

Congregation Sons of Zion

*378 Maple Street
Holyoke, MA 01040*

BYLAWS

17 MAY 2017

By-laws: CONGREGATION SONS OF ZION, INC.

Article 1

The name of this congregation shall be known as, "CONGREGATION SONS OF ZION, INC." of Holyoke, MA, d/b/a Congregation Sons of Zion.

Article 2: PURPOSE

The purpose of this congregation shall be to establish and maintain a synagogue with such additional religious, social and recreational activities as will help strengthen and broaden the concepts of conservative Judaism. All services shall be conducted according to the laws and rituals of conservative Judaism. All committees and auxiliary organizations shall adhere to the aforementioned concepts.

Article 3: ADMINISTRATION

The administration of the affairs of the Congregation shall be vested in a Board of Directors, herein after referred to as the Board, of up to thirty (30) members in good standing, to be elected as hereinafter provided. The current edition of Roberts Rules of Order shall be the standard for Parliamentary practice and procedures at all meetings.

Article 4: ELECTION OF DIRECTORS

The President of the Congregation shall appoint a Nominating Committee of not fewer than three (3) members in good standing, to bring in a slate of candidates for the Board prior to its regular May meeting. The slate shall be approved by the Board, by majority vote. The approved slate shall be mailed/emailed to the members of the Congregation at least fourteen (14) calendar days before the annual meeting. Additional nominations may be made from the floor, at the annual meeting. Directors shall be elected annually and serve until the next annual meeting. Vacancies on the Board may be filled at a regular Board meeting by nomination of the President and approval of a majority of the remaining Board.

Article 5: OFFICERS

1. The Board shall elect from its number the following officers whose term of office shall be for a period of one (1) year and/or until qualified successors are duly elected or approved in accordance with these By-laws. The officers so elected shall be as follows: President, Vice-President, Treasurer, Financial Secretary, and Recording/Corresponding Secretary.

2. To be eligible for the office of President, or Vice-President, the candidate must have been a member of the Congregation in good standing, for at least two (2) years, and a member of the Board, in good standing, for at least one (1) years. To be a member in good standing, the membership dues to the Congregation Sons of Zion, shall have been paid in full.

3. When an office becomes vacant prior to its term, the President of the Board, or the next ranking officer of the Board if the vacancy is the President, may call a special meeting, noting the reason for the special meeting, or at the next regular meeting, describing the vacancy in the meeting notice; and at such meeting the Board shall elect a person by a simple majority of the quorum present to fill the vacancy upon motion by any member(s) of the Board.

Article 6: DUTIES AND POWERS OF THE BOARD

1. The board shall meet each month, as called by the President, unless by majority vote the business of the meeting shall be temporarily suspended. An accurate account of its proceedings shall be recorded.

2. Seven (7) members of the Board shall constitute a quorum and be empowered to transact all official business.

3. The Board shall have control and management of all the properties including the cemetery, and the affairs of the Congregation; it shall adopt and carry out such measures necessary for the interests and welfare of the Congregation; it shall empower to expend all monies deemed necessary.
4. A report of the Board's proceedings and of all standing committees and an estimate of probable expenses of the Congregation for the ensuing year and any recommendations that may seem necessary for the good and welfare of the Congregation shall be submitted at the annual meeting of the Congregation.
5. The Board shall be empowered to elect candidates for membership upon the recommendation of the Membership Committee or any member of the Board and act upon the resignation of members.
6. If a Director has been absent from three (3) successive regular meetings without good cause, the Board may declare their office as Director vacant.
7. The Board may approve, on recommendation of the Personnel Committee, if such recommendation is submitted, all salaried employees, by majority vote of the members present at the time of such recommendation.
8. The Board may elect Honorary Directors as it shall see fit. Said Honorary Directors may participate in all Board meetings with no voting rights.
9. Board members are expected to make minyan calls to assure a minyan at regular weekday services.

Article 7: EMPLOYEES OF THE SYNAGOGUE

1. Employees of the Synagogue shall consist of a Rabbi and other employees as the Board from time to time may determine.
2. The Rabbi shall be engaged for such term as the Board shall determine. The Rabbi shall be the spiritual leader of the Congregation and shall have jurisdiction over all religious services, and ritual life-cycle events at the synagogue, grounds, and cemetery. The Rabbi shall perform all duties incumbent upon the office and may attend all Board meetings without voting rights, at the invitation of the President or by majority vote of the Board. The Rabbi shall report on religious and Congregational activities and join in the discussion on all religious activities and interpretations of Judaic laws.

Article 8: DUTIES OF OFFICERS

1. **The President** shall preside at all meetings of the Congregation and of the Board. He/she shall enforce all rules, regulations and by-laws of the congregation. He/she shall be ex-officio member of all committees without the right to vote. He/she may upon invitation join in a discussion. He/she shall have the right to vote at any Congregation or Board meeting only in the event of a tie vote. He/she shall not join in any discussion, in which a vote may be required unless he vacates the chair for the duration of the discussion. He/she may then join in any discussion and cast a valid vote on any and all issues. He/she shall order the call of all regular and special meetings of the Board and the Congregation, stating the purpose of the special meeting as noted in Article 5, section 3. He/she shall call for a special meeting of the Board within forty eight (48) hours, if so requested in a written and dated form, by at least five (5) members of said Board, or a special meeting of the Congregation within ten (10) days, if so requested in a written and dated form, by at least (15) members of the Congregation in good standing, and providing these requests for a special meeting state the reason for the meeting. He/she shall at the first meeting of the Board appoint the chairperson for each standing committee. He/she shall co-sign all checks as noted.
2. **The Vice-President** shall in the absence of the President at any regular or special meeting, perform and execute all duties of the President. The Vice-President shall have the authority, if the President is not available, to co-sign checks; the Vice-President shall be the chairperson of a standing committee as designated by the President and shall be a member ex-officio on all standing committees without discussion rights, unless so invited. The Vice-President in the event of the demise or resignation or removal from office of the President, shall automatically and forthwith assume the office of the Presidency with full powers of that office for the balance of that unexpired term.

3. **The Treasurer**, in the absence of the President and Vice-President at any regular or special meeting, shall assume all the duties and responsibilities incumbent upon the absent officers. It shall normally be the duty of the Treasurer to:

- (A) Receive all monies due and owing to the Congregation, give receipts therefore as necessary, to deposit all monies so received in the name of the Congregation in such bank or banks as designated by the Board.
- (B) Pay by check all obligations incurred by the Congregation or the Board as noted.
- (C) Present written monthly reports to the Board of the condition of the Treasury and a complete written financial report at the annual meeting of the Congregation.
- (D) Treasurer shall be a member of and attend the meetings of the Finance Committee.
- (E) At the expiration of the Treasurer's term, the Treasurer shall deliver to the successor all properties of the Congregation in his/her custody, and all books and papers pertaining to his/her office.
- (F) He/she shall report each month to the Financial Secretary all payments of membership dues received from the Congregation members.
- (G) The Treasurer and Financial Secretary shall work with an independent Certified Public Accountant if and when retained by the Board of Directors, to prepare an audit and present a reviewed and/or certified financial statement to the Board of Directors.

4. **The Financial Secretary** shall;

- (A) Mail bills to the membership.
- (B) Keep a record of payments made according to the Treasurer's report giving names of all the members of the Congregation with complete data as to their status.
- (C) Present a written report to the Board each month.
- (D) Deliver to his/her successor when duly qualified all books and papers pertaining to his/her office.

5. **Recording/Corresponding Secretary** shall:

- (A) Attend all meetings, read minutes, reports and all communications, and keep a correct account of the proceedings of all regular and special meetings.
- (B) Keep an accurate record of the Officers, Directors, and others attending each Board meeting, and inform the Board when any of its members have been absent from three (3) consecutive regular meetings of the Board.
- (C) He/she shall keep and safe guard all the records and minutes of all regular and special meetings of the Congregation and the Board.
- (D) Shall keep a copy of the by-laws and all amendments in his/her possession open for inspection at the aforementioned meetings.
- (E) At the expiration of his/her term, deliver to his/her successor when duly qualified, all books and papers pertaining to the office.

6. Upon the demise, resignation or removal from office of the President, Vice-President, or the Treasurer, or the Financial Secretary, or the Recording/Corresponding Secretary, the President shall appoint on a temporary basis a replacement pending the election of a successor as described in Article 5, Section 3.

Article 9: STANDING COMMITTEES

The following shall be the permanent Standing Committees:

Religious	Publicity
Cemetery	Good and Welfare
Budget and Finance	Confidential
Building & Security	By-laws
Membership	Tikkun Olam
Personnel	Hebrew School
Activities/Fund-raising	

The Chairperson as appointed by the President for each committee shall select the Members for that committee. Each committee shall endeavor to meet monthly or as needed and provide a monthly report at the Board meeting.

Article 10: DUTIES OF THE STANDING COMMITTEES

1. Religious Committee:

It shall be the duty of the Religious Committee to see that the form of worship is adhered to, to arrange for all ritual matters and to recommend to the Board any changes it may deem advisable. The Board shall, when the projected change is of a fundamental character, submit it to a regular or special meeting of the Congregation, and the change shall become a part of the ritual when adopted by a majority vote of the members present. The proposed change shall be specified in the call for the regular or special meeting as noted in Article 5, section 3. The Rabbi shall be consulted with all projected changes to ensure that these changes are within the prescribed rituals and laws of conservative Judaism.

2. Cemetery Committee:

- (A) No more than five (5) members selected by the committee chairperson shall comprise the Cemetery Committee.
- (B) It shall maintain and improve the cemetery grounds and have charge of all workmen who care for and maintain the cemetery.
- (C) Issue permits for interments.
- (D) Handle sales of plots at a price approved and designated by the Board.
- (E) Devise ways and means for the raising of funds for the maintenance of the cemetery and approved by the Board, and collect and disburse funds relating to the cemetery. Cemetery funds may be used by the Congregation as approved by 51% of the full elected board, and otherwise the Cemetery Committee shall have sole and absolute control over the Cemetery funds.
- (F) To report to the Board the condition of the cemetery when so requested and to make a complete written report to the Congregation at the annual meeting.
- (G) Purchase any and all supplies and equipment deemed necessary for the proper maintenance of the cemetery.
- (H) In a special circumstance where a request for burial is made on behalf of an individual who may lack the necessary funds, the matter will be referred to the Confidential Committee.

3. Budget and Finance Committee:

- (A) It shall be the duty of the Budget and Finance Committee to create and maintain a budget and report on budgetary needs of the Synagogue, to raise funds required for synagogue purposes, and to make a detailed estimate of the income and expenses for the ensuing year.
- (B) The dues structure shall be developed by a Dues Subcommittee and any recommendations made by said Subcommittee shall be subject to Board approval.

4. Building and Security Committee:

- (A) It shall be the duty of the Building and Security Committee to supervise and oversee the condition of the physical property of the Congregation, including the building, the equipment, the furniture and also the grounds.
- (B) It shall approve and disapprove applications for the use of Synagogue property or any part thereof. Any use of Synagogue property by non-members, or by members for a commercial purpose, shall be subject to Board approval.

5. Membership Committee:

It shall be the duty of the Membership Committee to promote such activities as shall tend to increase the membership of the Congregation and make recommendations to the Board concerning applications for membership in the Congregation.

6. Personnel Committee:

- (A) It shall be the duty of the Personnel Committee to interview applicants for paid positions, to make recommendations to the Board with employment of the same, and to handle relations with said employees. Hiring and terminating paid employees shall be subject to Board approval.

7. Activities/Fundraising Committee:

- (A) The Activities/Fundraising Committee shall devise, create, fulfill programs and be in charge of all social fundraising activities for the synagogue.
- (B) At least two social and/ or fund raising activities should be planned for each year.
- (C) Work in conjunction with the Religious Committee if and when such an issue is involved.

8. Publicity Committee:

This committee shall send out notices to the media concerning events and activities that are to take place or have taken place.

9. Confidential Committee:

The Confidential Committee shall be comprised of no more than three (3) members of the Board and/or the Congregation, all in good standing. The President shall be the chairperson of this committee. Its sole function shall be to determine confidentially, of the reduction in the amount of dues to be paid by any member or an abeyance of their dues which the committee in their sole opinion shall deem correct and in keeping with Mitzvot. Also the Confidential Committee in co-operation with the Chairperson of the Cemetery Committee shall use the same consideration in the allocation of a burial plot for a member of the Congregation.

10. Good and Welfare Committee:

This committee shall send appropriate messages to the families of the bereaved, to members who are ill and to those members who merit a congratulatory note. The Committee shall encourage the Rabbi to do so also. The committee shall endeavor to provide, when necessary, minyans for the bereaved.

11. By-laws Committee:

This committee shall initiate proposed amendments to the By-laws and recommend to the Board for adoption.

12: Tikkun Olam Committee:

The Tikkun Olam Committee shall work to create and promote opportunities for members of the Congregation to “heal the world,” from a foundation of Jewish values and traditions, and to develop projects and activities that will address individual, community and social needs

13. Hebrew School Committee:

This committee shall promote and oversee all aspects of the Hebrew School.

Article 11: MEMBERSHIP

1. The unit of membership in this Congregation shall be a family consisting of married individuals, an unmarried couple, or a single parent, and any unmarried children who have not attained the age of twenty-five years.
2. Voting privileges are restricted to one (1) vote per member of a family as defined aforesaid in Sec. 1.
3. Any Jewish person who has applied for membership and has been approved by the Membership Committee and the Board shall become a member upon payment of one year’s dues, or pro-rated portion, and shall be so notified by the Financial Secretary. A non-Jewish member of the family is welcome to participate in all appropriate Synagogue activities.
4. Each member shall pay such dues as shall be determined and suggested by the Budget and Finance Committee at the beginning of the fiscal year and approved by the Board at that time. Each member shall pay dues as agreed upon and any deviation from the payment of the approved dues shall be only as noted in Article 10, Item 9.
5. Dues shall be paid annually in advance such year beginning on June 1, and ending on May 31 of the ensuing year, or as determined by the Budget and Finance Committee.
6. Any member whose dues are in arrears for a period of twelve (12) months may be suspended as a member by a vote of the Confidential Committee. A member whose membership is to be suspended shall be so advised by the Financial Secretary before further action is taken. If the deficiency is not mitigated, the Financial Secretary shall

inform the President and the Confidential Committee of the member(s) whose dues are in arrears. The President or the Confidential Committee may consult with the member(s) to alleviate the deficiency. If the deficiency is still not resolved, the Confidential Committee shall have the authority to terminate such membership in its discretion.

7. All members shall have the right and privilege of attendance, debate, and vote (subject to Article 11, Sec. 2) at all Congregation meetings, whether regular or special. Proxy voting shall be permitted and all proxies shall be subject to the approval of an ad-hoc Proxy Committee (1 or 3 persons) appointed by the President, provided that no person holding proxies shall be entitled to vote on behalf of more than two (2) other members by proxy. The language under Section 7 herein shall not apply to Board meetings.

8. Each member shall have the use of the Synagogue for their life-cycle events. Payment for such services shall be as determined by the Rabbi and the Board.

Article 12: NON-MEMBERS

1. Burial plots shall be made available for individuals of the Jewish faith who are not members of the Congregation, as well as non-Jewish relatives of an SOZ member, at a cost determined by the Cemetery Committee and approved by the Board. In cases of special circumstances when time is of the essence, the President, Co-Presidents, or Vice-President, along with a member of the Confidential Committee, shall determine the costs of the plot. All burial costs shall be paid in advance by non-members.

2. Non-members and members who are not in good standing as described in these Bylaws may attend and participate in meetings of the general membership if invited or authorized to do so by the President or vote of the Board of Directors, and participate only as authorized.

Article 13: MEETINGS, REGULAR AND SPECIAL; FISCAL YEAR

1. The annual meeting of the Congregation Sons of Zion shall be held in June on such date determined by the President. Notice of said meeting shall be sent at least fourteen (14) calendar days prior to such meeting.

2. At the Annual meeting there shall be an election for the members of the Board of Directors, and other such business as may be put before the members of the Congregation.

3. Reports of all officers and committee chairpersons shall be submitted at the annual meeting.

4. A call for a special or emergency meeting shall be sent at least seven (7) calendar days prior to the date of the meeting noting the time, date, place and purpose of said meeting.

5. Eighteen (18) members of the Congregation membership entitled to vote, including members who have voted by proxy, shall constitute a quorum at any regular or special meeting of the congregation. Only members in good standing shall be counted as part of the quorum. Refer to Article 11, Section 7.

6. Minutes of all meetings shall be recorded.

7. The fiscal year of Congregation Sons of Zion, Inc. shall commence June 1 and terminate May 31 each year.

Article 14: SYNAGOGUE FUNDS: ESTABLISHMENT AND CONTROL

1. All funds existing under the control of any committee and/or chairperson or to be established henceforth, shall be deposited into the general funds of the Congregation, except as described in Article 14, Section 2.

2. The Cemetery Committee may have its own checking account for payment of appropriate Cemetery expenses. Funds within the checking account are within the control of the Board of Directors. The checks for any and all disbursements shall be signed by the Cemetery chairperson and, in excess of \$1,800, one other member of the Cemetery Committee. The Cemetery Committee shall make a monthly report to the Board on the activities and financial status of the Cemetery.

3. The names of the officers whose signatures may be affixed to a check shall be given to the bank in which Congregation monies are deposited. Such signatory parties shall be the President, the Vice-President, and the Treasurer and other Board members so designated. All checks in excess of \$1,800 shall require the signatures of two (2) authorized signatory parties.

Article 15: AMENDMENTS

1. Amendments for the By-Laws must be proposed in writing and signed and dated by at least ten members, in good standing, of the Congregation and filed with the Board of Directors. The amendment shall be in duplicate with one copy in the possession of the proposers. Such amendments shall be acted on at any regular meeting of the Congregation or at any special meeting called for that purpose, provided that notice of such proposed amendment is included in the call or notice of such meeting as noted in Article 13, sections 4 and 5. An affirmative vote of eighteen (18) of the voting members present and constituting a quorum as required shall be necessary for the adoption of any amendment.

2. The Board shall review these By-laws at an interval of five (5) years.

Rev. 5/17/2017 as passed by the Board of Directors.