboration with the Treasurer, shall prepare and present to the Board the financial statements for the last fiscal year. The financial statements presented shall include, although need not be limited to, a balance sheet and a revenue and expense statement which have been examined and approved by the Audit Committee.

K. Audit Committee

The Audit Committee shall examine and audit the financial statements of the Synagogue as well as, as necessary, all books, vouchers and accounts of the Treasurer and of the various Committees handling the finances of the Congregation and shall report to the Board annually. Said annual audit shall be performed in a manner consistent with generally accepted auditing principles. The Board may, but is not required to, have an outside independent audit performed if that is deemed in the best interests of the Synagogue. The Audit Committee shall also perform such other duties and have such other responsibilities as assigned to it by the Board.

The Audit Committee shall be appointed by the Board no later than December 1 of each

year, and shall report the results of the audit to the Board no later than the following March 31, or such other time as specified by the Board. The Audit Committee shall consist of at least three (3) members, including a Chair, all of whom shall be appointed by the Board. In appointing the Committee, an attempt should be made to include an accountant or other financial professional as a member.

L. Fundraising Committee

The Fundraising Committee shall have charge of all fundraising activities at the Synagogue. The Committee shall meet no later than September 30 of each fiscal year, and at such other times as necessary, and shall prepare a fundraising plan to accomplish the fundraising goals of the Budget, which plan shall be presented to the Board no later than its November meeting. The Fundraising Committee may create such subcommittees as deemed necessary to accomplish its goals. The Fundraising Committee shall also assist the Finance Committee in preparation of the Budget through offering no later than February of each year a proposed amount it deems feasible and practical to raise through fundraising initiatives for the next fiscal year.

M. 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, promoting planned giving, and the establishment of new endowment funds and contributions to existing funds. The Endowment Committee shall also review performance of the funds held at the Jewish Community Foundation of Greater Hartford ("Foundation") and, as required, manage distributions from the Synagogue's special purpose funds within its oversight.

N. Scholarship Awards Committee

Sec. 1. Committee Purpose. The Scholarship Awards Committee shall receive requests for scholarships for USY/KADIMA and religious school students and summer youth camperships and determine amounts to award after consultation with the Treasurer regarding available resources. In addition, the Scholarship Awards Committee may accept requests for scholarships from adults for Jewish educational and other activities which fall within the scope of Synagogue special purpose funds and shall make the Congregation aware that scholarships or stipends from funds are available for such purposes.

O. Beth Hillel Alex B. Lebed Family Fund Committee.

Sec. 1. Committee Purpose. The Beth Hillel Alex B. Lebed Family Fund ("the Fund") Committee, per its terms, shall be comprised of the Rabbi, a nurse, a social worker, and a

psychiatrist or psychologist, and is responsible for making distributions from the Fund to provide financial assistance for professional help or by other means to or for members experiencing psychological and/or emotional issues, with a preference for aid to youth. Distributions may be made for professional counseling and services if there is a financial need, to assist a child in crisis, to assist a family with difficult emotional behavioral issues or for other aid directed to psychological and emotional issues of youth and their families. The Committee also may expend sums for programs directed to addressing psychological and emotional issues of youth. The Committee may make annual disbursements up to an amount calculated in accordance with the Endowment Committee spending policy, but also may invade up to ten percent (10%) of the Fund's principal annually if it is deemed necessary in the opinion of the Committee.

P. Nominating Committee

The Nominating Committee shall have such responsibilities as are assigned by the Constitution and these By-Laws including the responsibility to: (a) annually propose a slate of officers and members of the Board of Trustees for consideration by the Congregation; (b) propose candidates to fill vacancies; and (c) advise and assist the President and Board of Trustees on a regular basis in connection with succession planning for all positions. The President shall no later than November 1 of each year appoint a Nominating Committee consisting of at least five (5) members. The chair must be an Officer or member of the Board of Trustees and all committee members must be members in good standing of the Synagogue.

ARTICLE V
PROFESSIONAL STAFF

Sec. 1. Professionals. The Board, in its sole discretion, after due diligence by a search committee appointed by the President, may hire the following professionals: Rabbi, Assistant Rabbi, Cantor, Cantor Sheni, Ritual Director, Executive Director, and Director of Education. Whether or not to hire one or more such professionals is within the sole discretion of the Board of Trustees. The provisions below apply to any such professional that is hired.

Sec. 2. 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 the limitations of Section 501(c)(3) of the Internal Revenue Code (as amended) and shall be the final authority on all matters of Jewish Law (*Mara D'Atra*) 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.

Sec. 3. Assistant Rabbi

a. If the Congregation deems it to be in its best interest to have one, the Assistant Rabbi of the Congregation shall be duly ordained, shall observe the tenets of Conservative Judaism, and shall act consistent with the Congregation's Constitution, By-Laws and, the limitations of Section 501(c)(3) of the Internal Revenue Code (as amended).

b. The Assistant Rabbi shall be responsible for such duties as delegated by the Rabbi, and approved by the Board, including but not limited to, the responsibilities of the Ritual Director, as more fully set forth below, and assist in B'nai Mitzvah instruction.

Sec. 4. Cantor

a. The Cantor shall be duly ordained and shall profess and observe the tenets of Conservative Judaism, and shall act consistent with the Congregation's Constitution, By-Laws and, the limitations of Section 501(c)(3) of the Internal Revenue Code (as amended).

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 B'nai Mitzvah instruction.

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.

Sec. 5. Cantor Sheni

a. If the Congregation deems it to be in its best interest to have one, the Cantor Sheni of the Congregation shall be duly ordained and shall observe the tenets of Conservative Judaism, and shall act consistent with the Congregation's Constitution, By-Laws and, the limitations of Section 501(c)(3) of the Internal Revenue Code (as amended).

b. The Cantor Sheni shall be responsible for such duties as delegated by the Cantor, and approved by the Board, which may include, but not be limited to, the responsibilities of the Ritual Director, as more fully set forth below, and assistance in B'nai Mitzvah instruction.

Sec. 6. Ritual Director

a. The Ritual Director shall be responsible for management of religious ritual of the Synagogue consistent with the tenets of Conservative Judaism, subject to the Rabbi's supervision, and shall act consistent with the Congregation's Constitution, By-Laws and, the limitations of Section 501(c)(3) of the Internal Revenue Code (as amended).

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 B'nai Mitzvah instruction and shall assist with the supervision of the kitchen facility to ensure compliance with laws of Kashrut.

Sec. 7. 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;
- (v) supervision of all components of the Congregation's physical plant and infrastructure, including implementation and oversight of its technology and of security requirements;
- (vi) interacting with Synagogue members to make alternative arrangements with them as may be necessary with respect to their financial obligations to the Synagogue subject to the oversight of the Treasurer; and
- (vii) 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 Rabbi and other religious professional staff in matters of Jewish and Ritual Practice.

d. The Executive Director, at all times, shall act consistent with the Congregation's Constitution, By-Laws and, the limitations of Section 501(c)(3) of the Internal Revenue Code (as amended).

e. In the event that the Executive Director is asked by any person or Committee for funds in excess of five hundred dollars (\$500.00) that are not budgeted, the Executive Director shall submit a request to the Finance Committee for its recommendation as to said sum and then shall submit the request, together with the Executive Director's, and the Finance Committee's, recommendations to the Board of Trustees for approval.

Sec. 8. 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 leader-advisors for USY, Kadima, and 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 leader-advisors of USY, Kadima, and Junior Congregation;

e. Meet with the Board of Education at least monthly, with the PTO as needed throughout the school year, and with such Subcommittees as established by the Board of Education at least quarterly, or more frequently, based upon criteria established by the Board of Education;

f. Meet with the teaching staff monthly;

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 B'nai 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.

o. The Director of Education shall, at all times, act consistent with the Congregation's Constitution, By-Laws and, the limitations of Section 501(c)(3) of the Internal Revenue Code (as amended).

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, and their activities shall be consistent with the Constitution of the Synagogue, its By-Laws and policies of the Congregation, and shall comply with the limitations of Section 501(c)(3) of the Internal Revenue Code (as amended) .

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

ARTICLE VII

{RESERVED}

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 **DEFINITIONS AND MISCELLANEOUS**

Sec. 1. 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. 2. 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.