

**Congregation Har Shalom
Durango, CO
By Laws**

Article I. Name

Section 1 This congregation shall be known as Congregation Har Shalom (the "Congregation").

Article II. Purpose

Section 1 The purpose of the Congregation is to promote the fundamental and enduring principles of Judaism and to ensure the continuity of the Jewish people; to enable its members to develop a relationship with G-d through communal worship, study of Torah, and assembly; to provide an environment to promote Jewish community; and to apply the principles of Judaism to the values and conduct of the individual, the family, and the communities in which we live.

Article III. Offices

Section 1 The principal office of the Congregation in the State of Colorado shall be 2537 CR 203, Durango, CO 81301, or any such address as established by the Board

Section 2 The mailing address shall be P.O. Box 9199, Durango, Colorado, 81302-9199, or any such address as established by the Board.

Article IV. Affiliation

Section 1 The Congregation is a member of the Union for Reform Judaism (URJ) and will abide by the Constitution and By-Laws of the URJ and will pay dues to the URJ as specified in the URJ By-Laws.

Section 2 A general membership vote of a 2/3 majority of all members eligible to vote shall be required to confirm or cancel affiliation.

Section 3 Proxy votes shall be allowed.

Article V. Membership

Section 1 Membership categories shall be designated as appropriate by the Board of Trustees (the "Board").

Section 2 For the purposes of membership privileges, someone will be considered Jewish if either parent is Jewish or the person converted to Judaism, and the person currently affiliates with Jewish practices and beliefs.

Section 3 Any person of the Jewish faith eighteen years of age or older will be eligible for full membership.

Section 4 Family membership status shall be available to any immediate family member (spouse and dependent children) of a person eligible for full membership privileges.

Section 5 Good standing shall mean that all financial obligations to the Congregation are current.

Section 6 Application for membership shall be made in writing to the membership committee.

- (a) The Membership Committee shall review each application.
- (b) The Membership Committee shall decide on the appropriate membership category, or if membership is not appropriate.
- (c) The Membership Committee shall report to the Board the status and decision of all membership applications regularly.

Section 7 Death or divorce shall not terminate the family membership of the surviving or remaining individual(s).

- (a) A non Jewish spouse and/or children shall be eligible for continuing full membership for as long as they choose, provided they continue to demonstrate a commitment to Jewish practices and beliefs, and maintain their membership in good standing

Section 8 A member may be suspended or expelled at any regular or special meeting of the Board by a 2/3 vote of all Trustees.

- (a) Suspension or expulsion is warranted for the following reasons:
 - (i) Conduct bringing discredit or dishonor on the Congregation or the Jewish Community.
 - (ii) Failure to pay tuition, or any synagogue fees or assessments within 90 days of billing, upon recommendation of the Treasurer.
 - (iii) Conduct with malicious intent that is of a hazardous or dangerous nature that puts any person or property in danger of damage or injury.

- (iv) Any conduct that is disruptive to the healthy operation of the Congregation.
- (b) Written notice of the intention to suspend or terminate membership shall be given at least thirty days before such action is taken, and the congregant shall be offered the opportunity to be heard by the Board.
- (c) For suspension, a declaration of the restitution required before the suspension is relieved shall be prepared by the Board and agreed to by the suspended member.

Section 9 The Board may waive, extend, or modify any financial obligation due from a member.

Section 10 The Board shall preserve the privacy of all members regarding Board business.

Section 11 Resignations from the Congregation shall be submitted in writing when requested by Board. Resignation or removal shall not relieve a member from payment of any obligation due the Congregation.

Article VI. Membership Rights and Privileges

Section 1 Members of the Congregation in good standing shall have the right to:

- (a) Attend all meetings of the Congregation.
- (b) Have a voice and vote at all *General* and *Special Membership* meetings:
 - (i) Individual memberships are allowed one vote.
 - (ii) Each family membership is allowed one vote.
- (c) Attend all meetings of the Board, without voting privileges, with the exception of *Executive sessions*.
- (d) Participate in divine worship at all religious services of the Synagogue. Non-members may be charged a fee for participation at certain services or events.
- (e) Celebrate all life cycle events with the Congregation.
- (f) Benefit from any and all programs offered to members in accordance with the rules and regulations of the Congregation.
- (g) Burial services that will be conducted by the Congregation.

Section 2 Jewish members will also have the privileges of participating in certain spiritual activities, as defined and periodically updated by Ritual and Membership Committee policies.

Section 3 Friends of the Congregation. Non-Jewish individuals who wish to affiliate and support the Congregation will be offered Friend of the Congregation status.

Article VII. Finance

Section 1 The fiscal year for the Congregation shall be from July 1 through June 30.

Section 2 The annual period for dues shall be from July 1 to June 30.

Section 3 Annual dues, special assessments and budget shall be determined by financial needs. The Board shall propose a budget, including a schedule of annual dues, and present their recommendations at the General Membership meeting.

Section 4 The budget shall be approved by a majority vote of the membership at the annual membership meeting.

Section 5 Purchase or sale of real estate shall require a 2/3 majority approval vote by the membership at a duly constituted meeting. The President shall sign all real estate instruments.

Section 6 The Board shall have the authority to make unapproved purchases up to the greater of \$10,000 or 10% of the annual budget. Any expenditure over this amount that was not previously included in an approved budget shall require a majority approval vote by the membership at a duly constituted meeting.

Section 7 The Board shall have the authority to borrow money up to a limit of the greater of \$10,000 or 10% of the annual budget, and to pledge for payment thereof Congregational assets other than real estate. Amounts over this require a majority approval vote of the membership at a duly constituted meeting.

Section 8 Current accounts shall be paid in full within 30 days unless prior arrangements have been made. Accounts due past 30 days are considered not current.

Section 9 All disbursements of Congregational funds over \$500.00 shall require the authorization or the signature of the Treasurer and one other Officer.

- (a) No two authorized check signatories shall be business partners, employee/employer or immediate family members.

Article VIII. Meetings

Section 1 The General Membership of the Congregation shall be scheduled to meet at least once a year. The meeting shall be held no more than sixty (60) days and no less than fifteen (15) days prior to the commencement of the fiscal year.

- (a) Business to be conducted at the annual meeting shall include:
 - (i) Reports by the President, the Treasurer, the Congregation Rabbi, and such other officers, staff, affiliates, and committees as may be requested to do so by the Board.
 - (ii) Approval of the budget for the coming fiscal year.
 - (iii) Election for the Board of Trustees.
 - (iv) Any other business deemed necessary by the Board.
- (b) Every membership unit of the congregation shall be notified by U.S. postal mail.
 - (i) Notification shall be sent at least thirty days prior to the holding of the annual meeting.
- (c) Review material, including the budget, nominations list and any other business to be conducted at the meeting, shall be distributed prior to the meeting.

Section 2 Special meetings

- (a) A special meeting may be called by the President or at the request of the majority of the Board.
- (b) A special meeting can be called by the membership by submitting a petition signed by the greater of 10 or 10% of the voting members to the President or presiding officer.
- (c) Notification of the meeting shall be mailed to the Congregation members at least ten (10) days prior to each special meeting. The communication shall state the reason for the special meeting and the meeting venue.

Section 3 The quorum for a congregational meeting shall be ten (10) voting member units.

Section 4 Voting

- (a) Voting shall be by closed ballot, unless approved by a majority vote by the voting members present.
- (b) A member may vote by mail on any matter to be considered at any meeting of the members, including the election of Trustees, provided that:
 - (i) The mail voting is authorized by the Board of Trustees
 - (ii) Such vote is in writing on a form provided by the Congregation and
 - (iii) Such vote is signed by the member
- (c) A member may vote in person at any meeting where they are eligible to vote, provided that their in-person vote does not duplicate a vote previously cast by mail.
- (d) Mail votes must be received by the Secretary at the business mailing address, Article III Section 2, no less than three (3) days prior to the meeting.

Article IX. Board of Trustees

Section 1 The Board of Trustees shall consist of a minimum of seven (7) and no more than twelve (12) eligible members in good standing of the Congregation. The Board shall have the discretion to determine the working number of members.

Section 2 The past president shall serve on the Board as a non-voting member for one year and shall not be included in the number of Trustees.

Section 3 Trustees must be members in good standing and Jewish.

Section 4 The Congregation Rabbi and Congregation Cantor shall be non-voting members of the Board and not included in the number of Board members or towards a quorum.

Section 5 Trustees shall be elected by a majority vote of the membership at the annual membership meeting.

Section 6 The newly elected Board shall meet within 30 days following election to vote on Officers from the Board. A majority vote is required for each office. The newly elected Board and Officers shall assume power at this meeting.

Section 7 Trustees shall be elected for staggered two (2) year terms. Commencing with the first Board election after ratification of this revised By Laws, half of the Board shall be elected, with the remaining half continuing to serve the remainder of their two-year term. After this election, each half of the board shall be elected per these By Laws.

Section 8 The Board shall be responsible for the general management of the affairs, funds, records, and property of the Congregation. It shall act on all matters of policy, may appoint an independent auditor, and perform such other duties as the members of the Congregation in regular or special meetings may prescribe.

Section 9 Except for present members of the Board, who are exempt until their membership on the Board expires, immediate family members cannot be Board of Trustee members at the same time.

Section 10 An employee of the Congregation or a member related to the employee by blood or marriage is allowed to serve on the Board. The affected Board member shall reclude himself/herself from all business matters regarding said employee.

Section 11 The Board shall fill any vacant office or any vacancy on the Board to meet the minimum number of members. The newly appointed Board Trustee shall serve to fulfill the term of the vacancy.

Section 12 The Board shall meet at least quarterly. In addition, the Board may meet at the call of the President or by petition of a majority of voting members of the Board.

Section 13 A simple majority of the voting Board members shall constitute a quorum.

Section 14 The Board shall have the authority to engage employees, to engage professional staff, and to establish their duties and compensation. In the case of hiring employees, all requirements of the Congregation's current insurance policy must be adhered to.

Section 15 The Board shall designate the depository for deposit of the Congregation's funds.

Section 16 Board decisions can be revoked or changed by the general membership at any duly constituted membership meeting by a 2/3 vote.

Section 17 Each committee chair shall be appointed by the Board and report directly to the VP.

Section 18 All Trustees shall be covered by a fidelity bond, the cost of which shall be borne by the Congregation.

Article X. Officers

Section 1 The officers of the Congregation shall be a President, one or more Vice Presidents, one Secretary, and one Treasurer. Assistant Secretaries and Treasurers may be added at the discretion of the Board.

Section 2 The term of office shall be one year.

Section 3 No person shall serve in any office for more than four (4) successive terms in the same position. The Board may waive the term limit by majority vote.

Section 4 The duties of the President shall be to preside as chair at all Congregational and Board meetings. The President shall call special meetings and perform such other duties as are incident to the office. The President shall only vote on Board matters in the event of an indecisive vote among the other Board members.

Section 5 The Vice President(s) shall perform such duties as may be assigned by the President. The Vice President shall automatically succeed to the office of the President in case of vacancy and shall act for the President in case of his or her absence or disability. If there is more than one Vice President, the Board shall designate the order of succession.

Section 6 The Treasurer shall be the custodian of all funds of the Congregation and shall be the disbursing agent of the Congregation as authorized by the Board. The Treasurer shall present a financial report at all meetings of the Board and of the Congregation. The Treasurer shall chair or serve on the Budget and Finance committee.

Section 7 The Secretary shall keep the minutes of both the Congregation and the Board, send out notices of all meetings, and perform such other duties as are incident to the office.

Article XI. Removal from the Board

Section 1 The position of any voting Trustee who is absent without adequate excuse from three successive meetings of the Board may be declared vacant by the Board by a majority vote.

Section 2 A Trustee may be removed from the Board for cause by a 2/3 vote of the members of the Congregation present at any duly constituted meeting. Notice must be served to the offending Trustee at least three (3) days prior to notification of the meeting, and an opportunity to be heard must be given by both the Board and the Congregation.

Article XII. Clergy

Section 1 The Rabbi and Cantor shall be approved by a majority vote of the Congregation at a duly authorized membership meeting.

Section 2 Selection

- (a) Applicants for the positions of Rabbi and Cantor shall be interviewed by a special selection committee appointed by the Board for the purpose.
- (b) The selection committee shall present their recommendation to the Board for approval and presentation to the Congregation.

Section 3 The Congregation Rabbi shall enjoy the freedom of the pulpit. At the same time, he/she shall seek the advice and guidance of the Board, ritual committee, or any special committee set up for this purpose, to determine the view of the Congregation and the most effective way of discharging his/her duties. In case of any disagreement between the Congregation Rabbi, ritual committee or any other committees, the Board shall make the final decision.

Section 4 The Congregation Cantor shall be responsible for the Cantorial program and activities of the Congregation, and such other duties as may be delineated in his/her contract. He/She shall take direction in the performance of his/her ritual duties from the Congregation Rabbi and from the Ritual committee.

Article XIII. Standing Committees

Section 1 The Board may remove any Committee Chair for just cause.

Section 2 The actions of the standing committees are subject to the approval of the Board.

Section 3 All Committee Chairs shall submit periodic status reports as needed to the Executive Committee.

Section 4 All Committee Chairpersons with financial responsibility shall submit an annual budget to the Budget and Finance committee for the ensuing year.

Section 5 The standing committees of this congregation shall be as follows:

- (a) Executive
- (b) Budget and Finance
- (c) Religious education
- (d) Membership
- (e) Religious practices (ritual)
- (f) Building
- (g) Cemetery

Section 6 The Executive Committee shall

- (a) Consist of the elected officers of the Board and the immediate past president (if still serving on the Board in that capacity).
- (b) Manage the day to day business of the Congregation other than those matters specifically reserved for the Board of Trustees.
- (c) Deal with those matters specifically assigned to it by the Board
- (d) Serve as a committee to address any problem which would not logically be assigned to one of the other standing committees.
- (e) The Executive Committee shall be ex-officio members of all committees, with voice and no vote, except the nominating committee.

Section 7 The Budget and Finance Committee shall:

- (a) Make a detailed estimate of the income and operating expenses for the ensuing year.
- (b) Oversee the accounts of the Congregation.
- (a) Coordinate the Fundraising Committee if one is formed, or assume these responsibilities if one is not formed.
- (b) Coordinate the performance of an annual independent financial review.

Section 8 The Religious Education committee shall:

- (a) Organize and supervise the Religious school for children and adults,
- (b) Determine policy and formulate rules and regulations for the administration of the Religious School.
- (c) Be responsible for the preparation of a budget for submission to the Chair of the Budget and Finance committee before the preparation of the budget.
- (a) Make recommendation to the Board regarding employment and dismissal of school employees, including teachers and the principal.
- (b) Present the curriculum to the Board for approval.
- (f) The Chairperson of this Committee shall be Jewish.

Section 9 The Membership Committee shall:

- (a) Assure that all membership requirements are followed.

- (b) Conduct such drives as may be necessary to maintain/increase the membership level of the congregation.
- (c) Investigate situations affecting membership retention and reasons for members leaving the Congregation.
- (d) When required per these By-Laws, initiate action for suspension or expulsion of a member.

Section 10 The Religious Practices (Ritual) committee shall:

- (a) Under the spiritual leadership of the Congregation Rabbi, be responsible for the smooth functioning of all religious services.
- (b) Establish observances for the synagogue and promote practices in the home that will enhance the values of Jewish learning.
- (c) Under the supervision of the Congregation Rabbi, invite visiting Rabbis.
- (d) The chairperson of this committee shall be Jewish.

Section 11 The Building committee shall:

- (a) Be responsible for the maintenance, repair and operation of all Congregation building and property.
- (b) Oversee the performance of the persons maintaining the building and property.
- (c) Make recommendations to the Board for repair and improvement of the buildings and grounds and ensure that approved repairs and improvements are carried out.
- (d) Establish rules and regulations for the use of the physical facilities.

Section 12 The Cemetery committee shall:

- (a) Lease or purchase land for use as a cemetery, subject to these By-Laws regarding real estate.
- (b) Set charges for burial space.

Article XIV. Nomination and Elections

Section 1 Nominations of Trustees shall be made by the Nominating Committee. The Nominating Committee shall be appointed by the Board prior to the annual meeting, consisting of 2 members of the Board and 2 members of the Congregation at large.

Section 2 The Nominating Committee shall nominate enough candidates to fulfill the Board membership requirements.

Section 3 Selections of the Nominating Committee shall be reported to the Board.

Section 4 Members may submit nominations to the Nominating Committee no later than 45 days prior to the annual meeting.

Article XV. Procedure

Section 1 In the absence of any rules not listed above, Robert's Rules of Order, latest revised edition, shall be standard for parliamentary procedure at all General, Board, and Committee meetings of the Congregation.

Article XVI. Prohibited Activities

Section 1 No member of the Congregation shall receive any of the earnings or pecuniary profit from the operations of the Congregation. This shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Congregation in carrying out any of its tax-exempt purposes.

Section 2 Notwithstanding any other provision of these bylaws, no Officer, employee, Trustee, or representative of the Congregation shall take any action or carry on any activity by or on behalf of the Congregation not permitted to be taken or carried on by an organization exempt under section 501c(3) of the IRS and regulations promulgated there under, as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under section 170c(2) of such code and regulations promulgated there under, as they now exist or as they may hereafter be amended.

Article XVII. Amendments

Section 1 The decision to propose an amendment, revision or addition to these By Laws shall be made by either:

- (a) A majority vote of the Board of Trustees;
- (b) A proposal signed by not less than 25% of the voting members in good standing of the Congregation. Such proposal(s) must be submitted to the Secretary no later than ninety (90) days prior to the meeting at which they are to be considered.

Section 2 Steps required to adopt proposed changes:

- (a) The proposed changes shall be presented at a duly constituted membership meeting.

- (b) A description of the proposed changes shall be distributed to the membership prior to the meeting.
- (c) A 2/3 majority of the members voting shall be required to adopt a proposed amendment or change in the By Laws.

Section 3 A proposed change in the By Laws that is not adopted may not be re-submitted for a period of six (6) months without substantial modification.

Article XVIII. Indemnification

Section 1 The Congregation shall indemnify any person who is, or who is threatened to be made, a party to any legal proceeding, because he or she is or was a director, officer, employee, professional staff, Congregation Rabbi or Cantor, or agent of the congregation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement (if such settlement is approved by the Board in advance) actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if he/she reasonably believed to be in or not opposed to the best interests of the Congregation and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suite or proceeding by judgment, order or settlement shall not, of itself, create a presumption that the person did not act in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Congregation and, with respect to any criminal action or proceeding, has reasonable cause to believe that his/her conduct was unlawful.

Section 2 Any indemnification under section 1 of this By-law provision (unless ordered by a court) shall be made by the Congregation only as authorized in the specific case, upon the determination that indemnification of the person is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made: (1) by the Board by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding; or, if no quorum can be reached, (2) by the affirmative vote of a majority of the members of the Congregation, excluding those who are parties to the action, at a duly constituted meeting.

Section 3 Expenses incurred in defending a civil action, suit or proceeding shall be paid by the Congregation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking (with sufficient security, if required) by or on behalf of the indemnified person to repay such if it shall ultimately be determined that he/she is not entitled to be indemnified by the Congregation as authorized in this by-law provision.

Section 4 The Congregation shall purchase and maintain insurance on behalf of any person who is indemnified by Section 1.

Article XIX. Dissolution or Merger

Section 1 Should the membership wish to dissolve or merge the Congregation, a 3/4 approval of all voting members in good standing shall be required.

Section 2 Due notice of such decision to dissolve or merge shall be published in the local newspaper sixty (60) days before such dissolution or merger shall take place.

Section 3 Upon the dissolution of the Congregation, the remaining paid-up members, by a majority vote, shall, after payment of all liabilities, dispose of all the assets of the Congregation exclusively for, or to such organization or organizations organized and operated exclusively for, charitable, educational, religious or scientific purposes as shall at the time qualify for exemption under Section 501c(3) of the Internal Revenue code of 1954, or as amended.