

Brooklyn Heights Synagogue

BYLAWS

Reflecting all amendments up to and including
May 17, 2018
(3 Sivan 5778)

ARTICLE I NAME

The Synagogue is known as the Brooklyn Heights Synagogue. The Brooklyn Heights Synagogue was incorporated on January 25, 1960 as a religious corporation under Article 10 of the Religious Corporations Law of the State of New York.

ARTICLE II PURPOSE

The purpose of this Synagogue is to provide the community with a center of Jewish worship; to encourage observance of the traditions and rituals of Judaism; to impart and disseminate Jewish teachings; and to support and foster Jewish ethics and ideals.

ARTICLE III MEMBERSHIP

Section 1. Eligibility

Any person of the Jewish faith or any person seeking to be associated with those upholding the Jewish faith shall be eligible for membership in the Synagogue.

Section 2. Units of Membership

(a) For the purposes of dues, fees and assessments, the unit of membership shall be a household made up of one of the following:

- (i) single person,
- (ii) one parent family, or
- (iii) dual adult/two parent family.

(b) A child of adult(s) in a membership unit is considered a part of that membership unit until s/he is over the age of 30. However, nothing in this provision is intended to prevent or discourage a child of a member from electing to become a member independent of his/her parents prior to the age of 30.

(c) All members in good standing who are age 18 or older shall be considered voting members.

Section 3. Admission to Membership

Eligible persons shall become members of the Synagogue upon:

(a) Payment of dues, fees and assessments and the submission of a signed membership application and a yearly dues and fees form in which the proposed member agrees to be bound by these Bylaws and the rules and regulations of the Board of Trustees; and

(b) Approval of such membership application by the Executive Director, subject to approval by the Executive Committee. Any recommendation for denial of a membership application by the Executive Director shall be reviewed by the Executive Committee.

Section 4. Privileges of Membership

A member in good standing of the Synagogue shall be entitled to all the rights and privileges of membership as established by these Bylaws and by the rules and regulations of the Board of Trustees including, but not limited to the following:

(a) To vote at all meetings of the Synagogue in the manner provided for in these Bylaws or as may be required for an action of the Synagogue under the Religious Corporations Law of the State of New York.

(b) To have the children of the member receive religious instruction in the religious school and be eligible to become Bar or Bat Mitzvah and Confirmed.

(c) To be eligible for election as an Officer and/or Trustee of the Synagogue.

(d) To the use of the House of Worship for ceremonial and other functions.

(e) To a seat in the House of Worship, including seats for the High Holy Days.

(f) To vote on any proposition (i) to sell, mortgage or lease any property of the Synagogue or (ii) to consolidate the Synagogue with one or more other Jewish religious corporations.

Section 5. Dues, Fees and Assessments

(a) Dues, fees and assessments shall be in such amount and shall be payable in such manner and by a date or in accordance with a schedule as determined by the Board of Trustees or its designee.

(b) The Board of Trustees, or its designee(s), upon good cause shown, may reduce the dues, fees and assessments of a member.

(c) Members who are in arrears in payment of dues, fees or assessments for a period exceeding 60 days may be suspended from membership. For good cause shown, the Board of Trustees or its designee(s) may determine that a suspension shall not take effect. A member who has been suspended shall not be entitled to any of the rights and privileges of membership, including but not limited to the issuance of High Holiday tickets, enrollment of children in Religious School, and the right to have a child participate in becoming a Bar or Bat Mitzvah or being Confirmed at the Synagogue.

(d) A suspended member may be reinstated upon compliance with such terms and conditions as may be determined by the Board of Trustees or its designee(s).

(e) A member who wishes to resign must notify the Synagogue in writing prior to the beginning of the fiscal year. Any outstanding financial obligations, including dues for the fiscal year(s) commencing prior to notification of resignation, fees and assessments, and any pledges made prior to resignation remain due and fully payable.

ARTICLE IV MEETINGS OF THE SYNAGOGUE

Section 1. Annual Meeting

The Annual Meeting of the Synagogue shall be held during the month of May on a date to be selected by the Board of Trustees. It shall be held at the House of Worship of the Synagogue or at such other place in the County of Kings, State of New York, as the Board of Trustees may fix. In addition to any other business that may properly come before the membership, the business of the Annual Meeting shall include (1) reports by the President, the Treasurer, the Rabbi and such other Officers, staff and committees as may be requested by the Board of Trustees; (2) approval of a budget for the coming fiscal year; and (3) election of Trustees and Officers.

Section 2. Special Meetings.

(a) Special meetings shall be called by the Secretary of the Synagogue upon written request of:

- (i) The President of the Synagogue; or
- (ii) One third of the membership of the Board of Trustees; or
- (iii) Thirty voting members of the Synagogue, who shall state the purpose of the proposed meeting.

(b) Special meetings shall be convened within 30 days of receipt by the Secretary of a request made pursuant to subparagraph (a) of this Section.

(c) Emergency Meetings: Notice of an Emergency meeting of the congregation shall be given by the President at his or her discretion in consultation with members of the Executive Committee. The notice of an Emergency Meeting shall state the nature of the business to be transacted thereat, which shall be the sole business conducted at such Emergency Meeting.

Section 3. Notice of Annual and Special Meetings.

Notice of the Annual or any special meeting of the Synagogue shall be by electronic mail or first class mail to each member with an email address at its address listed in the Synagogue records, no less than 15 days prior to the meeting and shall inform such members of the time, place and purpose of such meeting. Notice shall be sent by first class mail to any membership unit so requesting.

Section 4. Quorum and Voting.

(a) Thirty voting members of the Synagogue, attending in person or by proxy as set forth below, shall constitute a quorum.

(b) Except where otherwise indicated, election of Trustees and decisions at all meetings shall be by majority vote of the members voting in person or by proxy. Every proxy shall be executed in writing by the member conferring the same and shall not be given to any person other than a member of the Synagogue. No proxy shall be valid after the expiration of one year from the date of its execution. Every proxy shall be revocable at the pleasure of the person executing it.

(c) The presiding Officer may direct that any vote be taken by secret ballot.

ARTICLE V BOARD OF TRUSTEES

Section 1. Functions

The Board of Trustees shall, subject to the will of the Synagogue, have control over the management of the affairs of the Synagogue and shall have all powers necessary to promote the welfare of the Synagogue including, but not limited to, the power to:

(a) Manage all properties, real and personal, belonging to the Synagogue, including the sale of securities and investment of funds belonging to the Synagogue.

(b) Borrow money from banks or other institutions on the unsecured credit of the Synagogue, without the prior approval of the Synagogue, provided such loans mature within one year from the date of the borrowing.

(c) Borrow money against pledges of members in accordance with the maturity of the pledge, without the prior approval of the Congregation.

(d) Engage, or designate Officers and/or employees to engage, such employees of the Synagogue as may be necessary, fix their duties and compensation, and remove such employees.

(e) Perform such other duties as may be set forth in these Bylaws or as the Synagogue may from time to time prescribe.

(f) Appoint an Assistant Secretary and an Assistant Treasurer and delegate to such persons such duties of the Secretary or Treasurer, respectively, as the Board of Trustees may deem appropriate, but such persons shall not be considered as officers of the Synagogue for any other purpose.

(g) Designate as honorary members of the Board of Trustees those members of the Synagogue who have served its needs with devotion and with a caring spirit in the highest traditions of community leadership. All Past Presidents except the Immediate Past President shall serve as Honorary Trustees.

Section 2. Composition

The Board of Trustees shall consist of

(a) at least 15, but not more than 21, members of the Synagogue elected by the Congregation, who shall be considered "elected Trustees." Elected officers not otherwise filling a Trustee position shall be considered elected Trustees;

(b) ex officio (with vote)

(i) the Immediate Past President of the Synagogue;

(ii) the President of the Brooklyn Heights Synagogue branch of the Women of Reform Judaism (the Sisterhood);

(iii) the President of the Brooklyn Heights Group of Synagogue Youth (BHGSY);

(c) Founding Members, who shall be those persons listed on the first membership listing of May 21, 1962 and who are designated as Founding Members by the Nominating and Governance Committee with the consent of the Board, who shall be voting Trustees for life; and

(d) Honorary Trustees including all Past Presidents other than the Immediate Past President and all Honorary Trustees designated by the Board under Section 1(g) above. Honorary Trustees are welcome at all Board meetings but shall not be counted towards a quorum nor permitted to vote. The term "elected Trustees" as used in these Bylaws does not include Honorary Trustees, except that someone may be an Honorary Trustee and also an elected Trustee or a Founding Member and have the right to vote in that capacity.

Section 3. Term of Trustee

(a) There shall be three classes of elected Trustees of approximately equal size.

(b) One class of Trustees shall be elected at each Annual Meeting to serve for a term of three years. A Trustee may be reelected to a second three-year term.

(c) **No elected Trustee shall serve for more than six consecutive years, except that any Trustee who has already served six consecutive years as an elected Trustee is eligible to serve up to two additional consecutive two-year terms to run concurrently with such Trustee's term as an elected Officer and shall be considered an elected Trustee as defined herein. No elected Trustee may serve for more than ten consecutive years, including four or more as an Officer, *provided that any individual elected to the office of President shall be entitled to serve for a total of up to two additional years to allow that person to fulfill his or her term as President.***

Section 4. Eligibility

Any member of the Synagogue in good standing who is age 18 or older is eligible to be elected as Trustee.

Section 5. Vacancies

Should a vacancy occur in the office of an elected Trustee, the Board may elect a Trustee to serve as such until the next Annual Meeting of the Synagogue at which time the Synagogue shall elect a member to fill that seat for the unexpired term thereof.

Section 6. Meetings

(a) A meeting of the Board of Trustees shall be held in at least five calendar months of each year. The Board shall meet in executive session either pursuant to meeting agenda or, if the Board meeting is already in session, at the request of at least three members of the Board. Executive session shall include only voting and honorary Trustees and such other persons as are invited by the Board. Separate minutes shall be kept for such executive sessions.

(b) Special meetings may be called by the President upon five days' written or emailed notice of the time, place and purpose of the meeting.

(c) Upon request of seven members of the Board, the President shall call a special meeting of the Board stating the time, place and purpose of the meeting.

(d) Meetings of the Board of Trustees are open to all members in good standing except when the Board meets in executive session. Minutes of Board meetings shall be made and shall be maintained by the Synagogue. Except for minutes of executive session, Board meeting minutes may be reviewed by any member of the Synagogue upon request.

Section 7. Quorum and Voting

(a) Nine voting Trustees shall constitute a quorum.

(b) Decisions of the Board shall be by vote of a majority of voting Trustees present at the meeting or Nine voting Trustees, whichever is greater.

(c) Trustees may participate in a meeting of the Board or a committee by means of a conference telephone or similar communications equipment that allows all persons participating in the meeting to hear each other at the same time.

Section 8. Removal from Office

(a) An elected Trustee who is absent without adequate excuse from three consecutive meetings of the Board of Trustees may be removed from the Board by a vote of the majority of the voting Trustees then in office.

(b) A Trustee may be removed from office for cause by a two-thirds vote of the members voting in person or by proxy at a special meeting of the Synagogue called for the purpose of acting upon such charges. A Trustee shall be provided notice of the nature of the charges and a reasonable opportunity to be heard by the Synagogue prior to the vote.

Section 9. No Compensation to Trustees

No Trustee shall receive compensation by way of anything of value for his or her service as Trustee.

Section 10. Trustee Responsibilities
Trustee responsibilities shall be as assigned by the Board.

ARTICLE VI EXECUTIVE COMMITTEE

Section 1. Designation of Officers

The Officers of the Synagogue shall be a President, a First Vice President, up to four Vice Presidents, a Treasurer and a Secretary. The Executive Committee shall be comprised of the Officers.

Section 2. Duties and Responsibilities

(a) Subject to the will of the Board of Trustees, the Executive Committee shall manage the affairs of the Synagogue between meetings of the Board of Trustees, designate the chairs of all committees, and perform such other duties as the Board of Trustees may delegate, provided that such duties are consistent with the office and with these Bylaws.

(b) The acts of the Executive Committee shall be subject to review by the Board of Trustees.

Section 3. Term of Office and Eligibility

(a) Each Officer shall be a member of the Board of Trustees.

(b) Each Officer shall be elected to serve for a term of two years and until a successor shall be elected and qualify.

(c) No Officer may serve more than two consecutive terms in any one office, except that the President may not serve two consecutive terms.

Section 4. Election

The election of Officers shall be by majority vote of the Congregation at its Annual Meeting.

Section 5. Vacancy

If any vacancy shall occur in any elective office, such vacancy shall be filled by majority vote of the Board of Trustees.

Section 6. Duties of the President

The President shall preside at all meetings of the Synagogue, of the Board of Trustees and of the Executive Committee; sign all deeds, contracts and other documents to be executed for and on behalf of the Synagogue; submit a report at the Annual Meeting; enforce the Bylaws of the Synagogue; carry into effect all resolutions of the Board of Trustees and of the Synagogue; and generally, perform all the duties of the office. The President shall be an ex officio member of all committees except the Nominating and Audit Committees.

Section 7. Duties of Vice Presidents

(a) In addition to the duties of Vice Presidents set forth in Section 7(b) of this Article, the First Vice President shall serve as Acting President in the event of a vacancy in the office of the President and may assume all the duties and responsibilities incumbent upon the President in

case of his or her absence or disability. The First Vice President shall assist the President in the exercise of his or her duties as President.

(b) In addition to such other duties as the President or the Board of Trustees may designate, the Vice Presidents shall each be assigned by the President as ex officio members of committees of the Synagogue; they shall act as liaison respectively between the Board of Trustees, the President and the committees to which they are assigned, and they shall assist such committees in the coordination of their programs with those of the Board of Trustees and of other committees.

Section 8. Duties of the Treasurer

The Treasurer shall supervise the custodians of the Synagogue's funds, securities and records. The Treasurer or the Treasurer's designee, as bookkeeper, shall keep full and accurate accounts of receipts and disbursements, assets, receivables and payables, in books belonging to the Synagogue, and shall deposit all moneys and other valuable effects in the name and to the credit of the Synagogue in such depositories as may be designated by the Board of Trustees. The Treasurer shall generally perform all the duties of the office, including supervision of the collection of dues and assessments and the paying of bills, salaries and expenses. At the discretion of the Board of Trustees, the Treasurer shall furnish a bond for the faithful performance of the duties as such. The premium for such bond shall be paid by the Synagogue.

Section 9. Duties of the Secretary

The Secretary shall take minutes of every meeting of the Synagogue and Board of Trustees; have custody of the seal of the Synagogue and its Certificate of Incorporation and Bylaws; issue all notices of meetings; oversee the Synagogue archives; and perform such other duties as the office demands.

Section 10. Removal from Office

An Officer may be removed from office for cause by a two-thirds vote of the members voting in person or by proxy at a special meeting of the Synagogue called for the purpose of acting upon such charges. An Officer shall be provided notice of the nature of the charges and a reasonable opportunity to be heard by the Synagogue prior to the vote.

ARTICLE VII NOMINATION OF TRUSTEES AND OFFICERS

Section 1. Nominating Committee

Nominations of all Trustees shall be made by a Nominating Committee appointed by the Executive Committee with the consent of the Board of Trustees. The Nominating Committee shall consist of at least two but no more than four members of the Board of Trustees whose terms of office do not expire at the next ensuing election or who are ineligible for reelection, and four members of the Synagogue at large. No person shall serve on the Nominating Committee for more than three consecutive years. Committee members shall act within the guidelines of Article XIV Conflict of Interest regarding their responsibilities on the committee.

Section 2. Nominees

The slate of nominees shall consist of one name for each elected Trustee and Officer whose term of office shall expire at the next Annual Meeting of the Synagogue and for each vacancy existing at the time of such meeting. The slate of candidates for elected Trustees may consist of fewer nominees than the maximum permitted by these bylaws. The slate shall not include any member of the Nominating Committee. Should a member of the Nominating Committee become a candidate for a Trustee or Officer position, that member must immediately resign from the Committee. Each candidate must be nominated by an affirmative vote of a majority of the members of the Nominating Committee.

Section 3. Notice of Nominating Committee's Selections

Nominations by the Nominating Committee shall be reported to the Board of Trustees and following approval of nominations by the Board of Trustees, notice of said nominations shall be made by electronic mail to each email address or first class mail to each membership unit of the Synagogue at least 30 days prior to the Annual Meeting. Notice shall be sent by first class mail to any membership unit so requesting.

Section 4. Nomination by Petition

Nominations for election to the Board of Trustees may be made by written petition signed by at least 20 members of the Synagogue. Said nominations must be filed with the Secretary or Chair of the Nominating Committee at least 15 days before the Annual Meeting.

Section 5. Final Notice of Nominations

In the event there are nominations by petition pursuant to Section 4 hereof, notice of all nominees must be delivered by electronic mail to each adult email address or by first class mail to each membership unit of the Synagogue at least ten days before the Annual Meeting. Notice shall be sent by first class mail to any membership unit so requesting. There shall be no nominations from the floor at the annual meeting.

ARTICLE VIII RABBIS

Section 1. Selection

A rabbi to be engaged in a contract by the Synagogue to perform clerical duties shall be selected by two thirds of the Board of Trustees upon such terms and conditions as the Board may determine; provided, however, that no Rabbi who will be engaged in a contract by the Synagogue to perform clerical duties shall be given an initial contract of employment for a term in excess of two years; and provided further, that the selection of any Rabbi who will be engaged in a contract by the Synagogue to perform clerical duties and the conditions of his or her employment shall not be final until approved by the majority of the eligible members voting in person or by proxy at an Annual or Special Meeting of the Synagogue.

Section 2. Removal

A Rabbi may be removed by a two-thirds vote of the members of the Synagogue voting in person or by proxy at an Annual or Special Meeting of the Synagogue.

ARTICLE IX THE CANTOR

A Cantor or Cantorial Intern shall be selected by the Board of Trustees by a vote of two-thirds of those present at a duly called meeting or special meeting upon such terms and conditions as it may determine.

ARTICLE X COMMITTEES

Section 1. Standing Committees

The Synagogue shall have the following standing committees:

Audit
Building
Executive
Facilities
Finance
Membership
Nominating
Personnel
Preschool
Religious School
Ritual

Section 2. Other Committees

The Executive Committee or the Board of Trustees may create other committees and delegate to them such powers and duties as it shall deem appropriate, except enumerated powers otherwise specifically entrusted by the Bylaws.

No more than half of the members of any committee designated by the Board of Trustees to perform a search for a candidate for employment by the Synagogue shall be elected Trustees.

Section 3. Committee Meetings, Minutes and Reports

The Board may in its discretion establish rules and regulations for each committee setting out meeting and reporting requirements. Any minutes of committee meetings shall be kept on file at the Synagogue.

Section 4. Committee Chairs

The Executive Committee shall, subject to review by the Board of Trustees, appoint the chairs and co-chairs, if any, of the standing committees (except the Finance Committee, which shall be chaired by the Treasurer). Each committee chair/co-chair shall serve at the pleasure of the Executive Committee, subject to review by the Board of Trustees.

Section 5. Appointments by Committee Chairs

Subject to the provisions in Article VII, Section 1 of these Bylaws regarding the Nominating Committee and Article X, Section 2 of these bylaws regarding search committees, the chair of each committee shall have the power to appoint members of his or her committee.

ARTICLE XI AMENDMENTS

Proposed amendments to these Bylaws shall be presented in writing to the Secretary by the Board of Trustees or by petition of no less than 30 members of the Synagogue. The proposed amendments shall be acted upon at the Annual Meeting or at a special meeting which shall be called for the purpose of considering the amendments if the proposals are not made at or about the time of the Annual Meeting. Copies of the proposed amendments shall be sent by electronic mail to each adult email address or first class mail to each membership unit of the Synagogue no less than 15 days and no more than 30 days prior to the date of the meeting at which the amendments are to be considered. Notice shall be sent by first class mail to any membership unit so requesting. A vote of two-thirds of the members voting in person or by proxy shall be necessary for the adoption of any amendment to the Bylaws.

ARTICLE XII RULES OF ORDER

The rules of procedure at meetings shall be Roberts Rules of Order, utilizing the latest edition, unless inconsistent with these Bylaws, in which case the Bylaws shall govern.

ARTICLE XIII FISCAL POLICIES

Section 1. Fiscal Year

The fiscal year of the Synagogue shall begin on the first day of July and terminate on the last day of June in the following calendar year.

Section 2. Checks, Notes and Contracts

The Board of Trustees is authorized to select such depositories as it shall from time to time deem appropriate for the funds and securities of the Synagogue and shall from time to time determine who shall be authorized on the Synagogue's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents. All checks shall be signed by at least two officers, except for checks written on clergy discretionary accounts established by the Board of Trustees, which may be signed by the designated clergy member, as set forth in the Clergy Discretionary Fund Policy on file with the Synagogue.

Section 3. Books and Accounts Financial Reporting

The Synagogue, to the extent possible, shall maintain its books and accounts in accordance with generally accepted accounting principles or another comprehensive basis of accounting acceptable in the United States. Annually an independent certified public accountant shall issue a compilation report of those books and accounts to be supplemented by an internal audit of the Synagogue's income and disbursements by qualified individuals as designated by the Board of Trustees.

Section 4. Special Funds

The Board of Trustees may by rule or regulation set up requirements for the establishment of new special purpose funds, including funds in memory of members and capital project or endowment funds. It may also review existing special funds and amend, eliminate or consolidate those whose purposes have been fulfilled or where the funds have been substantially depleted.

ARTICLE XIV CONFLICT OF INTEREST

It shall be considered to be a conflict of interest if (a) a Trustee, a member of the clergy, or a member of the professional staff has existing or potential financial or other interests that impair, or might reasonably appear to impair, independent, unbiased judgment in the discharge of his or her fiduciary responsibilities to the Congregation, or (b) a Trustee, a member of the clergy, or a member of the professional staff is aware that a member of his or her immediate family, domestic partner or significant other has such existing or potential or other interests. All Trustees, clergy and professional staff shall disclose to the Board any possible conflict of interest at the earliest practical time. Furthermore, a Trustee shall absent him or herself from discussions of, and abstain from voting on, matters under consideration by the Board or its committees in which the Trustee has a conflict of interest. Any Trustee, clergy or professional staff who is uncertain whether a conflict of interest may exist in any matter may request that the Board or committee considering the matter resolve the question in his or her absence by majority vote.

ARTICLE XV INDEMNIFICATION

To the fullest extent permitted by law, the Synagogue shall indemnify each of its Trustees and officers, whether or not then in office, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by such person, including such expenses incurred in any civil, criminal or administrative suit or proceeding to which s/he may have been made or threatened to be made a party because s/he is or was a Trustee or officer. Such person shall have no right to reimbursement, however, in relation to matters as to which a judgment or other final adjudication adverse to the Trustee, officer or employee establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that s/he personally gained in fact a financial profit or other advantage to which s/he was not legally entitled. To the fullest extent permitted by law, the right of indemnification for expenses shall also apply to expenses of suits that are compromised or settled if the court having jurisdiction of the action shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Trustee or officer may be entitled.