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ARTICLE I. Name

Art. I, Section 1. This Congregation shall be known as **REFORM TEMPLE OF PUTNAM VALLEY**.

ARTICLE II. Purpose

Art. II, Section 1. This Congregation has been organized to provide for its members an appropriate means for religious worship and the expression of the ideals and faith of Judaism; to afford religious education to the children of members of the Congregation; to provide facilities for continuing education of its adult members; stimulate fellowship in the Jewish Community; and to work toward the betterment of the Jewish Community and our community at large.

ARTICLE III. Practices

Art. III, Section 1. The Congregation shall follow the principles and practices of Reform Judaism as interpreted by the Central Conference of American Rabbis and the Union for Reform Judaism, and as approved by the Board of this Congregation.

ARTICLE IV. Membership*

***see Congregational Handbook**

ARTICLE V. Board of Directors

Art. V, Section 1. **The Board of Directors shall consist of Officers and Trustees.** There shall be no fewer than 7, nor more than 10, Trustees serving on the Board, including those Trustees who are serving as Officers, such number to be fixed in accordance with the provisions of this Article. All Trustees shall be Members in good standing, over the age of 18, who are elected to serve for three-year terms. Trustees shall be nominated in accordance with these By-Laws and shall be elected at the Congregation's annual meeting, except as otherwise provided in this Article.

Art. V, Section 2. **Officers shall consist of a President, a First Vice President, a Treasurer, and a Secretary.** A Second Vice President may also be elected. All Officers shall serve two-year terms. All Officers and Trustees may be reelected without limit, with the exception of the President. The President may serve a maximum of two consecutive two-year terms. After the second term, that individual may be reelected after a period of one year. This requirement may be waived by a two-thirds vote by the Board.

Art. V, Section 3. **The number of Trustee seats** each successive year's Board of Directors shall be established by the Board at the time the Nominating Committee is appointed, in accordance with these By-Laws.

Art. V, Section 4. **If any vacancy shall occur during a Trustee's term of office,** such vacancy may be filled by nomination by the President and ratification by the Board, which appointment shall continue until the expiration of the original Trustee's term. If any vacancy shall occur for any Officer other than President, such vacancy shall be filled by election of the remainder of the Board, which appointment shall continue until the expiration of the original Officer's term. If the office of the President shall become vacant, such vacancy shall be filled by the First Vice President until the expiration of the President's term, and the Board shall elect a new Vice President for the balance of the term. If the First Vice President is unable to serve in this capacity, the Second Vice President shall fill the Presidency for the remainder of the term. If no Second Vice President has been designated, then in that instance the Board shall elect by majority vote an individual to fill the Presidency vacancy for the remainder of the term.

Art. V, Section 5. **Resignations of Officers and Trustees** must be in writing to the Board.

Art. V, Section 6. **A roster of attending Officers and Trustees at any Board meeting shall be maintained** by the Secretary. If any member of the Board is absent from three consecutive Board meetings, a majority of the entire Board may, at its discretion, vote to remove such member and fill the vacancy in accordance with this Article. **The Board will not remove any Trustee or Officer without first notifying** that person of the proposal to remove them and giving them ample opportunity to give cause as to why they should not be removed.

Art. V, Section 7. **The Board shall hold regular meetings** not less often than once a month, in-person or virtually. Participation can be by phone. Notice of such meetings shall be provided no less than three days prior to the meeting (to each member of the Board). **The majority of the Board shall constitute a quorum** necessary for the transaction of business and, unless otherwise stated in these **By-Laws**, a majority vote of the Board members present shall be requisite for the adoption of any resolution or the transaction of any other business. Upon the call of the President, or upon personal request of any two members of the Board to the Secretary, a special meeting of the Board shall be called. The Secretary shall give to each Board member personal or written notice of each special meeting within one week of

its being called, but not less than 24 hours prior to the time of the meeting. Notice of a special meeting must state the purpose or purposes for which the meeting is called. Only such purpose or purposes shall be acted upon at that special meeting.

All Members of the Temple are invited to attend regular Board meetings.

Art. V, Section 8. The Board:

- (1) Shall have the authority** to engage agents or employees in order to carry on the work of the Congregation, and to fix the duties and compensation of such persons;
- (2) Shall manage and control all facilities,** and property, belonging to the Congregation, unless such management and control is delegated to the Congregation by these By-Laws;
- (3) Shall have the power to create committees** in addition to those created by Article VIII;
- (4) May authorize the President, another Officer, or the Rabbi to spend Temple funds up to a specified limit,** without prior notification of the Board; but the Treasurer must be notified of such expenditure, and appropriate receipts must be provided within one month of the expenditure. That limit shall be determined by the Board at its first meeting of every fiscal year.

(5) All Board members shall serve on at least one committee, and actively participate in Temple activities. Board members are strongly encouraged to serve as committee chair. Committee Chairs are not required to be members of the Board but must be members of the congregation in good standing.

Art. V, Section 9. The Congregation may reverse any action of the Board at a special meeting called for that purpose, or at the annual Congregation meeting by a two-thirds vote of the congregants present.

Art. V, Section 10. The President shall:

- (1)** Prepare the agenda and preside at all meetings of the Congregation and of the Board;
- (2)** Vote in the event of a tie vote at a meeting of the Board, but shall not vote in other circumstances.
- (3) Appoint chairpersons of all committees.** Chairpersons shall appoint the members of their respective committees, unless otherwise provided for in the resolutions that created any such committee. Appointment of the Chairperson of the Nominating Committee is subject to approval by a majority of the Board;
- (4)** Sign all official documents on behalf of the Congregation;
- (5)** Execute the By-Laws of the Congregation and any resolutions duly adopted or policies duly determined by the Congregation or the Board;
- (6)** Serve as ex-officio member of all committees except the nominating committee, without right to vote, but shall receive notice of all such meetings;
- (7)** Call special meetings of the Congregation and the Board at his/her discretion and whenever requested pursuant to these By-Laws;
- (8)** Generally perform such other duties and have such powers that are incident to this office.

(9) At the conclusion of the Presidential term, they may serve a single 3 year term as a Trustee regardless of whether or not a vacancy exists.

(10) Shall ensure by the regular board meeting held in August that all signatories are reflected accurately at all financial institutions holding Temple and Temple auxiliary unit(s) assets. Signatories are as follows:

Temple Business and Investment Accounts: President, Vice-President, Treasurer and anyone that the Board authorizes as a signatory.

Temple Auxiliary Unit Accounts: Auxiliary Unit President, Auxiliary Unit Treasurer, an Officer of the Temple Board.

Rabbi(s) Discretionary Fund: Rabbi(s), Treasurer

Art. V, Section 11. The Vice Presidents shall

(1) Perform all such duties as may be assigned to by the President or the Board.

(2) The First Vice President shall act for the President when the President is not available, and will succeed the President in accordance with this Article.

(3) In advent that the First Vice President is unavailable, the Second Vice President (if-designated) or someone chosen by the Board will act in their place.

(4) Serve as a voting member of the following committees.

1. Rabbi's Committee
2. Membership Committee
3. Education Committee

Art. V, Section 12. The Treasurer shall be the custodian of the funds and securities of the Congregation; in addition, the Treasurer shall:

(1) Receive all funds and deposit them in such bank or banks that may be designated by the Board;

(2) Keep a correct account of all receipts and disbursements in the books of the Congregation and report thereon at each regular meeting of the Board;

(3) Attend the meetings of the Finance Committee, of which he/she shall be a member by virtue of his/her office;

(4) Perform such other duties as are ordinarily incident to the office, or as may be assigned by the Board;

(5) At the expiration or prior termination of his/her term of office, deliver to his/her successor in office all records, documents, moneys, or other assets of the Congregation, along with inventory of the same.

Art. V, Section 13. It shall be the duty of the Secretary to maintain records of Board meeting attendance, take minutes of each regular and special meeting of the Board, to maintain such minutes, and to report the minutes of the prior meeting at each regular meeting of the Board, and to issue

notices of all meetings to the Congregation and to the Board, and to be otherwise responsible for all Temple correspondence.

Art. V, Section 14. If any Trustee or Officer is an employee of the Congregation, such Trustee or Officer may be excluded from meetings or portions of meetings at which there are reports or discussions regarding the areas in which they are employed; such exclusion is at the discretion of the chair or the President. To avoid any conflict of interest, a Trustee or Officer who has a first-degree relative (spouse, sibling, parent, child) applying for a position as an employee of the temple must divulge the relationship and abstain from any vote related to the employee.

ARTICLE VI. Nominations

Art. VI, Section 1. At the regularly-scheduled February Board meeting, the President shall appoint the Chairperson of the Nominating Committee. **The Chairperson shall appoint at least two other members of the Committee, which shall be presented for the Board's ratification at the Board's March meeting.** The purpose of the Nominating Committee shall be to nominate candidates for Trustees and Officers to be elected at the annual meeting of the Congregation.

Art. VI, Section 2. A proposed slate of nominees shall be presented to the Board for its review and ratification at its regular April meeting.

Art. VI, Section 3. The Nominating Committee shall file with the Secretary, not less than thirty days prior to the date of the annual Congregation meeting, the ratified list of nominees, which list shall be sent to the members before the date of such meeting. Other nominations may be made by congregants by letter to the Secretary or from the floor.

ARTICLE VII. Rabbis and Cantor

Art. VII, Section 1. The Rabbi, the Cantor/soloist and other employees shall be hired by the Board.

Art. VII, Section 2. Upon completion of not less than twenty years of continuous service, a Rabbi may be elected with life tenure upon recommendation of the Board and election by the Congregation at the annual meeting. Notice of such recommendation shall be included in the notice of such meeting.

Art. VII, Section 3. The compensation of the Rabbi, the Cantor/soloist and other employees shall be fixed by the Board.

Art. VII, Section 4. The Board shall have the power to make such assignments of duties and functions among the Rabbi and the Cantor/soloist and other employees of the Congregation as the Board may deem desirable, consistent with the contractual terms governing the relationship between the Board and the Rabbi and Cantor/soloist.

Art. VII, Section 5. Among their duties, the Rabbi shall keep a record of all marriage ceremonies, Bar/Bat Mitzvahs, and Confirmations performed. Such records shall be the property of the Congregation.

Art. VII, Section 6. With the exception of meetings or portions of meetings which are designated as “executive sessions” and which may be attended only by members of the Board, the Rabbi may attend any regular or special meeting of the Board.

ARTICLE VIII. Committees*

The Board shall designate Standing Committees and Special Committees it deems essential to the operations of the Temple. The President shall appoint each committee’s chairperson. Unless otherwise designated in the Members’ Handbook, committee chairpersons shall be selected from the Board, but membership is open to members at large. Every Board member is encouraged to be involved with at least one, if not more, committee. Committees shall meet at the call of their Chairpersons and shall report to the Board monthly or as otherwise directed by the Board. ***see Congregational Handbook**

ARTICLE IX. Meetings of the Congregation

Art. IX, Section 1. **The annual meeting of the Congregation shall be held in June** as the Board may designate: in-person or virtually. Participation can be by phone. Notice of the meeting shall be sent to every member not less than two weeks prior to the meeting date. Notice of the meeting shall also be announced at no less than two successive Friday evening services prior to the date of the meeting. The order of business at the annual meeting shall be:

- (1) **Call to Order**
- (2) **A year-end Financial Summary**
- (3) **Selected Committee reports**
- (4) **Nomination and election of Officers and Trustees**
- (5) **Action on By-Laws**
- (6) **New Business**
- (7) **Adjournment**

Art. IX, Section 2. **At any meeting of the Congregation,** each member in good standing, who is 18 years of age or older is entitled to have one vote. A majority vote at a Congregational meeting shall be necessary to elect any Officer or Trustee. In the event no candidate receives a majority of those voting, a subsequent election shall be held immediately between the two candidates receiving the most votes. The President shall appoint tellers to count votes at all elections of Officers and Trustees.

Art. IX, Section 3. At any meeting of the Congregation, **a quorum shall consist of a majority of voting members of the Congregation present, in-person** or virtually.

Art. IX, Section 4. **All decisions, unless otherwise stated in these By-Laws, shall be reached by a majority of those voting.** Ratification of the By-Laws and/or any amendments to the By-Laws shall require approval by two-thirds of those voting. Members may vote in-person or by electronic means before the in-person vote.

Art. IX, Section 5. Special meetings of the Congregation may be convened in-person or virtually whenever deemed necessary by the Board, and shall be convened whenever requested by written petition of not less than ten members qualified to vote at such meeting. Such petition shall state the purpose for which the meeting is called. It shall be the duty of the Secretary to give notice of all such special meetings which notice shall be given to each member not less than five days prior to the date of such meeting. In the event of special meetings called upon the petition of members, such meetings shall be convened within three weeks of the date of receipt of the petition by the Secretary.

Art. IX, Section 6. The order of business at any special meeting of the Congregation shall be:

- (1) Reading of notice of meeting;**
- (2) Action on matter stated in notice;**
- (3) Adjournment.**

No business shall be transacted other than that which is stated in the notice of meeting.

ARTICLE X. Fiscal Year

Section 1. The fiscal year of the Temple shall be from **July 1 through June 30** of the following year.

ARTICLE XI. Auxiliary Units*

***see Congregational Handbook**

ARTICLE XII. Code of Ethics*

***see Congregational Handbook**

ARTICLE XIII. Ethical Concerns and Complaints

Section 1. If any charge be preferred against a Rabbi, Cantor, Officer, or Trustee of the Congregation, and if the Board in its discretion determines to hear such charge, it shall cause a copy of such charge to be served upon the individual in question, together with notice of the time and place of a meeting of the Board, at which the said charges will be heard. If the Board, by a two-thirds vote of those present, sustains the charges, it may take such action as it deems advisable, including removal or expulsion of the individual involved, subject to the approval thereof by two-thirds of the voting membership present at a special meeting of the Congregation called for such purpose within twenty days after action of the Board.

ARTICLE XIV. Cemeteries*

***see Congregational Handbook**

ARTICLE XV. Procedures

Art. XV, Section 1. All meetings shall be conducted in accordance with procedures as defined in **Roberts Rules of Order**, as revised.

ARTICLE XVI. Amendments

Art. XVI, Section 1. Amendments to these By-Laws may be directed to the Board. Such proposed amendments may be brought to **any regular meeting of the Congregation** or at **any special meeting** called for that purpose, provided copies of the proposed amendment shall be made available to each member of the Congregation with notice of the meeting, at least **fourteen days** prior thereto. An affirmative vote of **two-thirds of the members of the Congregation present and voting** in-person, virtually or electronically at such meeting shall be necessary to adopt any amendment. A proposed amendment introduced by petition shall be deemed a petition of special meeting under Article IX of these By-Laws.

Art. XVI, Section 2. At intervals of no less than two years, nor more than five years, the President shall **appoint a By-Laws Review Committee**, which shall review the state of the Temple's By-Laws, relative to the needs and condition of the Temple at such time. If no significant changes are required, these findings shall be presented to the Board for its concurrence. If significant changes are found to be required, with the Board's approval, such changes shall be recommended to the Congregation for their ratification in accordance with procedures outlined in Section 1 of this Article.

Art. XVI, Section 3. After each review, regardless of whether changes are made, a printed copy of the By-Laws, with appropriate changes made if any, annotated to reflect its most recent date of review, and signed by the Members of the Board, shall become part of the records of the Congregation.

ARTICLE XVII – INDEMNIFICATION CLAUSE

Art. XVII, Section 1. Each person acting within the scope of **their** authority as a Trustee or Officer of the Board of Directors shall be indemnified by the Temple against expenses actually and necessarily incurred by **them** in connection with the defense of any action, suit or proceeding in which **they** are made party by reason of having been a Trustee or Officer of the Temple in the performance of **their** duties.

ARTICLE XVIII – CONGREGATIONAL HANDBOOK

Art. XVIII, Section 1. Proper implementation of the By-Laws and the day-to-day administration of the Temple shall be guided by a statement of policy approved by the Board of Directors and set forth in the Congregational Handbook of the Reform Temple of Putnam Valley.

Art. XVIII, Section 2. Deletions, additions, or other amendments in policy as set forth in the Congregational Handbook may be made by the Board at any Regular Meeting of the Board in accordance with the usual voting procedures.