



BY-LAWS OF BOLTON STREET SYNAGOGUE

PREAMBLE

Bolton Street Synagogue provides its members with a safe and welcoming environment that combines our Jewish spiritual heritage with an unwavering commitment to social justice and inclusion. In carrying out this mission, we strive to ensure that we abide by our commitment to racial justice, social equity and the elimination of bigotry. We value the intersectional identities of our members, including race, nationality, disability, sexual orientation, gender identity, gender expression, socio-economics and religious status. We believe strongly in the spiritual gains that can be experienced by ritual observances and select those that provide a strong link between past and present.

ARTICLE I - NAME

The name of this Congregation is **BOLTON STREET SYNAGOGUE**.

ARTICLE II - MEMBERSHIP

1. Eligibility

A person of the Jewish faith, a person who has made a commitment to someone of the Jewish faith, or any other interested adult who has made a commitment to Judaism, is eligible for membership.

2. Application and Review

Application for membership shall be made by completing and submitting a New Membership Form. Membership shall be conditioned upon receipt of the appropriate dues **(the President can modify dues- see Article IV)** and subject to all terms,

conditions, and regulations of the Congregation that may be approved by the Board from time-to-time.

3. Categories

The Board of Trustees may from time-to-time establish categories of membership, which may include:

- a. A family membership, which includes two (2) adults and any unmarried dependent children;
- b. A single adult family membership which includes one (1) adult and all unmarried dependent children;
- c. An individual membership.
- d. A young adult membership, for ages 18-29
- e. ~~An honorary membership, for any person deemed worthy, upon such conditions as the Board considers appropriate, excluding the entitlement to a vote.~~

4. Honorary Membership

~~The Board of Trustees by a majority vote may grant honorary membership to any person deemed worthy, upon such terms and conditions, excluding the entitlement to a vote, as the Board considers appropriate.~~

5. Voting

Each adult of a family membership is entitled to one vote; the family membership is entitled to ~~an maximum~~ aggregate total of two votes. All other categories of membership are entitled to only one vote per membership unit. Voting by proxy shall not be permitted at meetings of the Congregation.

6. Privileges of Membership

- a. Members of the Congregation in good standing are entitled to:
 - (1) Vote on all matters coming before meetings of the Congregation;
 - (2) Receive seats for the High Holidays subject to rules adopted by

the Board of Trustees from time-to-time;

- (3) Services of the Rabbi and Cantor, when there is no prior conflict;
- (4) Participate in all congregational activities.

b. All such privileges shall be subject to such charges, rules, regulations and conditions as may be prescribed from time-to-time by the Board of Trustees.

7. Membership in Good Standing

A member shall be deemed to be in good standing until such time as **that person's** membership is terminated or suspended by action of the Board of Trustees under the provisions of this Article.

a. Termination or Suspension of Membership

The Board of Trustees may terminate or suspend the membership of any congregant for cause, upon the vote of the majority of the Trustees eligible to vote at a regular or special meeting of the Board. Prior to any such vote, the Board of Trustees must give the member in question at least two (2) weeks' notice of the intended action of the Board, and give that member an opportunity to appear before and be heard by the Board prior to the final vote.

Termination or suspension of membership immediately ends all rights and privileges of membership.

b. Obligation Upon Resignation or Termination

The resignation or termination of a member shall not relieve the member from payment of any obligation due to the Congregation at that time.

ARTICLE III - FISCAL YEAR

The fiscal year of the Congregation is from July 1 to June 30. The Board may change the fiscal year upon a majority vote of the Board at which the change of fiscal year has been placed on the agenda.

ARTICLE IV - DUES, ASSESSMENTS AND OTHER CHARGES

The Board shall establish the amount of annual dues and other charges for the various categories of membership. Such charges need not be uniform among membership categories or among members of a category. The President can waive or modify dues.

Membership dues and obligations are due and payable as determined by the Board. Dues must be paid no later than three (3) months from their due date.

The Board may recommend any action it deems appropriate regarding any member whose dues or other charges have not been paid in full by the expiration of the grace period referred to in the preceding paragraph, after reasonable notification to the member. Such action may include suspension or termination of membership. However, prior to the expiration of the three (3) month grace period, the Executive Committee, for good reason, may waive, abate, extend or otherwise modify any financial obligation due from a member upon request from the member.

ARTICLE V - MEMBERSHIP MEETINGS

1. Annual Meeting

The annual meeting of the Congregation shall be held during the fourth quarter of the fiscal year on a date set by the President. The President shall conduct the meeting.

The purpose of the meeting shall be the election of officers and trustees, and the transaction of other congregational business properly placed before the meeting, if such business is of interest to the general membership. At this meeting, reports shall be presented by the President, the Rabbi, the Treasurer, and/or such officers or committees as requested by the President or the Executive Committee.

Notice of the annual meeting shall be transmitted by e-mail or first class mail to every member of the Congregation at least fifteen (15) days prior to the time of such meeting.

2. Special Meetings

a. A special meeting of the Congregation may be called by the President at any time for any reason.

b. A special meeting shall be called upon:

i. the request of a majority of the Executive Committee or Board, or

ii. the written request of at least twenty percent (20%) of the voting members of the congregation. The request for a special meeting must be signed by the members making the request, must set forth the purpose of the meeting, and must be sent to the Board Secretary.

c. Special meetings must be scheduled and held within thirty (30) days from the date of receipt of the request, at a time and place determined by the Executive Committee.

d. Notice of special meetings shall be transmitted by e-mail or first class mail to every member of the Congregation at least ten (10) days prior to the time of the special meeting. Notice of a special meeting shall state the purpose of the meeting and no other business may be considered or transacted.

e. A quorum shall consist of twenty percent (20%) of the voting members in good standing at all special meetings.

3. Minutes and Conduct of Meeting

Minutes shall be kept of all annual and special meetings and shall be available in the Administrator's office.

All meetings shall be guided by Robert's Rules of Order.

ARTICLE VI - BOARD OF TRUSTEES

1. General Powers

The control, management and administration of the business, affairs and property of the Congregation are vested in the Board of Trustees of the Congregation (the "Board"). The Board has, and may exercise, all authority and powers of the Congregation and of its membership in all matters not specifically reserved to the general membership by the Charter or By-Laws as amended from time-to-time.

2. Membership and Qualifications

a. The Board of Trustees shall consist of:

(1) The officers of the Congregation

(2) (i) The immediate past president of the Congregation, only for the first year of the new president's term.

(ii) The President-elect, only for the second year of the president's term

(3) Nine (9) at-large members

b. The Rabbi of the Congregation shall be a non-voting, ex-officio member of the Board.

c. Any member of the Congregation who is a member in good standing is eligible for election to the Board of Trustees, though not at the same time that a family member is a Trustee or officer. In this case, a family member is considered to be a spouse, partner, parent, child or sibling.

3. Trustee Terms, Vacancies and Removal

a. Terms – Each year the Congregation shall elect three (3) members to three (3) year terms.

b. Vacancies - If a vacancy occurs on the Board more than sixty (60) days before the next annual meeting of the Congregation, the remaining members of the Board shall fill the vacancy, by simple majority vote, from a list of names furnished by

the President until the annual meeting, at which time the vacancy shall be filled by election.

c. Removal - Any member of the Board may be removed for cause by two-thirds (2/3) vote of the entire Board (at least 10 board members). Cause includes missing four (4) consecutive meetings without adequate excuse. The resulting vacancy shall be filled as provided in the preceding section.

4. Meetings

The Board of Trustees shall have not fewer than eight (8) monthly meetings during the year. The schedule of meetings shall be set by the President, and at least one (1) week written or oral notice shall be given to the members of the Board and the Membership, except in case of emergency.

5. Quorum

A majority of the members of the Board constitutes a quorum (at least 8 members).

6. Conduct of Board Meeting

Meetings of the Board shall be chaired by the President, or in the absence of the President, the Vice President or other officer. Members of the Congregation may attend and observe any Board meeting except Executive Session. All meetings shall be guided by Robert's Rules of Order

7. Employment of Agents and Employees

The Board has the power to appoint or employ agents and employees as it deems necessary or advisable for the conduct of the Congregation's administrative tasks, spiritual needs, financial business, and the preservation and investment of the Congregation's property and assets. All details, including term, tenure, compensation and benefits for such agents and/or employees shall be determined by the Board.

ARTICLE VII - OFFICERS

1. Positions, Elections, Eligibility, Term, Vacancies

a. The officers of the Congregation shall be:

i. Elected officers

(1) President

(2) President-Elect (only during the President's 2nd year)

(3) Vice President

(4) Treasurer

(5) Secretary

ii. The immediate Past President shall be an Executive Committee member only during the President's first (1st) year

The president shall be elected at the annual meeting of the congregation as provided in these By-Laws for a term of two (2) years, or until the president's successor is elected and installed. The president-elect shall be elected at the start of the president's 2nd year in office and serve for a term of one (1) year. Each other officer shall be elected at the annual meeting of the congregation and serve for a term of one (1) year, or until that officer's successor is elected and installed. Each officer may serve no more than four (4) years consecutively. The president may not be elected for two (2) successive terms.

Vacancies in any elected office, except that of the President, shall be filled by majority vote of the Board of Trustees. The person so elected shall serve in the office for the remainder of the term.

2. The President

The President is the chief executive officer of the Congregation with all powers and duties incident to the office, including the power to execute documents in the name of the Congregation.

The President shall:

- a. Supervise and manage the business, assets and property of the Congregation, subject to the primary authority of the Board;
- b. Be an ex-officio member of all committees and boards of the Congregation, except the Nominating committee;
- c. Chair all meetings of the Congregation, the Board and the Executive Committee;
- d. Perform all other duties assigned to the president from time-to-time by the Board; and
- e. Perform all other duties necessary or incident to the general duties of the office.

3. The President-Elect

The President-Elect shall:

- a. Assist the President in such manner as the President shall determine is in the best interest of the Congregation;
- b. Be recommended by the nominating committee to be President at the conclusion of the term of the President consistent with Article VIII, Nomination and Election of Officers and Trustees. No officer shall be precluded from holding the position of President-Elect solely for the reason that the officer holds any other office.
- c. Assume the role of President if the President and Vice President are unable to perform those duties.

4. The Vice President

The Vice President shall automatically succeed to the office of the President if that office becomes vacant, and shall act for the President in case of the President's absence or disability. The Vice President shall perform such duties as may be assigned by the President.

5. The Treasurer

The Treasurer shall assume all of the duties and responsibilities normally incident to the office.

The Treasurer shall:

- a. Be the custodian and disbursing agent of all funds of the Congregation;
- b. Generally oversee and supervise the keeping of all financial books, records and accounts of the Congregation;
- c. Prepare and present a financial report including, but not limited to, a Balance Sheet and Statement of Activities to the Board at its regular meeting;
- d. Prepare and present a financial report to the Congregation at all Annual meetings;
- e. At the request of the President or the Board, prepare and present an accounting of congregational transactions and financial condition;
- f. Prepare with the Finance committee an annual budget for the Congregation to be presented at a Board meeting at least sixty (60) days prior to the end of the fiscal year;
- g. Generally oversee the Investment Committee and the investment advisors, agents, or brokers employed by the Congregation; and
- h. Assume the duties of the President in case of absence or disability of the President, Vice President and President-Elect.

6. The Secretary

The Secretary shall:

- a. Serve as Secretary of the Congregation and of the Board;
- b. Send notices of all meetings of the Congregation and the Board;
- c. Keep the minutes of all Congregation, Board, and Executive committee meetings with a copy of the minutes sent to each Board member and made available during regular business hours to the members of the Congregation at the synagogue office;

- d. Keep a register of all members of the Congregation;
- e. Perform such other duties as are incident to the office; and
- f. Assume the duties of the President in case of absence or disability of the President, Vice President, President-Elect and Treasurer.

7. Disbursement of Funds

Checks must be signed by those officers authorized to sign checks.

Disbursement of congregational funds over Five thousand (\$5,000.00) Dollars shall require the signatures of two (2) of the following: President, Vice President, Treasurer, and Secretary.

ARTICLE VIII

NOMINATION AND ELECTION OF OFFICERS AND TRUSTEES

1. Nominations

At least six (6) months before the annual meeting, the President shall appoint a nominating committee of at least five (5) members in good standing, at least two of whom are not at the time officers or trustees. The committee shall submit its recommendations to the Board at least forty (40) days prior to the annual meeting. The Board may adopt or modify the proposed slate.

The membership of the Congregation shall be notified of the slate, as approved by the Board, by mail or email at least twenty (20) days before the annual meeting.

2. Additional Nominations

Additional nominations for any office or Board position may be made by a written petition bearing the signatures of at least twenty percent (20%) of the voting members of the Congregation in good standing. The petition must designate the specific position for which the additional nomination is being made and must be received at the Congregation's office at least fifteen (15) days prior to the annual meeting. The

membership shall be notified by mail or email at least ten (10) days prior to the meeting if there have been any additional nominations.

3. Elections, Voting

The Board of Trustees and the officers shall be elected at the annual meeting of the membership. Only members in good standing may vote; voting shall be by secret ballot if requested by any member present and agreed upon by a majority of members in attendance. The candidate with the highest number of votes (even if less than a majority) shall be declared elected to each position. In case of a tie, the incumbent President or presiding officer may cast the deciding vote.

If a majority of the Executive Committee determines that holding an in-person meeting is not possible due to circumstances affecting the safety or health of the congregation, that meeting shall be held virtually (electronically), including voting. The decision shall be made at least one (1) week prior to the scheduled meeting and the information about that meeting, including how to access it, shall be disseminated to the congregation within at least five (5) days of the meeting. ***In some instances, there might be hybrid meetings (combined in-person and virtual), also determined by a majority of the Executive Committee.*** This includes the Annual, Board, Special, and Executive Committee meetings. The existing requirements for voting are to be maintained. ***If a hybrid meeting is held, votes from both groups will be counted.*** For committee meetings, the chair shall make the determination.

ARTICLE IX - EXECUTIVE COMMITTEE

1. Members and Duties

The Executive Committee shall consist of the elected officers of the congregation as well as the past-president for the one year immediately after the past-president's term in office.

The Executive Committee shall:

- a. Generally supervise and review all activities of the Congregation and its agents and employees between meetings of the Board of Trustees;
- b. Prepare the agenda for the meeting of the Board;
- c. Regularly report its findings and recommendations to the Board; and
- d. Perform such other duties as the Board or President may assign from time-to-time.

2. Meetings

The Executive Committee shall meet at times as the President may designate. At least one week's notice shall be given for any meeting called by the President, except in case of emergency. The Executive Committee may invite others, for any designated purpose, to attend its meetings.

3. Quorum

A majority of the Executive Committee shall constitute a quorum (3 members).

ARTICLE X - COMMITTEES

1. Standing Committees

The President shall review the types and number of committees and may make changes as deemed appropriate, on an annual basis.

The President shall designate the chairperson(s) of each committee.

The committees shall also perform such duties as the Board or the President may assign.

2. Special Committees

The Board or the Executive Committee may from time to time create such other committees as deemed necessary or proper. The President shall appoint the chairpersons and members of such committees.

ARTICLE XI - THE RABBI AND THE CANTOR

1. Selection and Term

a. The selection of a Rabbi or Cantor shall be upon recommendation to the Board of Trustees by a Pulpit Search committee. The Pulpit Search Committee, appointed by the President and approved by the Board of Trustees, shall consist of at least ten (10) members in good standing, at least six (6) of whom shall be chosen from the membership at large. A majority shall be Jewish. Approval by the Board of the Committee's recommendation shall be by two-thirds (2/3) vote (10 members).

b. Unless a two-thirds (2/3) vote (10 members) of the Board decides otherwise, the interim Rabbi or Cantor, if any, shall not be eligible for consideration as the congregation's full-time permanent Rabbi or Cantor.

c. All matters concerning the Rabbi's or Cantor's employment after initial appointment, including term, remuneration, tenure and benefits shall be determined by the Executive Board as approved by a majority of the Board of Trustees. Neither the Rabbi nor Cantor shall be present during the Board's deliberation, decision or vote concerning these matters. However, a majority of the Board may invite the Rabbi or Cantor to be present for and participate in its deliberations only.

2. Duties and Responsibilities

a. The Rabbi

The Rabbi is the spiritual leader of the Congregation and shall devote the Rabbi's time, energies and efforts to serving the religious, educational and pastoral needs of the Congregation. As an employee of the Congregation, the Rabbi is responsible to the Board of Trustees, and the Rabbi's employment by the Congregation shall generally be subject to the contract with the Board. The Rabbi is entitled to attend meetings of all committees and the Board, except when requested to be absent by the President or chair of the committee. The Rabbi shall:

(1) Generally oversee and supervise the religious and enrichment activities of the Congregation in accordance with the traditions and practices of the Congregation.

(2) Organize and conduct all Sabbath and Holiday services, including speaking from the pulpit at each of these services unless an alternate speaker or program has been arranged.

(3) Officiate at all life cycle ceremonies of the Congregation's families that require the Rabbi's presence as long as there is no prior commitment; and

(4) Organize and supervise the Bar/Bat Mitzvah programs.

b. The Cantor

The Cantor shall perform all duties as may be assigned to the Cantor by the Rabbi and by the Board of Trustees from time-to-time.

ARTICLE XII - AMENDMENTS

These By-Laws may be amended by the two-thirds (2/3) vote (10 members) of the Board of Trustees at a subsequent meeting after an amendment has been proposed. The Congregation shall be notified of any proposed amendments by mail/email. Any member shall be afforded the opportunity to address the Board concerning the proposed amendment(s).

ARTICLE XIII - INDEMNIFICATION

1. In this Article:

a. "Indemnification Section" means Section 2-418 of the Maryland Annotated Code, Corporations and Associations Article; and

b. Corporate Representative means those persons referred to in Section (a) (3) of the Indemnification Section and members of the Board of Trustees of the Congregation.

2. The Congregation shall indemnify its corporate representatives to the fullest extent permitted by the Indemnification Section.
3. Determination that indemnification is proper shall be made by majority vote of the Board or by special legal counsel as provided in Section (e) of the Indemnification Section.

ARTICLE XIV - MISCELLANEOUS

1. Effective Date

These By-Laws shall become effective upon their adoption by a majority of the Board of Trustees.

2. Definitions and Rules of Construction

In these By-Laws:

- a. Board means Board of Trustees:
- b. Quantities
 - (1) Majority or Majority vote means a simple majority of those present and voting, unless otherwise specified;
 - (2) Two-thirds or Two-Thirds vote means two-thirds of those present and voting, unless otherwise specified;
- c. Includes and Including are not limiting;
- d. Unless otherwise required by the context, the singular includes plural and vice-versa; and
- e. All notices required by these By-Laws are effective as of the date mailed or emailed.

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Revised ~~XXXX~~3/16/22