

# Bylaws of Temple Emanuel Brotherhood

## *Article I – NAME*

The name of this organization shall be the Temple Emanuel Brotherhood (also referred to herein as the “Brotherhood” and the “Club”). Temple Emanuel Brotherhood is affiliated with Temple Emanuel of Newton, Massachusetts (the “Congregation”).

## *Article II – PURPOSE*

The purpose of Temple Emanuel Brotherhood shall be to build a **spirit of fellowship, sociability, and community at our shul**; to **strengthen the Jewish knowledge and commitment of our members**; to support the activities and objectives of our Congregation, and to stimulate the ideals for which Judaism stands through educational initiatives and acts of chesed.

## *Article III – MEMBERSHIP*

- Eligibility
  - Full Membership - Eligible for full membership shall be:
    - Men 21 years of age and over who are members of the Congregation or who are members of a household of a member of the Congregation
    - Jewish men 21 years of age and over not affiliated with the Congregation
  - Honorary Membership - The Board of Directors (the “Board”) may extend honorary membership at its discretion.
  - During their first year of membership in the Congregation, male members of the Congregation shall be extended one year complimentary membership in Temple Emanuel Brotherhood.
  
- Suspension and Expulsion:
  - The Board of Directors is empowered to act on suspension and expulsion of members for cause, which shall be defined as unworthy conduct as determined by a two-thirds vote of the Board of Directors present and voting, provided a quorum is present, and notice of which removal shall be sent to the member so removed.

## ***Article IV - BOARD OF DIRECTORS***

- The Board of Directors shall consist of:
  - the elected officers
  - up to six (6) directors to be elected from among the full Brotherhood membership
  - all past Brotherhood presidents who are Brotherhood members in good standing
- Powers  
The Board of Directors shall have the authority to vote on the direction of the activities, finances, and property of the Brotherhood and shall have such other powers and duties as are set forth herein and as are usually extended to like governing bodies of similar organizations.
- Term
  - Elected Directors
    - Each director shall serve for one year or until his successor is elected and installed.
  - Removal- Directors may be removed for cause, which shall be defined as unworthy conduct as determined by a two-thirds vote of the Board of Directors present and voting, provided a quorum is present, and notice of which removal shall be sent to the director so removed.
  - Vacancies
    - Vacancies in the term of an elected director shall be filled by appointment by the President. Said appointed director shall serve for the unexpired term of the vacancy filled or until his successor is elected and installed.
  - All directors must be members of Temple Emanuel in good standing.

## ***Article VI – OFFICERS***

- Officers

The officers of the Club, to be elected from among the full Brotherhood membership, shall be as follows:

- President
- First Vice-President
- Second Vice-President
- Third Vice-President
- Treasurer
- Membership Secretary
- Communications Secretary
- Recording Secretary

- Term
  - The officers shall be elected to serve for terms of one year, or until their successors are elected and installed. The President and the Treasurer shall have a term limit of two years. The other officers shall not have a term limit.
  
- Duties
  - The President shall plan and guide the day-to-day affairs of the Club, examine program and project proposals, make recommendations to the Board and shall serve as the chief executive officer of the Club.
  - The other officers of the Club shall perform such duties as are usually incumbent upon officers of similar organizations and as shall be assigned by the President.
  - The President shall preside at all meetings of the membership and the Board of Directors. If the President is not present, the First Vice-President shall preside. Meetings of the membership and Board of Directors shall not be held unless either the President or the First Vice-President is present to preside.
  
- Removal
  - Officers other than the President may be removed for cause, defined as unworthy conduct as determined by a two-thirds vote of the Board of Directors present and voting, provided a quorum is present, and notice of such removal shall be sent to the officer so removed. The President may be removed for cause, defined as unworthy conduct as determined by a two-thirds vote of the full membership present and voting, provided a quorum is present, at a special or general membership meeting.
  
- Vacancies
  - If there is a vacancy in the office of President, the Board of Directors shall appoint a replacement to fill the unexpired term, except that if there is a First Vice President, he shall automatically be the replacement.
  - Vacancies in the term of other officers shall be filled by appointment by the President.
  - Appointed officers shall serve for the unexpired term of the vacancy filled or until their successors are elected and installed.
  - All officers must be members of Temple Emanuel in good standing.

## ***Article VII – MEETINGS***

- Board of Directors Meetings
  - The Board of Directors shall hold a minimum of ten regular monthly meetings on dates designated by the President.
  - Special meetings of the Board of Directors may be called by the President or at the request of four Board members.
  - Notice of all Board meetings shall be by e-mail and shall be e-mailed at least one week in advance of the date of the meeting, except that the President may dispense with notice of special meetings in the event of an emergency, but shall endeavor to provide notice by e-mail. Further, this notice requirement may be met by e-mailing the schedule of Board meetings for the year to all Directors and by posting said schedule on the Temple Emanuel website.

- Eight Board members shall constitute a quorum at all Board meetings, provided that the President or the First Vice-President must be present at all meetings to constitute a quorum.
  - If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors, unless a greater vote is required herein.
  - Any action required or permitted to be taken by the Directors may be taken without a meeting if the action is taken by the affirmative vote of a majority of Directors then in office. The action must be evidenced by one or more consents describing the action taken, in writing, signed by each Director, or delivered to the Brotherhood by electronic transmission, and included in the minutes or filed with the Club records reflecting the action taken. Action taken under this section is effective when the last Director signs or delivers the consent. A consent signed or delivered under this section has the effect of a meeting vote and may be described as such in any document.
- General Membership Meetings
    - There shall be an annual meeting of the Brotherhood membership on the first Monday of May or such other date designated by the President.
    - Special membership meetings may be called by the President or the Board of Directors to consider amendments to the Bylaws or other matters that must be considered before the next annual meeting of the Brotherhood membership.
    - Notice of all Brotherhood membership meetings shall be given at least one week in advance of the date of the meeting. This notice requirement may be met by e-mailing the schedule of membership meetings for the year to all those on the Brotherhood e-mail list and by posting said schedule on the Temple Emanuel website.
    - Twenty members shall constitute a quorum at all membership meetings, provided that the President or the First Vice-President must be present at all meetings to constitute a quorum.
    - If a quorum is present when a vote is taken, the affirmative vote of a majority of members present is the act of the membership, unless a greater vote is required hereunder.
    - Board of Directors and Membership Meetings may be held concurrently.
    - All regular monthly Brotherhood Board of Directors meetings shall be open to the Brotherhood membership, except for executive session.
  - Robert's "Rules of Order," as modified by custom heretofore used by the Brotherhood, as determined by the President in his sole discretion, shall be the standard of authority controlling the parliamentary rulings and actions of the Board of Directors and Membership. Where these bylaws do not provide specifically, then custom as heretofore used by the Brotherhood shall govern.
  - All Board and Membership meetings shall be held at Temple Emanuel, unless the President shall designate a different location for any meeting.

## ***Article VIII - NOMINATIONS AND ELECTIONS***

- Nominating Process
  - The President, not later than the regular February meeting of the Board of Directors, shall appoint a Nominating Committee which shall consist of the President and a minimum of four and a maximum of six additional members, all of whom shall have been Past Presidents of Temple Emanuel Brotherhood.
  - At the regular April meeting, said committee shall submit a list of one or more candidates for each office, and the list of candidates as submitted by the Nominating Committee shall be e-mailed to those on the Brotherhood e-mail list, at least five days prior to said April meeting. Nominations from the floor may be made at the April meeting only. No member of the Nominating Committee may be nominated for an office other than membership on the Board of Directors.
- Election
  - The election of officers and members of the Board of Directors shall be held at the May annual membership meeting. Further nominations will be permitted upon the submission of a petition signed by ten Brotherhood members in good standing. Contested elections shall be by plurality votes and shall be by secret ballot. The term of office of the newly elected officers and directors shall commence on July 1 and continue thereafter for one year or until successors are elected and installed.

## ***Article IX – COMMITTEES***

The President may appoint from time to time such committees as may be necessary to further the purposes of the Club and shall appoint the chairmen of such committees.

- Advisory Committee
  - The President may appoint an Advisory Committee from time to time which shall consist of the President, Brotherhood officers and Brotherhood Past Presidents in a total number determined by the President.
  - The Advisory Committee may examine program and project proposals and make non-binding recommendations to the President in connection therewith.
- Delegation of Authority
  - With the exception of the authorization of the expenditure of funds, the Board of Directors may delegate its powers to committees established pursuant to this Article.

## ***Article X – FINANCES***

- Fiscal Year
  - The fiscal year of the Club shall begin on July 1 and shall end on June 30 of the following year.

- Budget
  - The Treasurer shall submit a budget for the ensuing fiscal year no later than September 1 of the current fiscal year for consideration and approval by the Board at the September Board meeting.
- Dues
  - Dues shall be annual and payable at the beginning of the fiscal year, the amount to be determined from time to time by the Board. The President and Treasurer, acting by unanimous consent, may waive payment of dues in whole or in part for a Brotherhood member under special circumstances.
- Expenditures
  - The President may authorize expenditures not to exceed \$500 without prior approval of the Board of Directors. Non-budgeted expenditures in excess of \$500 shall require Board approval.

## ***Article XI – REPRESENTATION***

- Congregational Representation
  - Consistent with the synagogue bylaws, the President shall appoint to the Congregation's Board of Trustees one Club representative not already serving on that body.
  - The President may designate Club officers or directors to serve as his representatives on and to provide liaison with congregational committees charged with matters of interest or concern to the Club.
- The President shall appoint a member of the Board to maintain liaison with the New England Region of the Federation of Jewish Men's Clubs.
- The President may appoint Club representatives to organizations or bodies when he deems such representation to be in the interest of the Club.

## ***Article XII - SYNAGOGUE AND/OR RELIGIOUS POLICY***

The Brotherhood, in all matters of Jewish law and practice, will follow the standards set and interpreted by the Congregation's rabbi.

## ***Article XIII – AMENDMENTS***

These By-laws are adopted, and may be hereafter be amended, after due consideration and approval first, by a Bylaws Committee designated by the Board of Directors, second, by the Board of Directors at a meeting of the Board of Directors, and finally by a two-thirds vote of the membership present at a general membership meeting. Ten percent of the then membership shall constitute a quorum for purposes of a vote to amend these Bylaws.