

**Constitution and Bylaws of
Adas Yeshurun Synagogue**

**Article I
Name**

The name of the organization shall be Congregation Adas Yeshurun.

**Article II
Purpose**

The purpose of this organization shall be:

- A. To provide a context for worship in accordance with precepts and doctrines of Conservative Judaism.
- B. To support and facilitate cultural growth and experience for Jews in the Augusta area.
- C. To provide and maintain a suitable facility, including a synagogue in which to carry out the purposes of this organization.
- D. To offer religious, cultural, and educational opportunities for its members.
- E. To provide a cemetery, duly consecrated, for the burial of its members and other Jews.
- F. To provide for charitable support of individuals and organizations.

**Article III
Membership**

Section 1 Any Jewish person shall be eligible for membership. The Rabbi shall have final authority in determining whether an individual is Jewish.

Section 2 There shall be five types of membership units:

- A. Individual membership. This category shall include a man or a woman individually.
- B. Family membership. This category shall include an individual and his or her spouse and their minor unmarried children who live at home or who are full-time students or an individual with one or more unmarried minor children who live at home or who are full-time students.
- C. Associate membership. This category shall include individuals or families who reside at a distance of more than fifty miles from the main facility of the congregation and who are members in good standing of a synagogue in their community.
- D. Augusta Dual Membership. This category includes members in good standing of Congregation Children of Israel who want to enjoy full member benefits of Adas Yeshurun Synagogue.

- E. **Part-Year Resident Dual Membership.** This category is for congregants who live at least half the year outside of the Augusta area and who wish to remain members in good standing of Adas Yeshurun Synagogue and another United Synagogue of Conservative Judaism-member congregation. These members enjoy all the benefits of full members.

Section 3 Application for membership shall be made, in writing, to the Membership Committee which shall report on each application to the Board of Governors for appropriate action. A majority vote of the members of the Board present at a regular or special meeting of the Board of Governors is required to approve an application for membership. No application shall be presented to the Board unless previously approved by the Rabbi.

Section 4 The Board of Governors shall have authority to dismiss a member for violation of any of its rules and regulations or for behavior which may jeopardize the good or welfare of the organization. A member charged with conduct which may lead to his or her dismissal shall be notified in writing of the charge at least fifteen (15) days before the next regular meeting of the Board of Governors. A member so charged shall have an opportunity to appear and be heard before the Board of Governors. A vote of two-thirds of the members of the Board of Governors present is required to dismiss a member.

Section 5 A dismissed member who wishes to be readmitted to full membership must apply as provided in Section 3 herein and his or her reinstatement requires the approval of two-thirds of the members present of the Board of Governors.

Article IV
Privileges of Membership

Members in good standing shall enjoy the following privileges, except that Associate Members shall not have the rights enumerated in paragraph A herein:

- A. **To attend, have a voice, and vote at all meetings of the congregation. Every membership unit shall have one vote.**
- B. **To enroll their children in the Religious School of the congregation subject to the rules and regulations of the Education Committee.**
- C. **Burial for any member and the member's family who are included in the family membership subject to the rules and regulations of the Cemetery Committee.**

- D. To have the use of the congregation’s facilities, including the sanctuary, for marriages and other celebrations and functions subject to the rules and regulation of the House Committee and the rental policy.
- E. To have the services of the Rabbi for life cycle events.

Article V

Dues

- Section 1** Each member unit shall be required to pay dues to the organization as determined by the Board of Governors. To be a member in good standing, a member must be current in the payment of the membership dues.
- Section 2** Dues shall be due and payable at the beginning of the fiscal year on July 1 of each year. Members may choose to pay their membership dues in four quarterly installments or monthly.
- Section 3** A member whose payment is one year or more overdue shall lose status of member in good standing and the privileges thereof. Such members may be restored to good standing upon payment of all dues that are currently owed. Payments of dues which are overdue one year or more shall constitute a violation of the rules and regulations of the organization and may subject the member to dismissal pursuant to the provisions of Article III.
- Section 4** A member who is experiencing financial hardship shall submit a request for reduction of dues or for a waiver of the dues to the President or Treasurer. The President or Treasurer shall determine such member’s dues. All information pertaining to such requests, including identity of the requestor, shall remain confidential.

Article VI

Board of Governors and Its Duties

- Section 1** The organization shall be managed and controlled by a Board of Governors which shall be vested with power and authority of the membership to manage and administer the activities of the organization and its property. The Board shall have authority to adopt policies and procedures subject to this Constitution.
- Section 2** The members of the Board of Governors shall be elected by the membership. All members of the organization in good standing are eligible to serve on the Board of Governors , except that no more than one member of the same immediate family may serve as a voting member of the Board. Members of the immediate family are spouses, children, stepchildren, parents, stepparents, siblings, parent-in-law, children-in-law, and siblings-in-law.

- Section 3** The Board of Governors shall consist of eleven (11) members plus two (2) members representing the synagogue Sisterhood and one (1) member representing the synagogue Men’s Club. The Sisterhood and Men’s Club shall each have one vote. The Immediate Past-President of the organization shall serve as an ex-officio member who shall have no vote.
- Section 4** The Board of Governors shall interpret and apply the rules and regulations of the organization except for decisions specifically reserved in this Constitution for the Rabbi.
- Section 5** The Board of Governors shall have the authority to hire and fire all employees of the organization and to enter into all contracts on behalf of the organization, with the exception of the hiring of a Rabbi, which power is reserved for the total membership. The membership may delegate to the Board of Governors the authority to renew or not renew the contract of the Rabbi during the term of any such contract by voting to do so at the meeting at which the vote to hire the Rabbi is taken. The Board of Governors shall have the duty to identify, investigate, and present for a final decision of the total membership, candidates for the position of Rabbi of the organization.
- Section 6** The congregation shall elect from among members of the Board of Governors a President and a Vice-President.
- Section 7** In the event there is a vacancy on the Board of Governors, the Board of Governors shall appoint a Board member from eligible members to serve until the next annual election, at which time the congregation shall elect a new Board member to fill the remainder of the term of the absent member.
- Section 8** Full or part-time employees of the organization are not eligible to serve as members of the Board of Governors.

Article VII
Officers and Their Duties

- Section 1** The following shall be the officers of the organization: President, Vice-President, Treasurer, and Recording Secretary.
- Section 2** The President shall preside at all meetings of the Board of Governors and the congregation. He/she shall: a. be the custodian of the charter, seal, and documents of the organization; b. sign all legal documents, including contracts, promissory notes, deeds, and security instruments; c. appoint all committees and be an ex-officio member of all committees; d. have the authority to

approve expenditures up to five hundred dollars (\$500.) on any one matter for the benefit of the congregation; and e. perform such other duties as are usually incident to this office.

Section 3 The Vice-President shall assist the President and shall serve as the President's replacement in the President's absence. In the event that the President resigns or is unable to complete his or her term, the Vice-President shall serve as President for the unexpired term of the President.

Section 4 (a) The Treasurer shall have custody of all funds and property of the congregation. He/she shall a. keep complete and accurate books and records of accounts which shall be open to examination by any member of the Board of Governors; b. collect all dues and assessments and other monies payable to the congregation; c. disburse funds of the congregation as authorized by the Board of Governors; d. deposit funds of the congregation in such financial institutions as shall be designated by the Board of Governors; e. invest such funds as directed by the Board of Governors; f. render an annual financial statement at the Annual Membership Meeting; g. render financial statements when requested by the Board of Governors; h. convene the Finance Committee at least biannually; and i. perform such other duties as are usually incident to this office;

(b) Checks must be signed by two of the following: President, Vice-President, and/or Treasurer.

Section 5 The Recording Secretary shall attend all meetings of the Board of Governors and of the congregation and shall keep a record of the proceedings of such meetings. The Secretary shall keep all records, papers, and documents of the organization in a systematic and well-organized fashion.

Section 6 All officers must be members of the Board of Governors.

Section 7 Officers shall hold office for one (1) year or until their successors are elected.

Section 8 Officers not elected by the general membership shall be proposed by the President or any other interested member of the Board at the first meeting of the year of the Board of Governors. Such officers shall be elected by a simple majority of the Board of Governors.

Article VIII
Gabbaim

- Section 1** At least two Gabbaim shall be appointed by the Ritual Committee for a term of one (1) year with the privilege of succeeding themselves. The total number of Gabbaim shall be determined by the Ritual Committee.
- Section 2** In the case of a vacancy, a new Gabbai shall be appointed by the Ritual Committee to serve for the unexpired term of the vacant position.
- Section 3** The duties of the Gabbaim shall be determined or modified by the Ritual Committee from time to time at the request of the Board of Governors or the Rabbi.

Article IX
The Rabbi

- Section 1** The Rabbi shall be a graduate of and ordained by an accredited and recognized Rabbinical institute. He shall be affiliated with the organization of conservative Judaism in the United States.

The Rabbi shall be the spiritual leader of the congregation. He shall be in charge of all religious and educational activities of the congregation. The Rabbi shall be consulted on all religious issues which may arise and he shall have the final authority in all religious matters, including all issues pertaining to kashrut. The Rabbi shall officiate at services, weddings, bar and bat mitvahs, funerals and any other ceremonies usually performed by a Rabbi. The Rabbi shall be responsible for the regular Torah readings; however, the Rabbi may appoint other individuals to read Torah as the need and occasion may require. The Rabbi shall be the individual responsible for all education activities of the congregation and he shall be an ex-officio member of all committees whose charge relates to religious and educational activities of the congregation.

- Section 2** The authority to hire and fire the Rabbi shall be vested in the membership of the congregation. It shall be the duty of the Board of Governors to identify and screen candidates for the position of Rabbi and to negotiate the conditions of employment of the Rabbi. The Board of Governors shall propose candidates for the position to the congregation in a regular meeting or a special meeting of the membership. Notice that a vote will be taken about hiring a Rabbi shall be sent by mail to the congregation no less than twenty (20) days prior to the meeting at which the vote will be taken.

A vote of two-thirds of the member units present and voting at the meeting shall be required for the hiring of the Rabbi. The general terms of employment for the proposed candidate, including the proposed salary, fringe benefits and

term of employment shall likewise be put to a vote by the general membership at the same meeting.

Section 3 The Rabbi may be dismissed for cause or otherwise pursuant to the terms of his employment agreement. Cause is defined as any behavior unbecoming a Rabbi, the commission of a felony or a crime involving moral turpitude, the loss of his accreditation or the loss of affiliation with the Conservative movement. The Rabbi may be dismissed and his employment terminated pursuant to the following procedure:

A. The dismissal of the Rabbi must be proposed, in writing, to the President of the Board of Governors by any member of the congregation in good standing. Upon receiving such proposal or on his or her own initiative, the President shall bring the matter for discussion to the Board of Governors in a regular or special meeting of the Board. The Rabbi shall have the opportunity to hear any charges against him and respond to them before the Board of Governors. In the event that the Rabbi is unable to fully present his position to the Board of Governors at the meeting in which the matter is first heard, the Rabbi shall request the board of Governors to reconvene within the ten days of the issue first being presented to the Board of Governors to present his case to the Board.

In the event that two-thirds of the members of the Board of Governors present and voting shall vote in favor of dismissing the Rabbi, the President of the Board of Governors shall call a special meeting of the members of the congregation to consider the issue. The Rabbi shall not participate in the meeting except for a presentation of his position to the congregation, after which he shall not be present. A vote of two-thirds of the members units of the congregation present and voting is required to dismiss the Rabbi.

B. In the event that a Rabbi is hired for a term of more than one year during which the employment agreement with the Rabbi may be renewed or terminated, the Board of Governors shall have the power and authority to so renew or terminate the employment of the Rabbi on each renewal or termination date until the end of the term of employment, if so authorized by the congregation.

C. The execution of a new agreement with the Rabbi for a new term of employment requires the approval of two-thirds of the members of the congregation following the same procedure as upon first hiring the Rabbi.

Article X
Elections

- Section 1** Elections shall be held no later than June 15 of each year with the newly elected Board members assuming their duties at the beginning of the next fiscal year on July 1.
- Section 2** Only members who have been in good standing for at least one year prior to the elections shall be eligible for a position on the Board of Governors or any elective office.
- Section 3**
- A.** Members of the Board of Governors shall be elected to serve for a term of two years and may not serve for more than three consecutive terms.
- B.** After one year of hiatus from the Board of Governors, a member shall again be eligible for election to three consecutive two year terms or to an unexpired term of a member of the Board of Governors.
- C.** Filling an unexpired term on the Board of Governors shall not limit a member's eligibility for future elections.
- Section 4** There shall be a Nominating Committee consisting of five (5) members appointed by the Board of Governors. The Board of Governors shall appoint one (1) member of the Committee to serve as the Chairperson of the Committee. The Committee shall present nominations for the Board of Governors during the annual meeting immediately preceding the end of the year. In addition, the membership may submit for a vote the nomination of members for the Board of Governors by submitting a nomination in writing, signed by at least ten (10) members in good standing together with a written and signed acceptance by the nominee for his or her name to be placed in nomination for the election. The written nomination and acceptance must be submitted by hand delivery or by certified mail, return receipt requested, to the President of the Board of Governors at least seven (7) days before the date of the elections.
- Section 5** Written notice of elections and a list of nominees submitted by the Nomination Committee shall be mailed to all members of the congregation who are in good standing twenty (20) days prior to the meeting.
- Section 6** Members of the Board shall be elected by a majority vote. Each membership unit shall have one vote. Immediately following the election of the Board of Governors, the congregation shall elect by majority vote the President from members of the Board. Nominations for President shall be made by members of the congregation present at the meeting. A candidate for the President's

position must be a member with at least one year of previous service as a Board member.

- Section 7** Following election of the President, the Vice-President shall be elected in the same manner. The Vice-President must be a member of the Board of Governors with at least one year of previous service.
- Section 8** All ballots shall be cast secretly. The President shall appoint three (3) monitors to supervise the elections, count the ballots, and announce the results.
- Section 9** In all election contests which do not require a majority vote, the candidate with the largest number of votes cast shall be the elected candidate.
- Section 10** A nominee need not be present to be elected.
- Section 11** There shall be no voting by proxy. There shall also be no absentee voting.
- Section 12** All decisions of the congregation, unless otherwise stated, shall be by a majority vote. A majority vote shall mean the number which constitutes one more than half of the number of members voting. A decision requiring the vote of two-thirds of the congregation shall be the number which constitutes 67% of the members voting.

Article XI

Removal from the Board of Governors

- Section 1** A member of the Board of Governors who misses three (3) consecutive Board meetings without justifiable cause approved by the President shall be considered to have resigned from the Board. The Secretary of the Board shall notify a member who has missed two (2) consecutive meetings that, unless the member attends the next scheduled Board meeting, the members shall be considered to have resigned. Upon missing three (3) consecutive meetings without just cause, the Secretary shall notify the member in writing that he or she is considered to have resigned from the Board.
- Section 2** A member of the Board may be dismissed from the Board for actions that are contrary to the interest and welfare of the congregation. Upon unanimous vote of the Board of Governors to dismiss the individual, the President shall recommend to the congregation in its next regular meeting or at a called meeting that the member of the Board is dismissed. The member of the Board shall be notified of the recommendation to dismiss him or her at least twenty (20) days before the regular or the called meeting of the congregation and the

reason or reasons for the recommendation shall be specified. Following the presentation of the Board's recommendation by the President, the accused member of the Board shall have the opportunity to address the reasons for dismissal, as stated by the Board of Governors, before the congregation. The congregation shall vote on the recommendation of the Board and it shall take a vote of two-thirds of the members of the congregation present and voting to dismiss the member of the Board as recommended by the Board.

Article XII
Meetings of the Congregation

- Section 1** There shall be one annual meeting of the congregation. The meeting shall be held in the Spring and it shall be designated as the Election Meeting. Written notice about the meeting shall be mailed to the congregation no less than twenty (20) days prior to the meeting.
- Section 2** Special meetings of the congregation may be called as follows: a. by the President; b. by a majority of members of the Board of Governors; c. by a petition signed by twenty (2) members of the congregation in good standing. Such petition must be presented to the President.
- Section 3** Written notice of a special meeting announcing the time and location of the meeting and the purpose of the meeting shall be mailed to the membership at least fourteen (14) days before the scheduled meeting. Only the business specified in the notice shall be entertained at the meeting.
- Section 4** A minimum of twenty (20) members units with a vote shall constitute a quorum for all meetings of the congregation.
- Section 5** All meetings shall be conducted pursuant to the most recent edition of Robert's Rules of Order. The Chairperson of the Constitution Committee or his or her designee shall rule on all questions of procedure.

Article XIII
Meetings of the Board of Governors

- Section 1** The Board of Governors shall hold monthly meetings of its members. The President of the congregation shall preside at all meetings. Due notice shall be given of each meeting to the members of the Board of Governors.

- Section 2** Special meetings of the Board of Governors may be called by the President or by a request for a meeting signed by a majority of the members of the Board presented to the President.
- Section 3** A minimum of seven (7) members of the Board of Governors shall constitute a quorum for all meetings of the Board of Governors.
- Section 4** Unless otherwise specified herein, all decisions of the Board of Governors shall be made by the vote of a majority of the members present and voting.

Article XIV
Committees and Their Duties

The President, with the approval of the Board of Governors, may combine the operations of any two committees for a period of one year with the exception of the Finance Committee and the Education Committee, which shall always operate independently. The standing committees of this congregation and their duties shall be as follows:

- Section 1** **A. Finance Committee**
The Finance Committee shall supervise the financial affairs of the congregation. It shall prepare a budget for each fiscal year and present it to the Board of Governors during the first quarter of the fiscal year. It may procure an audit of the books of the congregation in any manner deemed appropriate by the majority of the committee or as requested by the Board of Governors. The Finance Committee shall work closely with the Treasurer in order to effect efficient monetary management and monitoring of the finances of the congregation. The Finance Committee shall have control over all dues, income, donations, gifts, contributions, endowments, and any and all funds gifted to the congregation or made for its benefit, subject to any special provisions or rules which are a condition to the gift, provided that such conditions and rules had been approved by the Board of Governors.
- B. Education Committee**
The Education Committee shall supervise all educational activities of the religious school of the congregation and education activities planned for the youth of the congregation in conjunction with the Rabbi. The Education Committee shall work closely with the Personnel Committee as well as the Rabbi and the Principal (Administrator) of the religious school in planning and executing the educational activities for the congregation. The Committee shall submit a budget for the next fiscal year to the Treasurer by May 1 of each year.

C. Fundraising Committee

The Fundraising Committee shall be in charge of all fundraising activities of the congregation.

D. House Committee

The House Committee shall supervise and direct the proper maintenance of the property of the congregation and the use of the property by members of the congregation.

E. Membership Committee

The Membership Committee shall be responsible for identifying and enrolling new members and retaining current members. It shall conduct an investigation of all applicants and, after receiving the Rabbi's approval, shall submit its recommendation to the Board of Governors for a vote. The Rabbi shall be a voting member of this committee.

F. Adult Education Committee

This committee shall be responsible for all adult education programs for the congregation, including all special events such as lectures and guest speakers.

G. Communications Committee

This committee shall be in charge of all communications and the dissemination of information to the congregation by phone, email, mail, or other means. The Communications Committee shall be responsible for the publishing of the organization's newsletter, The Menorah, and other publications, and for maintaining the organization's website.

H. Ritual Committee

This committee shall assist the Rabbi in determining and implementing all traditional Jewish standards, including all issues pertaining to the supervision of the organization's kitchens. The Ritual Committee shall further work with the Rabbi to ensure the efficient and smooth conducting of all the religious events and services held by the organization. The Committee shall be responsible for an annual inventory of the number and condition of sacred religious items and make a report to the Board at its September meeting.

I. Cemetery Committee

The Cemetery Committee shall be responsible for the operation of the cemetery and the maintenance of the cemetery's grounds. It shall propose fees and terms of payment for the use of the cemetery to the Board of Governors.

J. Chevra Kadisha Committee

This committee shall be in charge of all matters related to preparations for burials.

K. Constitution Committee

The Constitution Committee shall be responsible for the proper implementation and revisions of provisions of the organization's Constitution. The Chairperson of the committee or his or her designee shall be the interpreter of the Constitution, when necessary. The Constitution Committee shall be responsible for the preparation of amendments to the Constitution and shall supervise all procedures necessary to put amendments into effect. It shall review the Constitution annually and recommend changes to the Board.

Section 2 The chairperson of each standing committee of the organization shall be a member of the Board of Governors. The Board of Governors may authorize exceptions to this requirement by a vote of two-thirds of members present and voting. An exception shall be valid for one term of the Board. Members of the congregation may serve as members of any standing or ad hoc committee.

Section 3 The President of the Board of Governors may establish ad hoc committees as he or she may deem necessary, subject to the approval of the Board of Governors.

Article XV
Employees

Section 1 The congregation may employ both members of the congregation and non-members of the congregation as employees. Employment may be full-time or part-time.

Section 2 The Board of Governors shall have the power and authority to hire and fire all employees of the congregation with the exception of the Rabbi. The employment of the Rabbi shall be governed by the sections and articles of this constitution which specifically address the employment of the Rabbi and by the employment contract between the Rabbi and the congregation.

Section 3 The Personnel Committee shall supervise the employees of the congregation and shall recommend the hiring and firing of such employees. The employment and dismissal of employees must be determined by the Board of Governors and it may not delegate its authority to do so to the Personnel Committee.

Section 4 The Personnel Committee shall develop job descriptions for every position for which an employee is hired. All such job descriptions shall be presented for approval to the Board of Governors.

Section 5 Employees, except the Rabbi, are employees at will and their employment may be terminated at any time without cause.

Article XVI
Amendments

This Constitution may be amended at any time pursuant to the following procedures:

- 1. An amendment may be proposed by the Board of Governors or by a petition of ten (10) members in good standing. Such a petition, signed by the ten (10) members and a copy of the proposed amendment shall be present to the President of the Board of Governors in writing.**
- 2. An amendment may be proposed and presented for approval in a regular or a called meeting of the congregation.**
- 3. Within thirty (30) days of the proposed amendment being presented to the President of the Board of Governors or any time after an amendment is proposed by the Board of Governors, the President shall provide written notice to the members of the congregation of the proposed amendment. If a regular or a called meeting has been scheduled to take place within thirty (30) days of the mailing of this notice to the members of the congregation, the matter of the amendment shall be taken up in that meeting. In the event that no such meeting is to take place within such thirty (30) day period, the President shall mail notices to the membership of a special meeting to consider the amendment at least twenty (20) days before the meeting. The notice shall include a copy of the proposed amendment.**
- 4. The proposed amendment shall be read at the meeting and shall be discussed and a first vote shall be taken. Amendments to the proposed amendment may be proposed and adopted by the members units present and voting. A proposed amendment which does not receive the approval of two-thirds of the member units present and voting is deemed to have failed. If an amendment receives the approval of two-thirds of the member units present and voting, a second vote on the proposed amendment shall take place in any regular or called meeting of the congregation taking place no sooner than thirty (30) days and no later than sixty (60) days after the first vote on the proposed amendment.**
- 5. Written notice of the second vote on the amendment shall be mailed to the members of the congregation at least twenty (20) days prior to the meeting.**
- 6. There shall be no further discussion or amendments to the proposed amendment at the second meeting and a vote of two-thirds of member units present and voting is necessary to adopt the amendment.**

The adoption of this Constitution and any subsequent amendments thereof shall repeal any provisions of the then existing Constitution which are inconsistent with the Constitution or the amendment most recently adopted.

Bylaws

- 1. Donations that are gifted to Adas Yeshurun Synagogue for the purpose of setting up a Restricted Fund must be a minimum amount of \$25,000.**

04/26/12