

BEACON HEBREW ALLIANCE

CONSTITUTION and BY-LAWS

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ARTICLE I

Name

The name of this Congregation is The Beacon Hebrew Alliance. It is referred to as "BHA" throughout this document.

ARTICLE II

Purposes

The following are the purposes of BHA:

- To maintain a Synagogue for worship and religious observance according to the practice of Judaism, as set forth by the Conservative Movement
- To provide instruction in religious Judaism and develop Jewish Culture
- To encourage social service, religious observances, and to develop the moral, mental, and physical welfare of its members
- To maintain a center for the cultivation of Jewish thought, action, and community
- To own, operate and maintain cemetery property for persons of the Jewish faith, all pursuant to the rules and regulations of this organization

Article III

Fiscal Year

THE FISCAL YEAR of BHA is from July 1 through June 30.

ARTICLE IV

Duration

As long as there are ten (10) members in good standing, BHA cannot be dissolved.

Should there be less than ten (10) members in good standing, the remaining members may elect to dissolve BHA. Should BHA be dissolved, following the satisfaction of all outstanding debts and obligations, the remaining assets of BHA shall be distributed to one (1) or more not-for-profit Jewish religious and/or educational organizations as identified by the membership at the time of dissolution.

ARTICLE V

Membership

Section 1: Membership is open to anyone whose immediate family includes at least one adult of the Jewish faith.

Non-Jewish spouses/partners (Mishpuchah members) are fully welcomed and can participate in the life of the community with the exception of service on the Ritual and Cemetery Committees, voting and service on the Board.

Honorary membership is conferred upon the clergy of BHA and their spouses/partners, as well as other deserving persons of the community (as determined by the Board). Honorary membership does not confer voting privileges.

Section 2: Membership in BHA includes the dependent children (to age 26) of a member. These children are entitled to all membership benefits (other than voting and holding office).

Section 3: Application for membership is made in writing to the Financial Secretary, who reports on each application to the Executive Committee for appropriate action. A majority vote of the Executive Committee is required to elect an applicant to membership. All applications shall be accompanied by a minimum of 25% of one year's dues.

Section 4: A member may be suspended or expelled by a two-thirds vote of the Executive Committee present at any regular or special meeting, for any of the following reasons:

- a. Failure to pay dues or assessments for a period of two years or more.
- b. Conduct that brings discredit upon the Congregation.

ARTICLE VI

Dues

Section 1: The annual membership dues are fixed by the Executive Committee at the beginning of each fiscal year, after allowing the congregation 60 days to respond to any proposed changes. The Executive Committee is authorized to decrease the amount of said minimum dues only in the event of the proven financial hardship of a member.

Section 2: Newly elected members are credited in the fiscal year following their election with the prorated amount of dues.

Section 3: Assessments can be made by the Board of Directors

Section 4: Members who fail to meet their financial obligations within one year from the due date are considered delinquent and not in good standing. They are suspended from all rights and privileges of membership including the right to attend meetings or act as an officer. This suspension becomes effective after a 15 day period following written notice sent by registered mail, advising the member of such delinquency. Upon paying all delinquencies, such member will be restored to good standing.

ARTICLE VII

Privileges of Membership

Members in good standing have the following privileges:

1. To attend all meetings and functions of BHA
2. To have a voice and a vote at membership meetings
3. To hold office in BHA.
4. To participate in worship at all religious services in the Synagogue, subject to "Minhag Ha-Makom", the customs and practices of BHA.
5. To have use of the BHA Cemetery, in accordance with the rules and regulations of the BHA Cemetery Association.

ARTICLE VIII

Membership meetings

Section 1: The membership meeting for the purpose of election of officers is held every two years, not less than 30 days nor more than 90 days before the start of the fiscal year.

Section 2: Annual and regular meetings of the membership are called by the President to conduct BHA business.

Section 3: Members are sent written notice at least fourteen (14) days before BHA annual and regular meetings.

Section 4: Special meetings of the BHA membership are called:

a. at the President's discretion

b. or, by the president, if requested in writing by ten (10) members who are not also members of the Executive Committee.

The written request must state the reason for and the purpose of the meeting. If the President fails to issue a call for the special meeting within three (3) days after being requested to do so, any other elected officer may issue the call.

Section 5: No business is to be transacted at a special meeting, except for the stated purpose. Notice of such special meeting is to be given by the Corresponding Secretary to all members of the organization, sent not less than five (5) days prior to such meeting.

Section 6: Notification of all meetings may be by first-class mail, facsimile, or electronic mail. Notification is given when deposited in the United States mail with correct postage and addressed to the member's address as it appears in the record of members, or when it is sent to the member's fax number or email address as it appears in the record of members. Notification will be sent to a different address, fax number or email address upon the member's request in writing to the Corresponding Secretary. Notwithstanding the foregoing, notice shall not be deemed to have been given electronically if BHA is

unable to deliver two consecutive notices to the member by facsimile or electronic mail or BHA otherwise becomes aware that notice cannot be delivered to the member by facsimile or electronic mail.

Section 7. At all meetings of BHA, regular and special, a quorum for the transaction of business consists of fifteen (15) members, including officers present. A fewer number can adjourn the meeting to some future time, not less than six (6) nor more than twenty (20) days from the date of adjournment. The Corresponding Secretary sends notice at least five (5) days before the rescheduled meeting date.

ARTICLE IX **Board of Directors**

Section 1: Except as expressly provided herein, the Board of Directors will govern and control the affairs of BHA and will have all powers necessary for the administration and operation of the Synagogue, without conflicting with clergy's roles and responsibilities, including, but not limited to:

- a) Management of the funds and other property of the Congregation;
- b) Adoption and enforcement of appropriate procedures and regulations for the welfare of the Congregation;
- c) Authority to fix fees for the use of the facilities of the building;
- d) Authority to hire and remove all employees of the Congregation and to determine their salaries and periods of employment except as otherwise provided herein or by a resolution duly adopted by the Board of Directors; and
- e) Authority to make all determinations concerning the officers, committees and the Congregation-affiliated organizations.

Section 2: The Board of Directors (officers and directors-at-large) will be elected from among the voting members of the Congregation. The Board for each term will be comprised of four officers and two to seven Directors-at-large. The size of the Board for each term will be established by the existing Board of Directors. The Board of Directors or the President may designate members of the Congregation to serve as ex-officio, non-voting members of the Board.

Section 3: The terms of office of the Board of Directors will coincide with the fiscal year of BHA.

Section 4: Directors-at-large will be elected for two year terms, with a maximum of 4 consecutive terms.

Section 5: Any member of the Board of Directors may be removed by a vote of two-thirds of the remaining Board of Directors.

Section 6: Any vacancy on the Board of Directors will be filled promptly by a vote of the remaining members of the Board of Directors. Any member of the Board of Director so elected will serve until the next meeting of the membership at which election of members of the Board of Directors is in the order of business and a successor is elected and installed. The congregation will be promptly notified of all vacancies on the Board of Directors.

Section 7: The Board of Directors will ensure that all officers, members of the Board of Directors and employees of the Synagogue are covered by a bond and/or Directors and Officers Insurance, the premium for which is to be paid by the Congregation.

Section 8: Except as otherwise required hereby or by law, no contract will be entered into on behalf of the Congregation without the approval of the Board of Directors, with final oversight by the President, or pursuant to rules approved by the Board of Directors.

Section 9: The Board of Directors will enact such policies, including conflict of interest policies, as may be required by law.

Section 10: The Board of Directors will establish rules for the issuance of checks and any documents to be signed by officers of the Congregation.

Section 11: The officers of the Congregation will be:

PRESIDENT: the President will: fulfill General Board member responsibilities; set the tone for the Board and its activities; create the agenda for the Board meetings, in consultation with other Board members; act as a spokesperson for the congregation; ensure Board resolutions are carried out; oversee search for the Rabbi and Cantor, if required, and enter into contracts with them, ensure that contracts of BHA staff are upheld, work with the Governance and Nominating Committee to recruit, and with the Rabbi to orient, new Board members; call special meetings if necessary; facilitate or delegate facilitation for the Board meetings; maintain the leadership pipeline (in coordination with Governance and Nominating Committee); understand and provide oversight of financial budgeting and fiduciary compliance; sign and provide oversight to contracts obligating the synagogue.

VICE-PRESIDENT: the Vice-President will: fulfill general Board member responsibilities; work with the President to ensure that Board members are fulfilling their roles; oversee the functioning of committees, and work with the President to appoint committee membership and leadership; carry out special assignments as requested by the President; understand the responsibilities of the President and be able to perform these duties in the President's absence.

TREASURER: the Treasurer will: fulfill general Board member responsibilities; understand financial accounting for nonprofit/religious organizations; serve as the chair of the Finance, Audit and Compliance Committee; manage, with the Finance, Audit and Compliance Committee, the Board's review of and action related to the Board's financial responsibilities; work with the President and accountant to track and monitor budget vs. actual and monitor the cash flow; help to problem-solve around fiduciary issues; be the first line of consultancy for managing money; work with the President and accountant to ensure regular reports to the Board with regard to the financial solvency of the congregation; oversee the congregation's financial compliance such as tax filings and insurance; present the annual budget to the Board for approval as well as to the membership, at the regularly scheduled annual membership meetings.

SECRETARY: the Secretary will: fulfill general Board member responsibilities; ensure the safety and accuracy of all Board records; take and circulate Board minutes; assume the responsibilities of the President in the absence of the President and Vice-President; provide notice of meetings of the Board and/or of a committee when such notice is required.

Section 12: The officers will be elected for a term of two years and may not serve more than two consecutive full terms in the same position.

ARTICLE X

Nomination, Election and Qualifications of the Board of Directors

Section 1: The Nominating Committee consisting of three (3) members in good standing is selected by the President and approved by the Board and made public at least (30) days prior to the membership meeting for election of officers.

Section 2: The Nominating Committee nominates Board of Director candidates to be elected at a meeting of the membership for said purpose. The list of nominees will be presented to the President at least twenty (20) days before the election meeting of the membership with the assurance that the candidates are willing and able to accept the nomination. All nominees will be members in good standing for at least one (1) year prior to the annual meeting. Nominees for President will be members in good standing for at least two (2) full years.

Section 3: The list of nominees will be sent to each member of BHA together with the notice of the membership meeting for officer elections (in accordance with Article 8, section 6). Additional nominations for any office may be made in writing at least five (5) days before the election meeting to the President or Corresponding Secretary of BHA. These additional nominations must include the assurance that the nominee is willing and able to serve. No nominations from the floor shall be made at the annual meeting unless:

- there are no nominees for a particular office
- a candidate is unable to serve

Section 4: The vote for all elective offices is by secret ballot. Each member will be present at the membership meeting to qualify to vote, or the member may execute an absentee ballot.

Section 5: Absentee ballots will be sent (in accordance with Article 8, section 6) along with the list of nominees to all members in good standing prior to the election. All absentee ballots must be signed and dated. The printed name of the voter must also appear on the ballot near the signature. Each absentee ballot must be returned to a member of the Nominating Committee in a sealed envelope prior to the time voting begins.

ARTICLE XI

Pulpit

Section 1: The pulpit of BHA is occupied by an ordained rabbi or a student enrolled in a rabbinic studies program affiliated with the Conservative Movement.

Section 2. The rabbi is appointed by BHA at its annual meeting or at a special meeting called for that purpose.

Section 3. The rabbi is responsible for implementing the religious objectives of BHA. The rabbi enjoys freedom of the pulpit. When appropriate, the rabbi consults with the Executive Committee or any special committee or committees for advice and guidance. The rabbi is the Mara D'atra of the congregation, assuming final responsibility for Halakhic responsibilities. A non-ordained rabbi must seek the Halakhic counsel of the seminary.

ARTICLE XII Committees

Section 1: BHA will have two types of committees: Committees of the Board, and Committees of the Corporation.

Section 2: Committees of the Board, which include the Executive Committee (comprised of the four officers of the Board of Directors) have the authority to bind or make decisions on behalf of the Board of Directors and must be comprised solely of voting Board members. Any binding decisions voted on by the Executive Committee must be unanimous.

Section 3: Committees of the Corporation are advisory to the Board of Directors and may include non-Board members and volunteers, as determined by the Board of Directors. Each Committee of the Corporation will have at least one member representative from the Board of Directors.

Section 4: Committees of the Corporation may include the following: Cemetery; Education; Events; Facilities; Finance, Audit and Compliance; Fundraising; Hospitality; Membership; Nominating and Governance, and; Ritual.

ARTICLE XIII

Order of Business

Section 1: The order of business at all BHA meetings is as follows, unless suspended by a vote of the majority present.

1. Reading of minutes
2. Special business, if any, for which the meeting is convened
3. Reports of officers
4. Reports of standing committees
5. Reports of special committees
6. Old business
7. New business

ARTICLE XIV

Parliamentary Practice

Robert's Rules of Order are the standard for parliamentary procedure in BHA in the absence of any other rules governing this type of procedure.

ARTICLE XV

Amendments

Section 1: The constitution, or any portion thereof, may be amended in the following manner:

- a. The proposal to amend or suspend one or more articles of this constitution, or to introduce new articles to it, will be submitted in writing to the Executive Committee, signed by not less than ten (10) members in good standing of BHA. The proposal shall be read at the next meeting of the membership.
- b. The Executive Committee will consider such proposal at its next meeting.
- c. At the subsequent regular or special meeting of BHA, the congregation will consider and vote on the proposal.
- d. At such meeting, a report shall be submitted on the recommendation(s) of the Executive Committee
- e. If two-thirds of the vote of the congregation present favors the proposal, it shall be declared adopted.

Section 2: A proposal for amendment or suspension which has been rejected by BHA may not be resubmitted for the consideration of BHA unless twelve (12) months have elapsed since the time of such rejection.

Section 3: This constitution, when approved by the congregation at a membership meeting, will become effective upon such approval, and the former constitution, by-laws, and amendments are repealed.