

Proposed Amendments to Congregation Neveh Shalom's By-laws  
*For congregational vote at Annual Meeting, June 17<sup>th</sup>*  
Written by Jason H. Kaufman, By-laws Committee Chair & Immediate Past President  
May, 2021

This document is intended to be a guide to understanding the changes that are being proposed to the existing by-laws, which were last approved/changed in June 2005. Changes reflect 1) current reality, 2) updates to language/how items are worded 3) current state law and 4) a desire to ensure that the Board and the congregation operate under a fair and easy-to-follow document.

The information below will follow the current by-laws structure, indicating where items have moved or changed.

**Preamble**

This section was moved to Article I, with some additional background information (with spellings based on the actual merger document filed with the State). State law requires that the principal office be listed.

**Article I - Name**

The name was maintained in the revised Article I.

**Article II - Mission**

The Mission (along with the vision and values of CNS) were recently revised. This section was moved to Article I and renamed as purpose. Under state law, the Articles of Incorporation had these words and it was determined it was easier not to change these words, which would have triggered a new filing, which was felt to be unnecessary. In addition, the new Mission, Vision and Values are not in the by-laws as any changes to the by-laws require approval at a Special or Annual meeting. It will be much easier to have these adaptable by the Board and the Kehillah as needed quickly and efficiently.

**Article III – Membership**

Moved this to Article II and updated language, who is eligible to be a member along with the benefits and privileges of being a member.

In March 2016, United Synagogue for Conservative Judaism (“USCJ”, the umbrella organization for Conservative congregations, including ours) created a commission which was charged with studying how Conservative congregations can be more welcoming to two-faith families and making recommendations. Ultimately, the recommendation focused on the requirements for membership, while giving each congregation more latitude in determining their own governing policies. Up until this point, only Jews were allowed to be members of Conservative shuls, and synagogues were required to say this in their by-laws. While no Congregation is required to change its criteria for membership, many have, some have not. The recommended changes in the revised Article II will allow the non-Jewish spouse/partner (including those that are a widow/er or surviving/divorced partner) of a Jewish adult to be treated as a member. It is recommended that this change will make interfaith families feel more welcomed and accepted. In turn, we get a family that embraces our community. By focusing on the household instead of singling out people because they have not converted to Judaism, we are creating a stronger

community with more fulfilled members. In addition, currently, if the Jewish spouse/partner passes or divorces the non-Jewish member, and there are children or young adults in our schools, it is only right to allow that to continue. In order for this change to be made, we have the support of our clergy and staff. In addition, as mara d'atra, Rabbi Kosak has the final say on ritual practices. These revisions to the by-laws do not affect that determination on ritual practices.

The new membership language also allows for the categories of membership that already exist today. It also allows grandchildren to be considered where grandparents are raising them, which has the effect of allowing grandchildren to be registered and attend our schools.

#### **Article IV – Nominations and Elections**

This section clarified reality that the Immediate Past President chairs the committee. Instead of petition nomination, the By-laws will now allow solicitation of names from Clergy, Staff, Board and Members. Part of the enhanced structure under these By-laws is a new governance and leadership committee. It is felt though that process, we will also improve and ensure a wide variety of individuals are considered for nomination. Finally, due to the allowance of the non-Jewish household member, the revised By-laws indicate that only Jewish members aged 18 years and older are eligible to serve as officers or on the Board of Directors. It should be noted that the new Governance and Leadership committee will review and make recommendations to the congregation going forward regarding non-Jewish members serving in these capacities. It was felt that we wanted to make the change to first allow the non-Jewish individual to be a member and then work on how/if they are nominated. Any changes recommended would be brought before the congregation for vote to change the By-laws accordingly.

#### **Article V – Congregational Meetings**

Brought this section up to date, including the process of how special meetings are called. Clarified voting, including who is eligible to vote and how one may vote by proxy. Allows for meetings to occur in person or as permitted by Oregon law, including electronically. Allows for materials to be sent electronically or by other reasonable means (currently only mail allowed).

#### **Article VI – Board of Directors**

Cleaned up the wording and duties to reflect reality. Allows for a range of Board members (from fixed 18 to range of 12-15), which will be phased in over time as positions are up for new nominations. Clarified that if there are co-Presidents of the auxiliary entities, that they are only entitled to 1 vote for each group.

Clarified when the director and officer terms begin (July 1<sup>st</sup>, previously it was officers immediately upon election and director on July 1<sup>st</sup>). Changed timeframe to be off the Board before serving again from 3 years to 2 years.

Revised number of meetings to a minimum of eight to allow for one or two months where the Board has not historically met or hasn't had a full agenda.

### **Article VII – Officers**

Clarified roles, signing authority and other duties to reflect reality. Allows for a range of Vice Presidents, with the intent of flexibility in times where we may not have enough people to serve as officers. The new Governance Committee will further explore this issue and make any future recommendations.

### **Article VIII – Executive Committee and Personnel Committee**

Allows for a larger obligation to be spent above an approved budget after approval by the Board of Directors (or the Executive Committee if a decision is needed timely). Moved those employees they oversee to Article X.

### **Article IX – Committees**

Brought committees up to date with naming and which are appointive, and which are elected. Added Governance and Leadership and Financial Development. Noted that the Nominating Committee, while elected, will be a sub-committee of the Governance Committee (see notes on Article IV).

Clarified role of Special Committees. Also added that all committees will have formal charters and duties, which are to be approved by the Board from time to time. In addition, committees will consist of at least 4 members. Allows the Board to create new Appointive Committees without the need to revise/amend the By-laws first (would be amended at the next annual meeting).

### **Article X and VI – Clergy and Executive Director (changed to Professional Staff)**

Combined these in the revised by-laws. Enhanced for current reality of having multiple rabbis (or allowing for multiple Cantors), along with duties/roles. Clarified when the congregation votes on hiring.

Added the allowance for hiring an Executive Director and/or other contracted professional staff and which employees the Executive Director hires and oversees. Indicates the Executive Director to be among the signatories.

### **Article XII – Use of Facilities by Non-Members**

Moved the religious school and facilities up to the Membership section. Moved the Cemetery section to Article XII in the revised By-laws.

### **Article XIII – Auxiliary Organizations**

Moved to new Article XI. Enhanced section to follow state law and clarify usage of taxpayer ID and review of books and records by the congregation.

### **Article XIV – Cemeteries**

New Article XII. Indicated current policy and moved the Cemetery Trust committee here from Article XVI.

### **Article XV – Indemnification**

New Article XIII. No changes.

### **Article XVI – Cemetery Trust Committee.**

Moved to New Article XII.

**Article XVII – Fiscal Year**

Moved to Article III.

**Article XVIII – Amendment of Constitution/By-laws**

Clarified how By-laws may be amended and the process. In addition, added a new Section that indicates that a proposal for amendment or suspension which has been rejected by the Congregation may not be resubmitted unless 12 months has elapsed.

NEW ARTICLES:

**Article XIV – Funds; Disposition of Property and Other Assets**

Follows state law regarding signing authority, funds/donations and how they are administered and that monies for the cemeteries is to be kept separate and distinct. Also indicates what happens if CNS were to be dissolved. Would protect the Cemetery funds from being utilized for any other purpose.

**Article XVI – Adoption and Affirmation**

This will show that the By-laws as amended were adopted by a vote of at least two-thirds at the annual meeting and indicates that each year at the annual meeting the By-laws will be affirmed by vote to ensure that they are at least seen by the Congregation each year, unless proposed amendments are brought forth.