**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.5 (e.g. Zoom)(as updated from time to time)

Sec. 4. 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

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. The cost of such Bond shall be borne by the Congregation.

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.

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.

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 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. For a member of the Congregation to be a Chairperson, such member must be Jewish. 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 are not 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.

[Subsequent Articles Not Modified For Membership-Related Changes]