

Revised May 17, 2018

BYLAWS OF CONGREGATION KOL AMI

Article I Affiliation

A. General:

1. Consistent with the Purpose of the Congregation as stated in the Articles of Incorporation, this Congregation interprets and practices Judaism in the tradition of Reform Judaism.
2. This Congregation is a member of the Union for Reform Judaism (URJ), abides by the Constitution and Bylaws of the URJ, and recognizes its financial responsibility to pay annual dues according to the Maintenance of Union Membership (MUM) agreement as specified in the URJ's Bylaws.

Article II Membership

A. Definition:

1. Single membership is a Jewish adult, who joins on an individual basis.
2. Family membership is a single Jewish adult with children or two adults (at least one of whom is Jewish), who join on a family basis.
3. A non-Jewish adult who was previously a part of a family membership is eligible to continue as a member in either a single or a family membership.
4. Throughout these Bylaws, a "member" means a member in good standing (i.e., has met their financial obligations to the Congregation or is not more than 90 days overdue).
5. The Executive Board may define other levels of non-voting affiliation with the Congregation.

B. Dues:

1. Members are responsible for support of the Congregation through payment of dues, assessments, and other fees as determined by the Executive Board.
2. The Executive Board or its designee may extend or modify a financial obligation due from a member.

C. Voting:

1. In a single membership or in a family membership with one adult, the adult member is entitled to one vote. In a family membership of two adults, each of the two adult members has a separate vote.
2. There is no voting by proxy.

D. Quorum:

1. In a single membership or in a family membership with one adult, the adult member is

- counted.
2. In a family membership of two adults, each of the two adult members is counted separately.

Article III Meetings

A. Annual:

1. The annual meeting is held in May.
2. 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.
3. Quorum is the lesser of 35 members or 1/4 of the members.

B. Executive Board (also called "Board"):

1. The Executive Board holds regularly scheduled meetings which shall not be held less than on a quarterly basis. Special Board meetings are held as needed.
2. Notification is made orally at the prior Board meeting or, in the case of Special Board meetings, orally as needed. Email notification may also be used.
3. Quorum is five Board members.
4. Special Board meetings to discuss personnel matters are held in private.

C. Special:

1. Special meetings of the general membership are held at the direction of either the Board or the President or as the result of a petition signed by 15% of the members.
2. Notification is made within 30 days of receipt by the Board of such direction or petition and includes the purpose of the meeting.
3. 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 unless otherwise specified in these Bylaws. 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.
4. Only business specified in the notice is conducted.
5. Quorum is the lesser of 35 members or 1/4 of the members.
6. If a quorum is not present at the meeting, the direction or petition is null and void.

D. Dissolution:

1. 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.
2. Notification is made within 60 days of receipt by the Board of such direction or petition.
3. 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.

4. Quorum is 2/3 of the members.
5. If a quorum is not present at the meeting, the direction or petition is null and void.
6. The Congregation is dissolved by an affirmative 2/3 vote of the members present.
7. 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.

E. Recall of Board Member(s):

1. A recall meeting is held at the direction of the Board or as the result of a petition signed by 1/4 of the members.
2. Notification is made within 30 days of receipt by the Board of such direction or petition.
3. 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.
4. Quorum is the lesser of 35 members or 1/4 of the members.
5. If a quorum is not present at the meeting, the direction or petition is null and void.
6. A Board member is recalled by an affirmative 2/3 vote of the members present.

Article IV Executive Board

A. Size:

1. There are nine members of the Board: Four officers (President, Vice-President, Secretary, and Treasurer) and five Trustees.
2. The immediate past President is a non-voting ex-officio member unless they have been elected to another position on the Board. If the immediate past president is unable or unwilling to serve, the Board may appoint the person who last held that position.

B. Voting at Board Meetings:

1. Each Board member has one vote.

C. Eligibility:

1. Only Jewish members may serve on the Board.
2. Two members from the same family membership may not serve concurrently on the Board.
3. The failure of a Board member to maintain membership in good standing will initiate an official notification of dismissal from the Board. The Board member has 14 days to reestablish their status of good standing. If not reestablished, the individual is no longer a Board member.
4. The Board has the right to remove from office a Board member who, without adequate cause, fails to attend three consecutive meetings. (Note: Board members are responsible for learning when and where meetings will be held.)

D. Vacancies:

1. If a vacancy occurs on the Board, the Board by an affirmative majority vote of the Board members present at a Board meeting appoints a successor to hold office for the unexpired portion of the term.
2. Board members appointed in this manner are eligible to be elected by the general membership for two consecutive terms immediately following completion of such appointment, or as otherwise allowed by these Bylaws.

E. Elections:

1. Election of the Board takes place at the annual meeting.
2. Nomination(s) for each position on the Board are initiated from a report by the Leadership Committee (See, Article VI B).
3. Additional nominations by the general membership may be made at the time of election if the nominee is present and agrees to be a candidate.
4. If there is more than one candidate for a position, election for that position is by secret ballot.
5. A separate ballot is used to elect each of the Board Officer positions of President, Vice-President, Treasurer, and Secretary. Each member has one vote for each position. The candidate receiving the largest number of votes is elected.
6. One ballot is used to elect the Trustee(s). When there are more candidates for Trustees than there are vacant positions, each member may cast votes up to, but not more, than the number of vacant positions. Members may not cast more than one vote for a candidate. The candidates receiving the largest number of votes are elected to the vacant Trustee positions. The candidate with the largest number of votes serves the longest vacant term; the candidate receiving the second largest number of votes serves the second longest term, and so forth.
7. The term of office for elected Board members begins on June 1.

F. Powers:

1. As may be prescribed in these Bylaws or in the absence of controlling provisions in these Bylaws, as may be determined by the Board, the Board has the power to:
 - a. Conduct, manage, and control the activities of the Congregation.
 - b. Make the rules and regulations for the guidance of the Board and the management of the Board's affairs.

G. Duties of the Board:

1. Establish and approve all financial obligations in the ordinary course of business.
2. Review and propose change(s) in the Articles of Incorporation or Bylaws.
3. Establish dues, assessments, and other fees for the general membership.
4. Prepare and approve budgets of the Congregation including, without limitation, the Religious School budget and School Director (or Principal) salary.
5. Establish, and maintain or modify, Policies and Procedures governing conduct of the everyday business of the Congregation.
6. After approval by the general membership, contract for goods, services, and property not in the ordinary course of business.
7. After approval by the general membership of a candidate for the congregational Rabbi, negotiate and execute a contract for the services of the candidate.

8. After approval by the general membership, seek and purchase suitable real property.
9. After approval by the general membership, incur long-term indebtedness.
10. Hold regularly scheduled meetings and special meetings of the Board.
11. Hold an annual meeting and other meetings of the general membership.
12. Fill vacancies on the Board.
13. Conduct other business of the Congregation.
14. Approve the Religious School Management Plan, and the Religious School Committee's choice for school Director (or Principal).
15. Maintain arrangements with the cemetery owner and establish policy for the burial of members and their family at Kehilat Olam, the Congregation's cemetery.

Article V
Individual Duties of Officers and Trustees

A. President:

1. The President is the chief executive officer. The President, or a designee, presides at meetings of the Board and general membership. The President performs such other duties as may be delegated by the Board.
2. Responsibilities:
 - a. Appoint and remove members of committees after consultation with committee chair.
 - b. With approval of the Board, appoint and remove chairs for committees (except the Finance Committee, which is chaired by the Treasurer).
 - c. Appoint at least two members to annually review the financial records.
 - d. Ensure that the Treasurer is bonded or otherwise insured for the benefit of the Congregation.
 - e. Hold meetings of the Board.
 - f. Hold meetings of the general membership.
 - g. Serve as ex-officio member of committees.
 - h. Conduct other business of the Congregation under the general direction of the Board.
3. Term:
 - a. Term of office is two years.
 - b. May be elected to two consecutive terms as President.

B. Vice President:

1. The Vice-President, in the absence of the President, assumes the responsibilities of the President.
2. Term:
 - a. Term of office is two years.
 - b. May be elected to two consecutive terms as Vice-President.

C. Secretary:

1. 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.
2. Responsibilities:
 - a. Prepare minutes of Board and general membership meetings.
 - b. Prepare correspondence.

- c. Oversee publicity, newsletters, and mailings.
- 3. Term:
 - a. Term of office is two years.
 - b. May be elected to two consecutive terms as Secretary.

D. Treasurer:

- 1. The Treasurer is the chief fiscal officer and is bonded or otherwise insured for the benefit of the Congregation.
- 2. 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 suitable book form 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 a separate inventory of personal 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.
 - j. Chair the Finance Committee.
- 3. Term:
 - a. Term of office is two years.
 - b. May be elected to three consecutive terms as Treasurer.

E. Trustees:

- 1. As members of the Board, participate along with the Officers in carrying out the duties and responsibilities of the Board.
- 2. Responsibilities:
 - a. Provide liaison between committees and the Board.
 - b. Welcome members at religious and social functions.
 - c. Provide liaison to Portland area synagogues.
 - d. Provide liaison to community organizations.
 - e. As designated by the President, co-sign checks.
 - f. Serve on ad-hoc committees.
 - g. Perform other responsibilities as may be assigned by the Board.
- 3. Term:
 - a. Term of office is three years.
 - b. May be elected to two consecutive terms as Trustee.

Article VI Committees

A. Standing Committees:

1. Education
2. Engagement
3. Facilities
4. Finance
5. Leadership
6. Religious/Ritual
7. Social Action

B. Leadership Committee:

1. A Leadership Committee is used to seek out and cultivate prospective leaders of the Congregation and to prepare a report regarding candidates for election of the Board.
2. The President establishes the Leadership Committee.
3. With Board approval, the President appoints at least four (4) members, including at least one Board member, to serve on this Committee.
4. No later than the April Board meeting, the Leadership Committee presents ~~to~~ the Board with a report of suggested candidates.
5. If the Board sends a slate of candidates to the members for election, the same timelines as required for notice of the annual meeting apply.

C. General:

1. The President may establish other committees or subcommittees.
2. A Board member is designated as Board liaison for each committee.
3. The authority of a committee is limited to making recommendations to the Board unless the Board has granted a specific additional authority to a committee.

Article VII Rabbi

A. General:

1. The Board is responsible for the recruitment of candidates for the congregational Rabbi, and for negotiation and execution of a contract with the Rabbi. Prior to execution of a contract, an affirmative 2/3 vote of the members present at a meeting of the general membership is required for approval of the candidate.
2. The relationship between the Congregation and its Rabbi is that of a religious community and its chosen spiritual leader. This relationship, therefore, is one of mutual respect and dignity.
3. The Rabbi is the Congregation's spiritual leader and serves its religious, educational, pastoral, and communal needs.
4. The Rabbi has freedom of pulpit.
5. The Rabbi has the right to attend meetings of the Board, committees, and Congregation, but does not vote. The Board will preclude, in advance, the attendance of the Rabbi from a Board meeting when their remuneration, performance, or terms of employment will be

- discussed.
6. Prior to the expiration of a contract with the Rabbi, the Board is responsible for deciding if a new contract should be executed and for the negotiation and execution of a new contract. Prior to the execution of the new contract, an affirmative majority vote of the members present at a meeting of the general membership is required for approval of rehiring the Rabbi.
 7. The congregational Rabbi may be removed from office by an affirmative 2/3 vote of the Board and subsequent affirmative majority vote of the members present at a meeting of the general membership. After removal, the Board, or its legal representative, will negotiate the termination of any and all legal commitments to the congregational Rabbi.

Article VIII Amendment Procedure

A. General:

1. Bylaws may be amended at a meeting of the general membership, provided that:
 - a. A meeting notice is sent to the members not less than 21 days and not more than 50 days prior to the meeting.
 - b. Specifics of the proposed amendment are included with the meeting notice.
2. An affirmative 2/3 vote of the members present is required for passage of the proposed amendment.
3. At the meeting and prior to the vote, amendments to the proposed amendment may be made by simple majority vote of the members present.

Article IX General

A. Rules of Order:

1. The rules contained in a published version of parliamentary rules of order selected by the Board govern when applicable and when consistent with the Articles of Incorporation or the Bylaws.

B. Contracts:

1. The Bylaws are not part of any contract including, without limitation, employment contracts.