

By Laws

of

Congregation Beth Israel of Walla Walla

Preamble or Mission Statement

The mission of Congregation Beth Israel is to provide a center for Jewish cultural and spiritual activity, to welcome all Jewish and Jewish-affiliated individuals, to celebrate their diversity, and to nurture their Jewish development.

Article I Name of Organization

This Congregation shall be known as Congregation Beth Israel of Walla Walla, and it may be designated as "Congregation Beth Israel."

Article II Statement of Purpose

The purpose of this Congregation shall be to promote the faith of Judaism and the Congregation shall fulfill the historic function of the Synagogue to be a house of prayer, a house of study, and a house of assembly, and shall actively apply the ethical teachings of Judaism to the issues of our society.

Article III Statement of Values

We espouse these Jewish values and reaffirm:

- Respect for God (k'vod HaShem).
- Respect for Torah (k'vod HaTorah).
- Respect for humanity and all God's creations (k'vod HaBriyot).
- A vibrant peace (shalom) based on diversity and inclusion.
- Tikkun olam (healing the world) in all its various forms.
- Care and giving to those in need (tzedakah) and acts of loving kindness (gemilut hasadim).
- The inherent value and equality of all individuals.
- Embracing all Jews and their families, and all expressions of Jewish faith and community.

Article IV Membership in the Union for Reform Judaism

Congregation Beth Israel shall maintain a membership in the Union for Reform Judaism (URJ).

Article V Guidance for Religious Practice

Religious practice for Beth Israel will align with the practices of the URJ as affirmed by the board.

Article VI Membership

1. Membership in Congregation Beth Israel is open to those who identify as Jewish consonant with the diversity of Reform Jewish beliefs and practices, members of their households, and those engaged in a meaningful way with the history and practice of Judaism.
2. For purposes of these bylaws, “member” refers either to an individual or to a family. A family is defined as two or more persons residing in one household. In all cases, each member unit shall be entitled to one vote.
3. Any such individual/family shall become a member upon fulfillment of membership obligation as defined by CBI policy and recorded by the Treasurer.
4. A member is considered to be not in good standing if their membership obligations to the Congregation are more than three (3) months in arrears. Said member shall be notified in writing by the President or a delegate without delay.
5. A member may also be declared not in good standing by a two-thirds vote of the Board of Directors if their conduct is found to be in breach of relevant Code of Conduct expectations or other CBI policy, or if their conduct places the Congregation at legal risk. Said member shall be notified in writing without delay about their membership status.

Article VII Board of Directors

The Board is the voice and leadership of the congregation. Board members set congregation policies and provide oversight for different areas necessary for the congregation to function, including committee chairing and officer roles. Most such duties may be performed without Board approval. Committees and officers report to the Board, which as a body may ask questions and express approval or disapproval, ask for reconsideration, or revoke decision-making authority under extreme circumstances.

Responsibilities of the Board include providing for the religious and spiritual needs of the congregation, overseeing membership outreach, overseeing finances and fundraising, conducting outreach related to congregants’ health and welfare, attending to the Jewish educational needs of the congregation, maintaining the building and grounds with provision for safety and security, and providing avenues for social and interfaith interactions.

Article VIII Officers

1. President:

A. The President is the chief executive officer. The President, or a designee, presides at meetings of the Board and general membership. The President serves as a spokesperson for the Congregation. The President performs such other duties as may be determined by the Board.

B. Responsibilities:

- a. With approval of the Board, appoint and remove chairs for committees.
- b. Appoint and remove members of committees after consultation with committee chair.
- c. Appoint at least two members to annually review the financial records.
- d. Hold meetings of the Board.
- e. Hold meetings of the general membership.
- f. Represent CBI to other organizations in significant matters.
- g. The President may delegate the following responsibilities:
 1. Hold meetings of the Board and general membership
 2. Represent CBI to other organizations in significant matters

C. Term:

- a. Term of office is two years.
- b. May be elected to two consecutive terms as President.

2. Vice President:

A. The Vice-President, in the absence of the President, assumes the responsibilities of the President.

B. Term:

- a. Term of office is two years.
- b. May be elected to two consecutive terms as Vice-President.

3. Secretary:

A. The Secretary performs such duties as may be assigned by the Board and performs, either directly or through others, the duties incidental to the office of Secretary.

B. Responsibilities:

- a. Prepare minutes of Board and general membership meetings.
- b. Prepare correspondence.
- c. Oversee publicity, newsletters, and mailings.
- d. Maintains and makes available as appropriate all records not covered by other roles.

C. Term:

- a. Term of office is two years.
- b. Term limits may be imposed by policy of the Board without amending these bylaws

4. Treasurer:

A. The Treasurer is the chief fiscal officer for the benefit of the Congregation.

B. Responsibilities:

- a. Maintain list of members in good standing.
- b. Ensure accountability of finances and their record keeping.
- c. Either directly or through others, keep in print or digital form that may be easily consulted by each of the Directors and Officers the detailed accounts of the assets (financial and property), liabilities, receipts, and disbursements of the Congregation.
- d. Ensure that these accounts and their supporting vouchers and checks are open for inspection, examination, or audit by such representatives as the Board may designate in writing.
- e. Maintain an inventory of property assets of the Congregation (e.g., Torah, ark, prayer books, etc.).
- f. During the annual meeting, and at other times requested by the Board, report on the financial condition of the Congregation.
- g. Fulfill legal requirements pertaining to corporate status, non-profit status, IRS regulations, etc.
- h. Together with the President, Vice President, or designated Trustee(s), co-sign checks.
- i. Together with the President, co-sign other evidences of indebtedness as approved by the Congregation or Board.

C. Term:

- a. Term of office is two years.
- b. Term limits may be imposed by policy of the Board without amending these bylaws.

5. Directors:

A. As members of the Board, participate along with the Officers in carrying out the duties and responsibilities of the Board.

B. Responsibilities:

- a. Serve in good faith to provide CBI oversight and leadership in all areas.
- b. Welcome members at religious and social functions.
- c. Provide liaison to the URJ and other synagogues and Jewish organizations in the Pacific Northwest.
- d. Provide liaison to community organizations.
- e. Serve on ad-hoc committees.
- f. Perform other responsibilities as may be assigned by the Board.

C. Term:

- a. Term of office is three years.
- b. Term limits may be imposed by policy of the Board without amending these bylaws.

Article IX Meetings and Procedures

1. Congregational

- A. The Board of Directors shall call an Annual Membership Meeting two (2) months before the end of the fiscal year. This meeting shall be used for the election of officers, approval of changes to dues, and such other business as may come before the meeting.
- B. Special Meetings may be called by the President, the Board of Directors or upon the written request of 20% of the members of the Congregation.
- C. Not less than five (5) days notice of each meeting shall be sent to each member by electronic or paper mail.
- D. Twenty percent (20%) of all member units in good standing of the Congregation shall constitute a quorum at all Congregational meetings.

2. Board of Directors

- A. The Board of Directors shall meet monthly not less than ten (10) times a year. The Annual Membership Meeting shall count as one of these meetings.
- B. Special meetings of the Board may be called by the President or by any two (2) members of the Board. Notice of time and place of special meetings shall be received by Board members at least 24 hours before the meeting.
- C. A quorum shall consist of 50% of the Board. Decision shall be by majority present unless specified otherwise.

3. Dissolution:

- A. A dissolution meeting is held at the direction of the Board or as the result of a petition signed by 1/3 of the members.
- B. Notification is made within 60 days of receipt by the Board of such direction or petition.
- C. Notification is in writing and mailed or emailed to the members not less than 21 days and not more than 50 days prior to the meeting. Notice in the Congregation's bulletin, or whatever the newsletter is called, as well as the regular email notification of upcoming events and other congregational or community information, constitutes written notice.

The notice must state the date, time and place of the meeting.

D. Quorum is 2/3 of the members.

E. If a quorum is not present at the meeting, the direction or petition is null and void.

F. The Congregation is dissolved by an affirmative 2/3 vote of the members present.

G. The net assets of the Congregation are distributed according to a plan approved by a majority of the Board and consistent with the Articles of Incorporation.

4. Recall of Board Member(s):

A. A recall meeting is held at the direction of the Board or as the result of a petition signed by 1/3 of the members.

B. Notification is made within 30 days of receipt by the Board of such direction or petition.

C. Notification is in writing and mailed or emailed to the members not less than 10 days and not more than 30 days prior to the meeting. Notice in the Congregation's bulletin, or whatever the newsletter is called, as well as the regular email notification of upcoming events and other congregational or community information, constitutes written notice. The notice must state the date, time and place of the meeting.

D. Quorum is 2/3 of the members.

E. If a quorum is not present at the meeting, the direction or petition is null and void.

F. A Board member is recalled by an affirmative 2/3 vote of the members present.

5. Any meeting can be held in person or through electronic means.

Article X Removing Officers or Board Members

Should a Board officer or Board member violate the Congregation Beth Israel Code of Ethics, they may be removed from their board role upon the vote of the remainder of the Board.

Article XI Clergy

The Board of Directors may appoint a rabbi, cantor, or other clergy. Such clergy shall perform the duties incumbent upon them in accordance with their positions as described in their written job description. They are all honorary members of the Congregation and honorary members of the Board of Directors. Short-term contracts for visiting clergy shall not constitute the appointment of Congregation Beth Israel clergy members.

If there is no rabbi or other clergy, the board will appoint a ritual committee to oversee the functions related to ritual practice and the spiritual needs of the congregation.

Article XII Professional Staff

To fulfill the educational, religious, cultural, and administrative needs of the congregation, the Board of Directors may create paid long-term or short-term positions. Terms of employment shall be established by the Board of Directors.

Article XIII Committees

Committees may be created by the Board of Directors to fulfill needs of the congregation. Specific committee names, duties, and their governance, shall be outlined in policy. All committees shall act in accordance with the written policies of Congregation Beth Israel. Committee chairs shall regularly give account of the committee activities, plans, and use of resources to the Board.

Article XIV Affiliates

Section 1. The Congregation shall have such auxiliary organizations as shall from time to time be established and organized by the members, and as approved by the board.

Section 2. The activities of all auxiliary organizations of this congregation shall always be conducted in such a manner as will advance the best interests of the Congregation.

Section 3. The Bylaws and other regulations of all auxiliary organizations shall be consistent with the Bylaws and policies of the Congregation.

Article XV Nominations and Elections

1. Not later than one (1) month before the Annual Membership Meeting each year, the President shall appoint an Elections Committee Chair to convene an ad hoc committee to determine a slate of members of the Board of Directors for the upcoming fiscal year. The Elections Committee will be dissolved at the end of the election cycle. No more than half of the Committee shall be members of the Board. The Committee shall nominate at least one person for each office, and confirm that person's interest and intent to fulfill the duties of that office. The Committee shall communicate the slate to all Congregation members at least ten (10) days before the Annual Membership Meeting via email or paper mail.

2. The Executive Officers (President, Vice-President, Secretary, and Treasurer) shall be appointed by the Board of Directors for the specified terms.

6. An individual nominated or elected to the Board of Directors must be a member of the Congregation in good standing.

7. Board Members shall be elected at the Annual Membership Meeting by a vote of majority members present and voting, one vote per member unit.

8. Board Members-elect shall assume office on the date of the start of the Congregation's fiscal year.

9. In the event of vacancies on the board during the year, the President (in consultation with the Board of Directors) shall make an interim appointment. The board member role shall then be filled by vote of the membership at the next Annual Membership Meeting or a special membership meeting.

Article XVI Fiscal Year

The Board of Directors shall determine the fiscal year of the Congregation.

Article XVII Amendments

Amendments to the by-laws shall be presented, in writing, to the Board of Directors for approval. If approved, such amendments will be presented to the Congregation at the annual meeting or at a special meeting called for that purpose. Copies of the proposed amendment shall be mailed to each member along with the notice of the meeting at least ten days prior to the meeting. An affirmative vote of two-thirds of the members present and voting shall be necessary to adopt any amendment.

If the Board of Directors decides against adoption of an amendment, this amendment can be taken directly to the Congregation if ten members in good standing have signed the amendment in approval. A special meeting can be called for this purpose. An affirmative vote of two-thirds of the members present and voting shall be necessary to adopt that amendment

Article XVIII Dissolution or Merger

1. Any dissolution or merger of the congregation shall be subject to approval by a two-thirds vote of the Board of Directors and a two-thirds vote of the membership units present at the Annual Membership Meeting or special membership meeting.

2. In the event of the dissolution or merger of the Congregation, no officer, member or representative shall be entitled to any distribution or division of its remaining property, assets or proceeds.

3. The balance of all money and other assets or property owned or held by the Congregation, after payment of all debts and obligations owed by the Congregation, shall be distributed by majority vote of the Board, exclusively in the support of organizations with similar or related purposes to the Congregation, and that are exempt under the IRS code.