

Covenant & By-Laws Kol HaNeshamah -- West Seattle's Progressive Synagogue Community

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Amended on May 18, 2008.

Amended on June 1, 2014

Amended on June 14, 2014 (Article II first paragraph)

Amended on June 11, 2017 (Article V, section 1 and Article VI, second sentence)

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ARTICLE I: Name & Location

This congregation shall be known as – *Kol HaNeshamah - West Seattle's Progressive Synagogue Community* in Seattle, Washington.

ARTICLE II: Purpose

We are an intimate synagogue community with a dynamic and progressive approach to 21st century Judaism. We believe thoughtful, consistent and joyful attention to welcoming and inclusivity creates a vibrant Jewish community. We enrich members' lives through worship, lifelong Jewish education, Tikkun Olam and sharing in lifecycle events.

Kol HaNeshamah is an inclusive community that celebrates the diversity of the community and embraces people of all races, sexual orientation, gender, financial standing or disability status.

ARTICLE III: Affiliation

Kol HaNeshamah will be a member of the Union of Reform Judaism (URJ) and will abide by the Constitution and By-Laws of the URJ and will pay dues to the URJ as specified in the URJ's By-Laws. The congregation will follow the religious customs and practices of progressive Judaism.

ARTICLE IV: Membership

Section 1. Membership in Kol HaNeshamah is open, on submission of an application, to any Jewish adult and his/her spouse/life partner. Jewish adult is defined as someone who has celebrated Bar or Bat Mitzvah or is a legally recognized adult (someone over the age of 18) and is recognized by the Rabbi as being Jewish.

Section 2. For voting purposes, the unit of membership shall be the individual member in good financial standing for the period of one fiscal year. Membership shall be renewed annually.

Section 3. A dependent adult, who resides with a member family, may be included within the family membership unless the said dependents are themselves members.

Section 4. A member shall pay such annual dues and assessments as determined by the Board of Trustees.

Section 5. Annual membership dues and other assessments shall be billed and shall be due and payable in a manner deemed appropriate by the Board of Trustees. Members in good standing are those whose payment of membership dues and other assessments is current. Any member who is in arrears for a period of three months shall be contacted by the Treasurer who will propose appropriate action with the member to the board of Trustees.

Section 6: Members may resign their membership in writing at any time. They will be responsible for past financial obligations.

ARTICLE V: Meetings

Section 1: Annual Meeting. The annual meeting of the congregation shall be held within 60 days before the commencement of the fiscal year. At this meeting, reports shall be submitted by the president, the treasurer, the rabbi, and such other officers, staff, and committees as may be requested to do so by the Board of Trustees. A budget for the coming fiscal year shall be approved and trustees and officers shall be elected at the annual meeting. Notification of the annual meeting shall be made on the KHN website, in the weekly Newsletter, at religious services, on the KHN FaceBook page and other forms of social media, and via congregation-wide email at least 30 days prior to the meeting.

Section 2: Special Meetings. Special meetings of the congregation may be called by the president or shall be called at the request of a majority of the Board of Trustees or on written application of 10 percent of the members in good standing. The call for a special

meeting shall set forth the purpose of the meeting, and written notice thereof shall be mailed to the membership at least 21 days prior to the time of such meeting. No business shall be transacted at such meeting except that specified in the notice.

Section 3: Quorum. The quorum for a congregational meeting shall be 34% of the membership eligible to vote, or 50 members eligible to vote, whichever is less.

Section 4: Voting. Only members in good standing present in person at the meeting will be entitled to vote. Each member shall receive one ballot. Proxy votes will not be accepted. A majority of those present and voting shall be necessary for approval of any issue calling for a vote of the membership, unless otherwise specified in these Bylaws.

ARTICLE VI: Board of Trustees

Section 1: Board of Trustees. The Board of Trustees shall consist of the officers of the congregation and Trustees at Large elected by the congregation to serve for a term of two years. There will be one Trustee at Large for every 30 member households, but in no case will the number of Trustees at Large be less than three nor will they exceed ten. The immediate past president of the congregation shall serve on the Board of Trustees with the right to vote. The rabbi will serve as a non-voting member of the Board of Trustees. The Board may not change the number of Trustees between elections.

Section 2: Trustees at Large. The congregation shall elect at its first election one half of the Trustees at Large to serve for one year, and one half to serve for two years. The congregation shall thereafter elect, as the above terms expire, one half of the Trustees at Large for a term of two years. Officers of the congregation will serve on the Board of Trustees during the term of their office.

Section 3: Number of Terms. Trustees at Large shall not be elected for more than three successive terms, unless no other candidates for such positions can be found.

Section 4: Responsibilities of the Board. The Board of Trustees shall have the general management of the affairs, funds, records, and property of the congregation. It shall act on all matters of policy, ensure fiscal accountability, and perform such other duties as the members of the congregation in regular or special meetings may prescribe.

Section 5: Vacancies. The Board of Trustees shall fill any vacant office or any vacancy on the Board of Trustees, other than president, until the next congregational election. At that time the congregation will elect candidates to fill any unexpired terms.

Section 6: Meetings. The Board of Trustees shall meet ~~at least~~ monthly *at least* 11 times each year. In addition, the Board of Trustees shall meet at the call of the president(s) or by petition to the president(s) of a majority of the voting members of the Board.

Section 7: Quorum. A majority of the voting members of the Board of Trustees, including at least two officers, shall constitute a quorum.

Section 7A: Voting. The board will make decisions based on a simple majority vote, however it will seek to obtain consensus whenever possible.

Section 8: Employees. The Board of Trustees shall have the authority to engage employees; in consultation with the rabbi, to engage professional staff; and to establish their duties and compensation.

Section 9: Financial Affairs. The Board of Trustees shall designate the depository for deposit of congregational funds. It shall have the authority to borrow money up to a limit of \$25,000 or an amount equal to 5% of the year's budgeted operating expenditures, whichever is less, and to pledge for payment thereof congregational assets other than real estate.

Section 10: Example to Membership. Members of the Board, as the chosen lay leaders of the congregation, shall individually and collectively be the example to the membership by regular attendance at worship services and by active participation in the life and activities of the congregation.

Section 11: Notice of Meetings. Notice of any specially-called meeting shall be given to all members of the Board of Trustees, by mail, electronic mail, fax, or other written means, at least 5 days before the meeting; provided, however, that any member of the Board of Trustees may waive his or her right to such notice. Attendance at the meeting shall constitute waiver of notice.

Section 12: Removal from Office. Any Trustee may be removed from office by a vote of two-thirds (2/3) of those present and voting at a Special Congregational Meeting called for that purpose.

ARTICLE VII: Officers of the Board of Trustees

Section 1: Officers. The officers of the congregation shall be a president, one or more vice presidents, a secretary, and a treasurer. Officers shall be elected at the annual meeting of the congregation, the president for a term of two years, the other officers for a term of one year. No person shall serve in any office for more than two successive terms in the same position, unless no other candidates for such position can be found. Officers shall assume office at the beginning of the fiscal year..

Section 2: The President. The duties of the president shall be to preside as chair at all congregational and Board meetings, to enforce these By-laws, to sign official documents, to present an Annual report on the affairs of the congregation at the Annual Meeting and to appoint all committees. The president shall be an ex-officio member of all committees. The president shall call special meetings and perform such other duties as are incident to the office or as may be assigned by the Board of Trustees.

Section 3: The Vice President(s). The vice president(s) shall, in the absence of the president, perform the duties described in Section 2 above. The vice-president(s) shall also perform such duties as may be assigned by the president or the Board of Trustees.. If there is more than one vice president and the congregation membership fails to designate the senior vice president, the Board of Trustees shall do so.

Section 4: The Treasurer. The treasurer shall be the custodian of all funds of the congregation and shall be the disbursing agent of the congregation as authorized by the Board of Trustees. The treasurer shall present a financial report at all meetings of the

Board of Trustees and of the congregation, and perform such other duties as are incident to the office or assigned by the president or the Board of Trustees.

Section 5: The Secretary. The secretary shall cause a record to be kept of the minutes of both the congregation and the Board of Trustees, send out notices of all meetings, maintain these Bylaws, and perform such other duties as are incident to the office or assigned by the president or the Board of Trustees. The recording minutes shall rotate from person to person.

Section 6: Fidelity Bond. All officers shall be covered by a fidelity bond, the cost of which shall be borne by the congregation.

Section 7: Removal from Office:: Any Officer may be removed from office by a vote of two-thirds (2/3) of those present and voting at a Special Congregational Meeting called for that purpose.

ARTICLE VIII: Duties of the Standing Committees

Section 1. Standing Committees. The following standing committees or combination thereof shall be appointed by the president in consultation with the Board of Trustees.

- A. Religious Life:* The rabbi is charged with the responsibilities of ritual policy and liturgy. The committee works with the rabbi to:
- a) communicate and teach about our spiritual vision and religious practices;
 - b) share in the leadership of worship;
 - c) ensure there are Torah readers and appropriate ritual items for services, as appropriate;
 - d) help train members to lead worship and layn Torah;
 - e) collaborate with the rabbi on various liturgical projects (such as creating a Shabbat siddur).
- B. Religious Education.* The Religious Education Committee shall develop the education program for children and adults and supervise the operation of the Shabbat School and weekday Hebrew program.
- C. Tikkun Olam.* The Tikkun Olam Committee shall analyze the public affairs issues relating to Judaism that face the community; educate, sensitize and recommend positions to the congregation; operate synagogue social action programs; and educate members about issues affecting the Jewish community.
- D. Membership.* The Membership Committee shall promote and conserve congregational membership, welcome new members and monitor the issues of membership. The Membership committee

shall provide mutual help and support networks to congregants experiencing illness or crisis, and shall help celebrate congregants' *simchas*.

- E. *Finance*. The Finance Committee shall make a detailed estimate of the income and operating expenses for the ensuing year, submit an annual budget for the ensuing year, and supervise the audit or independent review of the accounts of the congregation. Any expenditures not provided for in the annual budget that are over \$1,000 or 1% of the year's budgeted operating expenditures, whichever is less, shall be proposed first to the Finance Committee, which shall submit same to the Board of Trustees for approval. The Fundraising Committee shall oversee short-term fund-raising projects.
- F. *Nominating*. The Nominating Committee shall recruit and nominate members to serve as officers and members of the Board of Trustees. It shall maintain job descriptions of the responsibilities of each nominated position and promote the development of future leaders of the congregation.

Section 2. Creation of New Committees. Additional standing or ad hoc committees may be established at the discretion of the Board of Trustees. The congregation may at any time petition the Board of Trustees for the formation of a committee.

ARTICLE IX: Clergy

Section 1: The Rabbi.

- A. The congregation shall abide in its initial selection of the rabbi and in reference to appropriate review, continued service, tenure, retirement, termination of service of the rabbi, and rabbi-congregation relationships by the rules and regulations of the Joint Rabbinic Placement Commission of the Union for Reform Judaism (URJ), the Central Conference of American Rabbis (CCAR), and the Hebrew Union College-Jewish Institute of Religion (HUC-JIR).
- B. The rabbi shall be engaged in the following manner: (1) A special committee appointed by the president of the congregation with the approval of the Board of Trustees shall recommend a candidate to be engaged. (2) Upon approval of the Board of Trustees, this recommendation shall be submitted to the congregation at a regular or special meeting. (3) A two-thirds vote of the membership present and voting shall be required for the engagement of the rabbi. Voting by both the Board of Trustees and the Congregation shall be by written ballot.
- C. Upon completion of the rabbi's initial period of service, the Board shall make a recommendation as to the rabbi's reengagement. This recommendation shall be submitted to a regular or special meeting of the

congregation. A majority vote of those members present and voting shall be required to act upon the recommendation of the Board of Trustees. Following the rabbi's initial reelection by the membership, the congregation shall be guided in reference to appropriate review, continued service, tenure, retirement, termination of service, and rabbi-congregation relationships by the guidelines recommended by the Central Conference of American Rabbis and the Union of American Hebrew Congregations.

D. The rabbi shall have the right to attend all meetings of the officers, the Board of Trustees, and the congregation, without voting rights. The rabbi shall be a nonvoting member of all committees and shall supervise all the other clergy and professional staff of the congregation.

E. The rabbi shall be enrolled in the pension and disability insurance plans of the Rabbinic Pension Board of the URJ and the CCAR.

Section 2. Associate and Assistant Rabbi(s).

A. The Board of Trustees may engage an associate or assistant rabbi(s). The associate/assistant rabbi shall be recommended by the rabbi of the congregation and a committee appointed by the president to the Board of Trustees, which shall act upon this recommendation by a majority vote.

B. The associate/assistant rabbi shall be enrolled in the pension and disability insurance plans of the Rabbinic Pension Board of the URJ and the CCAR.

C. The associate/assistant rabbis are invited to attend all meetings of the Board of Trustees, without voting rights except when requested to absent himself or herself.

Section 3. The Cantor.

A. In the selection of a cantor, the congregation shall abide by the rules and regulations of the Joint Cantorial Placement Commission of American Conference of Cantors (ACC), the Union of American Hebrew Congregations, and the Hebrew Union College-Jewish Institute of Religion School of Sacred Music.

B. A special committee appointed by the president of the congregation shall work with the rabbi to select a candidate for recommendation to the Board of Trustees, which may elect a cantor by majority vote.

C. The cantor is invited to attend all meetings of the Board of Trustees, without voting rights except when requested to absent himself or herself.

D. The congregation shall enroll the cantor in the pension plan and the insurance programs of the ACC.

ARTICLE X: Professional & Administrative Staff

Upon approval of the Board of Trustees, the congregation may hire other professional and/or administrative staff.

ARTICLE XI: Real Estate

Section 1: Meeting and Vote. Before any contract shall be entered into for the purchase, sale, transfer, encumbrance, or lease of real estate by or for the congregation, the Board of Trustees shall ascertain all of the relevant material facts and submit them to the congregation at a regular or special meeting to be called for that purpose. It shall require a vote of two-thirds of the members present and voting to authorize any such action with respect to real estate.

Section 2: Approval and Signature. Deeds, contracts, and other legal documents obligating the congregation shall require the approval of the Board of Trustees and, if approved, must be signed by the president of the congregation.

ARTICLE XII: Fiscal Year

The Board of Trustees shall establish the fiscal year of the congregation that begins on July 1 of each year.

ARTICLE XIII: Amendments

Amendments to the Bylaws shall be initiated by the Board of Trustees or by at least 10% of the members of the congregation. The amendments shall be presented in writing to the secretary of the congregation. Such amendments shall be acted on at any regular meeting of the congregation or at any special meeting called for that purpose. Copies of the proposed amendments shall be mailed to each member along with the notice of the meeting at least 30 days before the meeting. An affirmative vote of two-thirds of the members present and voting shall be necessary to adopt any amendment.

ARTICLE XIV: Indemnification

Section 1: Indemnification. The congregation shall indemnify any person who is, or who is threatened to be made, a party to any legal proceeding, because he or she was a trustee, officer, employee, professional staff, rabbi, cantor, or agent of the congregation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement (if approved by the Board of Trustees in advance) actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she acted in a manner which he/she reasonably believed to be in or not opposed to the best interests of the congregation and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in a manner which he/she reasonably believed to be in or not opposed to the

best interests of the congregation and, with respect to any criminal action or proceeding, has reasonable cause to believe that his/her conduct was unlawful.

Section 2: Determination of Right to Indemnification. Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the congregation only as authorized in the specific case, upon the determination that indemnification of the person is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made: (1) by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding; or, if no quorum can be reached, (2) by the affirmative vote of a majority of the members of the congregation, excluding those who are parties to the action, at a duly constituted meeting.

Section 3: Payment of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the congregation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking (with sufficient security, if required) by or on behalf of the indemnified person to repay such if it shall ultimately be determined that he/she is not entitled to be indemnified by the congregation as authorized in this Article.

Section 4: Insurance. The congregation shall purchase and maintain insurance on behalf of any person who is indemnified by Section 1.

ARTICLE XV: Dissolution Or Merger

In the event of the dissolution or merger of the congregation, no officer, director, employees, or representative of the congregation shall be entitled to any distribution or division of its remaining property, assets, or proceeds. The balance of all money and other assets or property owned, held, or received by the congregation from any source, after the payment of all debts and obligations of the congregation, shall be used exclusively for exempt purposes within the intention and purpose of the IRS code as it now exists or may be amended from time to time, or it shall be distributed to an organization or organizations exempt under said section of the IRS code. Moreover, any such use or distribution of the money or property of the congregation shall be in accord with the congregation's purpose as set forth above, and, to the extent possible, shall promote similar or related purposes.