

**Adat Reyim By-Laws
(Constitution)
1988 as Amended in 1992, 2001, & 2003**

William R. Korth, Esq., By-Law Committee Chairman
Update prepared by Fred Kraus, Past President, December 2005

ARTICLE I

NAME

The name of this Organization shall be CONGREGATION ADAT REYIM.

ARTICLE II

PURPOSE

The purpose of this Congregation shall be to establish and maintain a synagogue of the Jewish faith in the County of Fairfax, Commonwealth of Virginia, and such religious, educational, social, civic, community, and recreational activities as will help further the cause and objectives of the synagogue and Judaism. These By-Laws are to be interpreted consistently with the current Articles of organization of Congregation Adat Reyim.

ARTICLE III

MEMBERSHIP

SECTION I: ELIGIBILITY

Any person who shall support the purposes of the Congregation as set forth in Article II shall be eligible for membership.

SECTION II: CATEGORIES OF MEMBERSHIP

Categories of membership will be determined by the Board of Directors, but will separately provide for family memberships, to include spouses and dependent members of households, individual memberships, to include single adults and single heads of households, and other categories of membership. The Board of Directors shall have the authority to establish and define other categories of memberships and shall determine which of these shall have the right to vote, hold office in the Congregation, and sit on the Board of Directors.

SECTION III: MEMBER IN GOOD STANDING

Any member no more than sixty (60) days in arrears of financial obligations as enumerated in Article V shall be a member in good standing and shall be entitled to the privileges of membership.

SECTION IV: PRIVILEGES OF MEMBERS IN GOOD STANDING

Members in good standing shall be entitled to the following rights:

- A. To participate in divine worship at all religious services by or for the Congregation, subject to the rules and regulations which may be established by the Board of Directors and in consonance with the religious practices of the congregation.
- B. To enroll and maintain their children in the religious school of the Congregation, subject to the rules and regulations which may be established by the Board of Directors.
- C. To attend and have a voice at all membership and Board of Directors' meetings.
- D. Each spouse of a family membership and each member of record for an individual membership shall have the right to vote, to hold office in the Congregation, and to serve as a member of the Board of Directors. The Board of Directors shall determine those rights applicable to other categories of membership.

SECTION V: SPECIAL FINANCIAL CONSIDERATION

- A. No member shall be denied the privileges of a member in good standing as herein provided solely because of inability to fulfill financial obligations provided that the member shall make application to and receive certification at least annually of such inability from a financial review committee which shall be established by the Board of Directors.
- B. (Reserved for future use).

ARTICLE IV

AFFILIATION

This Congregation may affiliate with any recognized national or regional organization of Jewish synagogues or congregations by a vote of the membership pursuant to Article VIII.

ARTICLE V

FINANCIAL OBLIGATIONS OF MEMBERSHIP

SECTION I: DUES

The annual dues for each category of membership shall be payable in installments and shall be in such amount as may be fixed annually by the Board of Directors. Members joining after September 1 and prior to November 1 shall be obligated for the full amount of annual dues; members joining after November 1 shall be obligated for a pro-rata amount based on a fiscal year starting July 1.

SECTION II: BUILDING ASSESSMENT

A building assessment in an amount to be determined by the affirmative vote of two-thirds (2/3) of the Board of Directors, subject to the disapproval of a vote of a majority of the membership of the Congregation voting in person or by notarized proxy shall be established for the purposes of the construction or purchase of a facility or facilities for the Congregation. The Board of Directors shall give written notice to the membership of its approval of a building assessment within thirty (30) days thereof, and the membership may, within ninety (90) days of such approval, call for a meeting pursuant to Article VIII for the purpose of voting on the Board's approval.

SECTION III: TUITION

Annual tuition and associated charges for the religious school and any other additional programs, payable in full or in installments, as determined by the Board, may be fixed from time to time by the Board of Directors.

SECTION IV: SPECIAL ASSESSMENTS

Special financial assessments, other than those defined in Sections I, II, and III of this Article, may be imposed upon the membership by approval of two-thirds (2/3) of the voting members in good standing present (in person and not by proxy) at a membership meeting called for that purpose.

ARTICLE VI

BUILDING FUND

A separate building fund account shall be maintained with monies obtained from, but not limited to:

- A. Building assessments;
- B. Special building fund, fund-raising projects;
- C. Donations to the building fund.

Monies from this account shall be expended only for the purchase of land, the erections of facilities thereon, and capital improvements for the Congregation. The monies to be expended under this Article shall be appropriated only by approval of two-thirds (2/3) of the voting members in good standing present (in person and not by proxy) at a membership meeting called for that purpose.

ARTICLE VII

OFFICERS AND DIRECTORS

SECTION I: ELECTED OFFICERS AND DIRECTORS

- A. President
- B. Executive Vice-President
- C. Administrative Vice-President
- D. Secretary
- E. Treasurer
- F. Vice-Presidents as enumerated below.

SECTION II: DUTIES OF OFFICERS

A. The President shall preside at all membership meetings of the Congregation and at all meetings of the Board of Directors, of which he/she shall be Chairman; shall exercise supervision over the officers, operations, and activities of the Congregation; shall call all membership meetings and all meetings of the Board of Directors; shall sign all legal documents for the Congregation pursuant to appropriate resolutions by the Board of Directors or the Congregation; and shall sue in the name of the Congregation. He/she shall be an ex-officio member of all committees enumerated in Article XI without the right to vote.

B. The Executive Vice-President shall assume the duties of the President during his/her absence and shall assist the President in his/her general supervisory capacity.

C. The Administrative Vice-President shall assume the duties of the President in the absence of both the President and Executive Vice-President, and shall assist the President in his/her general supervisory capacity-and shall coordinate and maintain links of communications among the Vice-Presidents enumerated below.

D. The Secretary shall be responsible for the maintenance of an accurate record of all proceedings of the Congregation and of the Board of Directors; he/she shall cause-to be issued all notices for membership and Board of Directors' meetings; shall sign such instruments or documents as may be necessary to effectuate the instructions of the Congregation or of the Board of Directors.

E. The Treasurer shall be responsible for the maintenance of all financial accounts and records of the Congregation; shall receive all funds of the Congregation; shall keep them in a federally-insured institution or other institutions approved by the Board of Directors; and shall pay out funds upon authorization of the Board of Directors or of the membership as required by this Constitution.

F. Miscellaneous Vice-Presidents are:

1. Fund-Raising.
2. Membership.
3. Religion.
4. Education.
5. Activities.
6. Publicity.
7. Adult Education.
8. Vice-President Finance.
9. Sisterhood.
10. Youth Group.
11. Men's Club. (The Men's Club of Adat *Reyim* through its President or designee shall be entitled to a seat on the Board of Directors of *Adat Reyim* as the other similarly situated entities enumerated in this section.)
12. Social Action. (Amendment approved at the annual meeting on December 2, 2001)
13. Early Childhood Education. (Amendment approved at the annual meeting on December 7, 2003).

G. No member of the Board of Directors shall be paid by the Congregation for his/her service on the Board.

BOARD OF DIRECTORS

A. The voting members of the Board of Directors shall consist of the aforementioned officers and directors plus the President of the Congregation for the previous two fiscal years.

B. Executive Board, Executive Committee--An Executive Committee shall be created and formed to consist of the President; Past President; Executive, Administrative, and Financial Vice-Presidents, and such Committee Chairpersons, Vice-Presidents, or others as the President may appoint, as may be affected by Executive Board actions, or who shall be able to participate in Executive Board actions or sessions. Executive Board sessions shall be called on an *ad hoc* basis as the President shall deem necessary to advise the President on administrative or ministerial matters that cannot wait for regular Board Meetings. This may also be referred to as the Advisory Board.

SECTION IV: DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall be responsible for operations and activities of the Congregation pursuant to this Constitution/these By-Laws, and shall adopt the annual budget of the Congregation and authorize payments thereunder. The Board of Directors shall have the authority to employ such personnel as it deems necessary or appropriate properly to operate the facility and to carry out the congregational activities. The Board of Directors, may, except as otherwise provided herein, delegate such authority to appropriate committees or designated officers of the Congregation. The Board of Directors shall have authority to fix, from time to time, the fees, charges, and conditions for the use of congregational facilities.

SECTION V: NOMINATIONS

A. Nominating Committee: The Board of Directors, not later than its August meeting, shall appoint a Nominating Committee consisting of five (5) members in good standing, all of whom have been members of the Congregation for at least six (6) months.

B. Submission of Nominations: The Nominating Committee shall advise the Board of Directors, at its October meeting, of the Committee's recommendations for officers and directors to be elected at the next annual membership meeting, and shall cause the list of its nominees to be published to the membership immediately thereafter. The Nominating Committee may nominate more than one member for each position to be filled, but shall not nominate any person without his prior consent.

C. Additional Nominations: Additional nominations may be made by any member in good standing, in writing to the Chairman of the Nominating Committee, within thirty (30) days after the Committee's submittal for its slate to the membership. The Nominating Committee shall cause to be published to the membership, at least ten (10) days prior to the elections, the list of additional nominees. There will be no nominations from the floor at the election meeting.

SECTION VI: TERMS OF OFFICE

Officers shall serve for a term of one (1) year commencing on January 15th of each year. The President shall not serve more than three (3) consecutive terms. No member shall serve on the Board for more than eight (8) consecutive terms.

SECTION VII: ELECTION

Election of officers and elected directors shall be held annually during the month of December at a membership meeting called for that purpose. Notice of the meeting and names of all nominees shall be mailed to all members of the Congregation at least ten (10) days in advance of such meeting. The election shall be by secret ballot if requested by any member present at the December membership meeting.

SECTION VIII: VACANCIES

Vacancies occurring in any elected position shall be filled through appointment by the Board of Directors for the unexpired term, provided that a vacancy in the office of the President shall be filled by the Executive Vice-President and a vacancy in the office of the Executive Vice-President shall be filled by the Administrative Vice-President.

SECTION IX: IMPEACHMENT

Two-thirds (2/3) of the members in good standing shall be required to constitute an impeachment panel at a meeting called for that purpose. A three-fourths (3/4) vote of the impeachment panel, by secret ballot, shall be required to effect the removal of the officer or director impeached.

ARTICLE VIII

MEETINGS

SECTION I: ANNUAL MEMBERSHIP MEETING

- A. Annual Meeting: The annual membership meeting shall be held during December, at which time the election of officers and directors shall be held.
- B. Other Membership Meetings: Additional membership meetings shall be held upon the call of the President, upon vote of the Board of Directors, or within thirty (30) days of receipt by the President of a petition for a membership meeting signed by the lesser of fifty (50) members or ten percent (10%) of the members in good standing and eligible to vote, provided, however, that the call for such meeting shall be accompanied by specific Agenda items to be discussed and voted upon thereat.
- C. Notice: Notice of membership meetings shall be given by the Secretary in writing, by mail, to all members of the Congregation, directed to their addresses as they appear on the books of the Congregation, and mailed not less than ten (10) days prior to such meeting. The notice shall set forth the purpose of such meeting and shall include an Agenda. In the event that the President failed to issue a timely call for such meeting, any other member of the Board of Directors may issue such a call through the Secretary.
- D. Quorum: Unless otherwise stipulated in this constitution/these by-laws, five percent (5%) of all members eligible to vote thereat shall constitute a quorum for the conduct of business.
- E. Additional Agenda Items: Additional Agenda Items shall be added to be considered and voted upon at a membership meeting upon the direction of the President, at the request of the Board of Directors, or upon the receipt by the President of a petition signed by the lesser of thirty-five (35) members or five percent (5%) of the members in good standing and eligible to vote, provided, however, that such additional Agenda items shall be set forth, with specificity, and made known to the President not later than ten (10) days prior to such meeting. Notice of any additional Agenda items to be considered must be mailed to all members of the Congregation prior to the membership meeting.

SECTION II: BOARD OF DIRECTORS MEETINGS

- A. Call for a Meeting: The Board of Directors shall hold meetings at the call of the President, at least once a month, and shall hold additional meetings within ten (10) days of receipt by the President of a petition signed by eight (8) members of the Board of Directors calling for such a meeting.
- B. Notice: Notice of each Board of Directors Meeting shall be mailed to all members of the Board of Directors not less than seven (7) days in advance thereof together with the proposed Agenda for such meeting. In the event that the President fails to issue a timely call for a petitioned meeting, any other member of the Board of Directors may issue a call through the Secretary. The required notice for any additional meeting of the Board of Directors may be waived by approval of two-thirds (2/3) of the Board of Directors.
- C. Quorum: A majority of the Board of Directors shall constitute a quorum for the conduct of business.
- D. Attendance - Requirement: Any member of the Board of Directors who fails to attend three (3) consecutive Board meetings shall be automatically relieved by his or her duties as a Board member.

ARTICLE IX

PULPIT

SECTION I: REQUIREMENTS

The pulpit of this Congregation, when occupied, shall be by an ordained Rabbi.

SECTION II: SELECTION

A rabbinical Selection Committee will, as necessary, be appointed by the Board of Directors to present a candidate to the membership. After a Board of Directors meeting, to which the entire membership shall receive written notice, the Board of Directors will recommend selection of a Rabbi to the membership at a Special Meeting called for the purpose. The notice of that Special Meeting shall include the general terms of the Rabbi's contract. The election of a Rabbi, except for fiscal year 1983, shall be by a majority vote of those eligible members of the congregation present, and voting in person or by notarized proxy. For fiscal year 1983, the Rabbi shall be hired by a majority vote of the Board of Directors.

SECTION III: RESPONSIBILITY

The Rabbi shall have the overall responsibility of implementing the religious aims and objectives of the Congregation. He shall enjoy freedom of the pulpit.

ARTICLE X

AUXILURY ORGANIZATIONS

SECTION I:

The Congregation shall have such auxiliary organizations as shall be approved by the Board of Directors.

SECTION II:

The By-Laws, activities, and other regulations of all auxiliary organizations shall be consistent with these By-Laws and policies of the Congregation.

ARTICLE XI

COMMITTEES

SECTION I: STANDING COMMITTEES

The following shall be standing committees led by the Vice President designated below:

- A. Building (Executive Vice-President): To plan for capital additions or improvement in existing property or structures as may be necessary; to provide regular maintenance and upkeep of facilities and grounds. To enforce the rules, regulations and fees for use of the physical facilities and personnel services may be established and levied.

- B. Community Relations (Administrative Vice-President) : To promote harmonious relations in the community and to represent the Congregation in its relationship with other organizations in the community.
- C. Education (Education- Vice-President): With the advice of the Rabbi and principal, if any, to supervise the religious school policy and regulations, and hire the educational teaching staff; to promote, organize, and conduct classes, lectures, seminars, and the like for the advancement of a better understanding of Jewish culture among adult members of the community.
- D. Membership (Membership Vice-President): To encourage participation of members in congregational activities and maintain up-to-date personnel records; to increase Congregation membership by seeking Jewish families in the community not affiliated with any congregation and by reducing attrition of existing members.
- E. Publication (Publicity Vice-President): To gather information of interest to members and other Jewish residents of the community, and to disseminate it in the official publication of the Congregation and other appropriate news media.
- F. Religion (Religion Vice-President in consultation with the Rabbi) : To supervise all matters pertaining to the conduct of religious services and to purchase and keep safe all items needed to conduct the religious services.
- G. Ways and Means (Fund-Raising Vice-President): To increase income via fund-raising projects appropriate to a synagogue.
- H. Program (Activities Vice-President) : To plan, organize, and supervise social, cultural, and athletic programs for the Congregation, to imbue in the Congregation's membership an attachment to, and participation in Congregation activities.

SECTION II: NON-VOTING COMMITTEES

The President may appoint such non-voting committees as he deems necessary to carry out the objectives and activities of the congregation.

ARTICLE XII

PARLIAMENTARY STAND

Robert's Rules of order, revised, shall be the standard for parliamentary practice and procedure at all meetings of the Congregation and the Board of Directors.

ARTICLE XIII

DISSOLUTION

In the event of the dissolution of the congregation, all net assets shall be donated to one or more religious, charitable, or educational non-profit organizations which are exempt from Federal income taxes pursuant to §501(c) (3) of the Internal Revenue Code of 1954, as amended, as may be recommended by the Board of Directors.

ARTICLE XIV

AMENDED PROCEDURE

The procedure for amending this Constitution/these By-Laws shall be as follows, except that Article V, Section II, and Article XII shall not be amendable.

SECTION I: PROPOSED AMENDMENT

The proposed amendment shall be either proposed by a majority of the Board of Directors, at a duly constituted Board meeting, or proposed in writing by the lesser of fifty (50) families or ten percent (10%) of the members in good standing. The proposed amendment shall be submitted to the President, who shall, within thirty (30) days thereafter, call a membership meeting for the purpose of voting on the proposed amendment.

SECTION II: TEXT OF THE AMENDMENT

The text of the amendment, and the text of the existing provisions which it seeks to amend, shall be included in the written notices mailed to the members announcing at the aforesaid meeting at least ten (10) days prior to such meeting.

SECTION III: ADOPTION OF AMENDMENT

At said meeting, the proposed amendment shall be voted upon and adopted if approved by two-thirds (2/3) of the members in good standing present and voting.

ARTICLE XV

ADOPTION

The Constitution/By-Laws shall be effective upon adoption by the Congregation.

N.B.--The use of the masculine pronoun herein is in no way intended to deny equality of gender opportunity within the Congregation nor to make any gender-based assumptions.

By-Law Committee