

By-laws
Congregation Adas Yoshuron
Rockland, Maine
Adopted June 26, 2022

Article I
Name

The name of this Congregation shall be Adas Yoshuron.

Article II
Purpose

The purpose of this Congregation shall be to serve the mid-coast Jewish Community. The Congregation shall maintain a Synagogue, provide educational, religious, social and recreational activities and represent that Community in the broader faith and secular communities.

Article III
Membership

Section 1. Any

Jewish person, 18 years of age or older,
spouse or partner of said person,
parent or guardian of a Jewish child,
non-Jewish individual, after separation, divorce or loss of a Jewish partner or spouse,
willing to subscribe to these by-laws, may obtain membership in this Congregation.

Section 2. There shall be four types of membership:

- a. **Family Membership.** Such membership shall be extended to all couples and/or parent(s) with children under the age of 18 living as a household.
- b. **Individual Membership.** Such membership shall be extended to individuals.
- c. **Life Membership.** Such membership shall be conferred by the Congregation.

- d. **Honorary Membership.** Such membership may be conferred upon deserving persons of the community as determined by the Congregation.

Section 3. Membership shall be conferred upon payment of dues to the Treasurer. A member may apply to the President or Treasurer to have dues reduced or waived. Said officers may, acting jointly, reduce or waive dues based upon the individual's financial situation. In such instances, so long as the arrangement is up to date, the member's dues will be considered "paid in full."

Section 4. Voting Rights. To vote, a person must be present at the meeting at which a vote is taken and be a member in good standing (dues and all other financial obligations to the Congregation paid in full). For purposes of these By-laws, "present at a meeting" is defined as present in person or by video or telephone unless stated otherwise. Non-Jewish members shall not vote on issues the Board of Directors deems to concern ritual observance.

- a. **Family Membership.** Up to 2 individuals 18 years of age or older in a family shall be entitled to vote.
- b. **Individual Membership.** Each individual shall be entitled to one vote.
- c. **Life Membership.** Each individual shall be entitled to one vote.
- d. **Honorary Membership.** Honorary members are not entitled to vote.

Section 5. Membership may be terminated by the Board of Directors for failure to pay dues or assessments in a timely manner or for other good cause.

Article IV

Dues

All members shall pay such dues as shall be determined from time to time by the Congregation. Bills for dues will be mailed within 30 days of the Annual Meeting at which they are determined and payment will be due within 30 days of receipt.

Article V

Privileges of Membership

Section 1. All members in good standing shall enjoy the following privileges:

- a. Attend and have a voice and vote at all meetings of the Congregation at which the member is present except as noted in Article III Section 4.
- b. Attend and speak at all meetings of the Board of Directors.
- c. Participate in all religious services and social events at the Synagogue unless otherwise limited by policies or actions of the Board of Directors.
- d. Enroll their children in the religious school of the Congregation.
- e. Use the Synagogue for functions subject to rules and regulations that may be established by the Board of Directors.

Section 2. Jewish members may hold office and/or be a member of the Board of Directors and may chair and/or serve on all committees.

Section 3. Non-Jewish members may chair and/or serve on all committees except those the Board of Directors deems to concern ritual observance.

Article VI **Meetings**

Section 1. The Annual Meeting of this Congregation shall be held each year during the month of June on a Sunday to be determined by the Board of Directors. The purpose of the Annual Meeting is to report on and discuss the state of the Congregation, to approve the budget, to elect Officers and Members-at-large of the Board of Directors, and to consider all other matters as determined by the Board of Directors.

The Secretary of the Congregation shall, no fewer than twenty-one (21) days prior to the Annual Meeting, send the notice and agenda of said meeting and proposed budget to all members of the Congregation, directed to their addresses as they appear on the books of the Congregation.

Section 2. Special meetings of the Congregation may be called by the President whenever, in his/her/their discretion, he/she/they deems it necessary, and must be called by him/her/they at the written request of seven (7) members in good standing of the Congregation or a majority of the Board of Directors. Said request shall state the purpose of the meeting.

Section 3. No business shall be transacted at a special meeting, except for the purposes stated in the call. Notice of such meeting shall be sent to all members of the Congregation by the Secretary, directed to their addresses as they appear on the books of the Congregation and sent no fewer than ten (10) days prior to such a meeting excerpt as noted in Article XI.

Section 4. At all meetings of the Congregation, regular and special, a quorum for the transaction of business shall consist of 20 members of the Congregation, including officers present. All decisions, excluding By-law changes, as noted in Article XI, must be by majority vote and binding upon the Board of Directors: In the absence of a quorum, the president must adjourn the meeting to some future time, not fewer than six (6) nor more than twenty (20) days from the adjourned meeting. The Secretary shall send all members of the Congregation notice of the meeting at least five (5) days before said meeting.

Article VII **Board of Directors**

Section 1. The management and administration of the affairs of this Congregation shall be vested in a Board of Directors composed of the officers of the Congregation and seven members-at-large. The Congregation shall at all times maintain Directors and Officers insurance in an amount that is no less than customary for similar organizations.

Section 2. The Board of Directors shall be charged with, and assume control of, all the property of the Congregation; shall designate wherein the funds of the Congregation shall be deposited and/or invested; and shall develop a budget for the coming fiscal year, subject to the approval of the Congregation.

Section 3. The Board of Directors shall make such rules, regulations and policies, consistent with these By-laws, as the Directors may deem advisable for the proper conduct of their meetings and for the furtherance of the general purposes of this Congregation, and take such action as shall, in its judgment, best promote the welfare of the Congregation.

Section 4. The Board of Directors shall meet a minimum of eight (8) times annually. A quorum of six (6) Board members shall be required to conduct Board

of Directors business. No matter may be decided upon by the Board of Directors except by a majority vote of members present.

Section 5. Special meetings of the Board of Directors may be called by the President at his/her/their discretion and must be called by him/her/they at the written request of two members of the Board of Directors. Said request shall state the reason for the meeting.

Article VIII **Officers**

Section 1. The Officers of this Congregation shall be
President
Vice-President
Secretary
Treasurer

Section 2. It shall be the function of the President to preside at all meetings of the Congregation and of the Board of Directors; to call all meetings of the Congregation and of the Board of Directors; to sign all agreements, contracts, deeds and other documents for the Congregation or the Board of Directors. The President shall, no later than Oct 31 after being elected, appoint the chair and with the chair the members of the following standing committees: building and grounds, ritual, finance, education, program, membership, governance \by-laws and nominating, except as stated in Article IX Section 2. The president may, from time to time, appoint such other ad hoc committees as the President deems necessary. The membership of every standing committee shall include a member of the Board of Directors. The President shall be an ex-officio member of all committees, without the right to vote. The President shall make a State of the Congregation report at the annual meeting. The Board of directors may, from time-to-time, approve the nomination of Co-Presidents as described below.

a. The Nominating Committee may, for specific reason, request the approval of the Board of Directors to nominate Co-Presidents (2 individuals) for one term and the Board of Directors may, on majority vote, approve such nomination. The office of the Co-Presidents shall remain a designated office, under these By-laws, subject to all of the terms and provisions herein, until the next regularly scheduled election

of officers, at which time the Board of Directors shall determine whether or not it shall continue the office of Co-Presidents. If the office of Co-Presidents is approved, two (2) individuals shall be nominated to such office for one term, in the manner provided for in Article IX below. Each Co-President will be considered President for purposes of term limits.

b. At the beginning of their term, and as needed during the term, the Co-Presidents shall determine how the duties, obligations and authority of the President are divided for the term. In the event of any disagreement between the Co-Presidents regarding their respective duties, obligations or authority, the Board of Directors shall specify which Co-President has a specific duty, obligation or authority.

c. Subject to the provisions of this Section, the act of either of the Co-Presidents shall be deemed to be the act of both Co-Presidents. Any reference in these By-laws to the President shall be deemed to apply to the Co- Presidents when such office is filled.

Section 3. The Vice-President shall assist the President in the discharge of his/her/their duties and, in the case of his/her/their absence, resignation, death or disability, shall discharge all of the duties of that office. The President and the Vice-President shall, at the beginning of each term, and at others times as needed, determine the specific roles of the Vice-President, who should chair at least one committee and serve on at least one additional committee.

Section 4. The Secretary shall keep an accurate record of all the proceedings of the Congregation and of the Board of Directors; issue all notices for meetings; carry on all correspondence of the Congregation and the Board of Directors, and sign such instruments or documents as may be necessary to effectuate the proper directions of the Congregation or the Board of Directors and to fulfill the Congregation's legal responsibilities. He/she /they shall furnish the Treasurer with the names of all persons who wish to become members of the Congregation.

Section 5. The Treasurer shall keep a correct account of all receipts and disbursements; receive all moneys on behalf of the Congregation, and make proper disbursements, except where the Board of Directors may require the President to countersign such disbursements; have the custody of all money and securities

belonging to the Congregation, and deposit and invest the same as approved by the Board of Directors. He/she /they shall render a written report of the finances of the Congregation at all meetings or occasions as he/she/they may be directed to do so by the Congregation or by the Board of Directors. Said report shall be affixed to the minutes of the meeting at which the same is presented. The Treasurer, in concert with the Board of Directors, shall prepare an annual budget, to be presented to the Congregation at the Annual Meeting.

ARTICLE IX
Election of Board of Directors

Section 1. Officers shall be elected for terms of one (1) year and shall serve no more than three (3) consecutive terms, except for the Treasurer, who may serve for as long as he/she/they is a Director. Members-at-large shall be elected for terms of two (2) years. No individual may serve on the Board of Directors for more than six (6) consecutive years including time served before the acceptance of these By-laws. Former Directors may be re-elected to a position on the Board of Directors after a break in service of at least one (1) year. Vacancies on the Board of Directors shall be filled by vote of the Board of Directors.

Section 2. Nominating committee:

- a. The President shall, annually by Oct 31, appoint a Nominating Committee of five (5) persons, with the concurrence of the Board of Directors. Two members of the Nominating Committee shall be members of the Board of Directors and three shall be members in good standing of the Congregation, but not members of the Board of Directors, who have held membership in the Congregation for at least two (2) years. The Nominating Committee shall elect from its number a chair. Members of the Nominating Committee shall serve until the next election of officers.
- b. The Nominating Committee shall seek candidates for open positions and shall invite members of the Congregation to submit names of potential nominees.
- c. The Nominating Committee shall develop a slate of Officers and Members-at-large, which it shall present to the Secretary prior to the announcement of the Annual Meeting for inclusion as part of that announcement.
- d. Additional nominations for any office or for the Board of Directors must be submitted to the Secretary no fewer than ten (10) days

- before the Annual meeting and sent by the Secretary to members of the Congregation. The nominee must be at the meeting and must have indicated, in writing in advance, willingness to be nominated.
- e. Election shall be by open ballot unless a secret ballot is requested.
 - f. Only one member of a household may serve on the Board of Directors at any time.

Article X **Rules of Order**

All parliamentary questions or rules of order not otherwise determined by these By-laws shall be decided in accordance with Robert's Rules of Order.

Article XI **Amendments**

Any article of the By-laws may be amended at a meeting of the Congregation called for such purposes, or at the Annual Meeting, and an affirmative vote of two-thirds of the members present and in good standing shall be necessary for acceptance of the proposed change(s). Any member who wishes a By-law change may submit the proposed change in writing to the Board of Directors. If a majority of the Board of Directors approves, the proposed change will be submitted to the Congregation at the next meeting of the Congregation. Upon a petition of fifteen (15) members of the Congregation in good standing, a proposed By-law change will be submitted to the Congregation at the next Congregation meeting. Proposed changes to the By-laws must be sent to members the Congregation no fewer than fourteen (14) days before-the meeting at which they will be considered.

Article XII **Fiscal Year**

The fiscal year shall run from July 1 through June 30.

Article XIII **The Rabbi**

Section 1. a. The Rabbi shall be elected by the Congregation, upon the recommendation of the Board of Directors, at a Congregational

meeting called for that purpose, following the same procedures as those established in Article VI, Sections 2, and 3.

- b. Subsequent to the initial election, continuation of the Rabbi beyond the original contract period shall be upon the vote of the Board of Directors after consulting with the Congregation.

Section 2. The Rabbi shall report to the President and shall have overall responsibility for implementing the purposes and standards of the Congregation as set forth in the By-laws.

Section 3 The Rabbi shall enjoy freedom of the pulpit within the general standards and practices of the Congregation. The Rabbi shall work closely with the Ritual, Education, and Program committees, and any other committees important to carrying out the traditional responsibilities of the Rabbinat.