

**By-laws of the
Kol HaLev Congregation
Of Baltimore, Maryland**

Table of Contents

Article 1 Name and Purpose
Article 2 Membership
Article 3 Meetings of the Membership
Article 4 Officers
Article 5 Board of Directors
Article 6 Nominations and Elections
Article 7 Fiscal Year
Article 8 Personnel
Article 9 Amendments to the bylaws
Article 10 Dissolution

ARTICLE 1—NAME AND PURPOSE

Section 1 Mission

The purpose of Kol Halev, Inc. is to (i) establish and maintain an independent congregation subscribing to a Reconstructionist approach to Judaism, (ii) establish and maintain educational opportunities for children and adults, (iii) support each member in the quest for a meaningful Jewish life and (iv) foster and support religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE 2—MEMBERSHIP

Section 2.1 Eligibility

Any individual who agrees to foster the purposes for which the congregation is organized is eligible to apply for membership.

Section 2.2 Applications

Applications for membership shall be in writing on a form prescribed by the board of directors.

Section 2.3 Responsibilities of Membership

A member in good standing is responsible to pay annual dues unless he or she has made other arrangements with the president to reduce or waive dues.

Section 2.4 Rights of Membership

Each member shall be entitled to the following:

- A. participate in synagogue programs
- B. receive published notices of all meetings, programs and activities of the congregation
- C. express opinions and vote on community decisions in person or by proxy or by prior electronic submission
- D. help determine the mission/values/practices of the community
- E. help formulate long-range direction
- F. vote on major initiatives/decisions, such as hiring/termination of the rabbi
- G. vote on the annual budget
- H. provide input to and participate in policy deliberations
- I. participate in the election of board members
- J. have access to the minutes of the board
- K. attend meetings of the board

- L. submit a request to address the board no later than three (3) days prior to a board meeting
- M. attend the annual meeting or any special meeting called by the president.

Section 2.5 Removal

Any member may be removed by the affirmative vote of two-thirds of the entire board of directors at a duly constituted meeting called for such purpose, and from the date of such removal, will not be a member of the congregation.

ARTICLE 3—MEETINGS OF THE MEMBERSHIP

Section 3.1 Annual Meetings

The annual meeting of the members of the congregation for the transaction of business will be held during the month of May. Members will receive notice of and the agenda of the meeting, either by U.S. mail or electronic mail, at least 10 days prior to the meeting.

The agenda of the annual meeting will include:

- A. The approval of the minutes of the previous annual meeting
- B. President's report
- C. Treasurer's report
- D. Committee reports
- E. Installation of officers including the president, vice president, treasurer, and secretary and the members at large for the board of director
- F. And such other business as stated in the agenda.

Section 3.2 Special Meetings

Either the president or a majority of the board may call, or 25 percent of the members may make written request to hold a special meeting of the members at any time for any purpose. Such call and/or request shall state the purpose(s) of the meeting. Business transacted at all special meetings of members will be confined to the purpose(s) stated in the notice of the meeting.

Section 3.3 Place of Meetings

Meetings of the members will take place at the synagogue space or elsewhere as designated by the board.

Section 3.4. Notice of Meetings

The secretary of the congregation must notify the members by U.S. mail or electronically at least 10 days before the meeting. Each such notice will state the place, day and hour at which the meeting is to take place and, in the case of any special meeting, shall state briefly the purpose(s) of the meeting.

Section 3.5 Quorum

The presence in person or by proxy of 25 percent of the membership units (family and individual) in good standing constitutes a quorum for an annual or special meeting. In the absence of a quorum, the meeting may be recessed from time to time by a majority vote of the members present or represented, without any notice other than by announcement at the meeting. When a quorum is present and the meeting resumes, those present may transact any business, which might have been transacted if the meeting had been held as originally called.

Section 3.6 Conduct of Meetings

Either the president or in his or her absence the vice president will conduct meetings of the members. If the secretary is not present to record the minutes of the meeting, those members who are present will appoint a person to act as secretary of that meeting.

Section 3.7 Order of Business

All meetings of the members will be conducted in accordance with the most recent edition of Robert's Rules of Order as follows:

- A. call to order
- B. proof of the due calling of the meeting
- C. presentation of the oral or written certification of the person who mailed the notice of the meeting, which certification shall be deemed conclusive proof of service
- D. presentation and examination of proxies
- E. reading and approval or disapproval of the minutes of the most recent meeting of members; minutes may be amended and approved
- F. presentation of reports of officers and committees
- G. installation of the board, if it is the annual meeting or a special meeting called for such purpose
- H. review of unfinished business
- I. presentation of new business
- J. adjournment.

Section 3.8 Voting

At all meetings, each adult member will be entitled to one vote. All elections, resolutions, questions and other matters requiring a vote of the members will be decided by the affirmative vote of a simple majority of all votes entitled to be cast,

except as otherwise provided for in these bylaws. Members who cannot attend a specific annual or special meeting may cast a proxy vote in a specified election by prior announcement of his/her intended absence to the secretary. The secretary must receive notification in writing by U. S. mail or electronic mail no earlier than four weeks nor later than two days before the election. The secretary will keep a record of proxy votes. No one may solicit a proxy vote.

ARTICLE 4—OFFICERS

Section 4.1 Officers

The Officers of the congregation will consist of a president, vice president, a secretary, and a treasurer, all of whom shall be Jewish members of the synagogue community.

Section 4.2 Term of Office

Officers will serve for a period of two years or until their successors are duly elected and installed. No officer will be elected to the same office for more than two consecutive terms. Members of the synagogue community will elect the officers by the procedure specified in Section 6.3.

Section 4.3 The President

With advice and consent of the board of directors, the duties of the president will be as follows:

- A. to supervise the business and affairs of the synagogue community
- B. to administer the bylaws of the synagogue community and any resolutions duly adopted or policies determined by the members or by the board of directors

- C. to sign official documents on behalf of the synagogue community and, if necessary, together with such other officer as may be designated, sign checks and other instruments for the disbursement of the synagogue community's funds
- D. to preside at all meetings of the members of the congregation and the board of directors
- E. to call special meetings of the congregation and the board of directors or whenever so requested pursuant to Section 3.2 of these bylaws
- F. to appoint the chairs and members of all standing and special committees and have full responsibility for their functioning
- G. to serve as an ex-officio member of all committees and to receive notices of all committee meetings
- H. to make a full report to the members of the synagogue community at its annual meeting upon the progress and status of the affairs of the community
- I. to act on behalf of the board in emergencies when it is not possible to consult with the board
- J. to appoint a committee every three years to review the congregation's bylaws and recommend any revisions that the committee deems necessary or advisable. If in the interim any matter requiring consideration of such a committee arises, then the president will appoint a committee for that specific purpose at the time
- K. to perform such other duties and have such powers as are incident to this office and as may be prescribed by the board of directors.

Section 4.4 The Vice President

The duties of the vice president will be these:

- A. to perform all the duties of the president in the event of the absence or disability of the president

- B. to serve as president until the next annual meeting of the congregation, in the event of the death or resignation of the president
- C. to co-sign checks, together with any other designated officer of authorized person, in the event of the unavailability of the president and/or the treasurer
- D. to perform such other duties as may be prescribed by the president.

Section 4.5 The Secretary

. The duties of the Secretary will be these:

- A. to oversee the keeping of full, accurate and timely records of all proceedings of the congregation and of the board of directors, and, upon request, to have those records available to the congregation for review
- B. to sign all documents requiring the secretary's signature and affix the congregational seal thereto when required
- C. to handle such correspondence of the congregation and of the board of directors as the president may direct
- D. to oversee custody of the congregational Seal
- E. to co-sign checks, together with any other designated officer or authorized person, in the event of the unavailability of the president and/or the treasurer
- F. to maintain the membership directory for the congregation
- G. to perform such other duties as may be prescribed by the president.

Section 4.6 The Treasurer

The duties of the Treasurer will be these:

- A. to oversee the receipt of all congregational funds and their deposit in federally insured institutions approved by the board of directors
- B. to oversee and disburse funds as directed by the board of directors

- C. to oversee the keeping of full and accurate accounts of all receipts and disbursements and report on them whenever required to do so by the board of directors
- D. to oversee the custody of all securities
- E. to co-sign checks as required or other instruments for the payment of money, together with any other designated officer or authorized person
- F. to present a complete report of receipts, disbursements and the financial condition of the congregation at the monthly board meeting and the annual meeting
- G. to secure the requisite insurance
- H. to insure appropriate compliance with tax law
- I. to notify the secretary of new members.

Section 4.7 Compensation

All officers and directors will serve without compensation.

ARTICLE 5—BOARD OF DIRECTORS

Section 5.1 Composition

The board of directors will consist of:

- A. the officers of the congregation as set forth in Article 4, Section 4.1
- B. the immediate past president
- C. the rabbi, ex-officio, without a vote
- D. members at large. There will be 5 Jewish members at large. From time to time but never more than once a year, the board may vote to increase this to another number.

Section 5.2 Term of office

Board members will serve for a period of two years or until their successors are elected and installed. No board member may serve for more than two consecutive terms.

Section 5.3 Roles and Responsibilities

The roles and responsibilities of the board of directors will be these:

- A. to advance the purposes/mission of the synagogue community
- B. to demonstrate a commitment to and active participation in the life of the synagogue community
- C. to establish annual goals and objectives for the synagogue community
- D. to manage the business and financial affairs of the synagogue community, including creating a budget, setting a dues structure, approving major spending and revenue-generating initiatives, and securing loans as needed
- E. to engage required staffing, including the rabbi, cantor or any other staff person the board deems necessary
- F. to consider proposals and requests from the general membership
- G. to bring major policy issues to the membership for consideration and decision at a special meeting or at the annual meeting
- H. to empower and oversee committees tasked for specific purposes for a specific period of time
- I. to review the need for standing committees annually
- J. to receive and act upon committee reports and recommendations
- K. to approve programming and calendar.

Section 5.4 Meetings

1. The board of directors will hold regular meetings monthly, unless otherwise fixed by the president or board of directors. There will be a minimum of eight monthly meetings held yearly.
2. The president may call special meetings of the board of directors at his or her discretion, or a simple majority of the board may call a special meeting. Notice thereof, stating the purpose, date, time and location of such meeting will be in writing by U.S. mail or electronic mail not less than 10 days prior to the meeting.

Section 5.5 Voting

Each director will be entitled to one vote. Except as provided in these bylaws, a simple majority of all the directors present at a meeting at which a quorum is present will constitute an action of the board. A simple majority of the entire board will constitute a quorum for the transaction of business; provided that if less than a quorum is present at any meeting, a majority of those present may adjourn the meeting without notice other than by announcement until a quorum shall be present. At any such adjourned meeting at which a quorum will be present, any business may be transacted which might have been transacted at the meeting as originally notified. In the case of a tied vote, the matter in consideration will be tabled for reconsideration at a later board meeting

Section 5.6 Vacancies

Any vacancies existing in the board of directors or in any elective office of the congregation from any cause other than the expiration of the term of office may be filled by appointment by the president. This will be subject to the ratification of the board, and the person so appointed will hold office for the unexpired term of the officer or the board member who was replaced.

The board of directors may declare a congregational office vacant if the officer is unable or unwilling to perform the functions and duties of that office.

ARTICLE 6—NOMINATIONS AND ELECTIONS

Section 6.1 Nominations

By March 1 the president will appoint a nominating committee of five members in good standing, at least two of whom are not at the time officers or members of the board. The nominating committee must submit a slate of candidates to the secretary at the April board meeting. The secretary is then responsible for preparing a ballot listing the nominees and mailing that ballot with a postage paid return envelope to the members of the congregation no later than April 15.

Section 6.2 Additional Nominations

A group of five members in good standing may submit a name to the nominating committee by March 15 to appear on the ballot for a specific board position.

Section 6.3 Elections

1. Each adult member in good standing in the congregation shall be entitled to one vote. Voting is done by secret ballot. Voting will be performed as prescribed in Section 3.8
2. Members wishing to vote must mail in their ballot no later than April 30.
3. In any case where there shall be more than one candidate for an elective office, the candidate with the highest number of votes (even if less than a majority) shall be declared elected to the position. In case of a tie, the candidate receiving the lowest number of votes on a succeeding ballot will be dropped.

ARTICLE 7—FISCAL YEAR

The fiscal year will begin July 1 and end on June 30.

ARTICLE 8—PERSONNEL

Section 8.1 Personnel

A rabbi and other personnel to the extent necessary, available and affordable, will be employed. The board of directors will have the authority to engage such other personnel as may be required.

Section 8.2 The Rabbi

The rabbi will have been duly ordained and will subscribe to a Reconstructionist approach to Judaism. The rabbi will be the spiritual leader of the congregation and will perform such other duties as may be designated by the president and/or board of The rabbi will provide the president with advance notice of extended absences from the congregation as well as major activities requiring the rabbi's services for other than members of the congregation, consistent with terms of employment. The rabbi will be a member ex-officio of all committees, religious services, and school as well as a non-voting member of the board of directors.

Section 8.3 The Search for the Rabbi

1. When a vacancy arises in the post of rabbi, the president with advice and consent of the board will appoint a search committee to make a diligent search and recommendations to the congregation of a candidate to fill the post. The search committee will consist of a minimum of three non-board Jewish members.

The search committee will name a chairperson and formulate a procedure for its search. It will submit that procedure to the board for review and thereafter for the duration of its search make regular progress reports to the board.

2. Upon the conclusion of its search, the president will call a special meeting of the membership at which time the search committee will recommend a candidate or candidates in a report that outlines its recommendations and the reasons for those recommendations. A quorum of that meeting will be a majority of the membership units of the congregation. The rabbi will be elected by a majority vote of the members present.
3. Should the search committee be unable to recommend a candidate, an interim rabbi may be appointed by the president for a renewable period of no longer than one year.
4. With a majority of those present at a regular board meeting, the board of directors will vote on a renewed appointment of the rabbi after assessing the opinion of the membership. Voting will be performed as prescribed in Section 3.8.

Section 8.4 Compensation

The board will negotiate the contract with the rabbi, determine his or her annual compensation, and have authority to grant subsequent increases of the rabbi and to all other personnel.

Section 8.5 Removal

The rabbi may be removed by an affirmative vote at a special meeting in accordance with the voting procedures prescribed in Section 3.8. The board will be responsible for negotiating the termination of the rabbi.

ARTICLE 9 - AMENDMENTS TO BY-LAWS

Section 9.1 Proposing Amendments

Amendments may be proposed either by the board of directors or by petition in writing signed by not less than 20 members of the congregation in good standing.

Section 9.2 Voting on Amendments

These bylaws may be amended at any regular or special meeting of the members of the congregation by an affirmative votes in accordance with the voting procedures prescribed in Section 3.8, provided that written notice of the proposed amendment will be mailed by electronic mail or U.S. mail to each membership unit of the congregation at least 10 days in advance of the date of the meeting at which the amendment is to be voted on.

Section 9.3 Effective date

Amendments will take effect immediately after they are approved in accordance with the procedures in Section 9.2.

ARTICLE 10 DISSOLUTION

Upon dissolution of the congregation, after settling all accounts, the board of directors will dispose of all remaining assets of the congregation.

Document History

The original version of the bylaws was approved by Kol HaLev congregation June 1, 2008

A revision of the bylaws was approved by board of directors on March 4, 2009 and amended and approved by the annual meeting of the congregation on May 16, 2009.