



BETH ISRAEL CONGREGATION OF WATERVILLE (MAINE) CONSTITUTION AND BYLAWS

ARTICLE I

Name

The name of this Congregation shall be Beth Israel Congregation of Waterville (Maine). From here on, Beth Israel Congregation of Waterville (Maine) shall be referred to as the Congregation.

ARTICLE II

Object

The object of this Congregation shall be to establish and to maintain a synagogue and religious school, and such additional religious, social, and recreational activities as will help strengthen Conservative Judaism.

ARTICLE III

Officers and Board of Directors

Governance

The governance of this Congregation shall consist of a President, Vice President, Treasurer, and Secretary, who together shall constitute the Executive Committee, and shall include a minimum of four (4) Board members-at-large. The Board shall have a maximum of thirteen (13) members, with an ideal size of eleven (11). The Executive Director shall serve as an ex officio member of the Board, without a vote, and shall provide support and guidance as needed to the Board and Executive Committee.

From here on, the Board of Directors shall be referred to as the Board. The Board shall meet monthly (unless otherwise noted). Modified Robert's Rules of Order shall be the standard for all parliamentary practice. Those members in attendance (in person or electronically) shall constitute a quorum.

The Board or staff (as designated by the Board) shall be bonded by a sufficient fidelity bond in the amount set by the Board and budgeted and paid for by the Congregation. When a Board member or officer's term concludes, the Congregation shall elect a replacement in accordance with the bylaws.

Lifetime Membership for Current Senior Board Members

In recognition of their service and dedication, any board member currently serving on the board in 2025 who is seventy-five (75) or older shall be granted a lifetime board membership. The lifetime board member is counted toward the maximum board capacity. Such lifetime membership shall confer all rights and privileges of a board member, without requiring participation in future elections or adherence to standard term limits.

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Term Limits

All Board positions including officers and members-at-large are asked to serve a term of three years, with a maximum of two terms. After the two terms, the Director will be asked to take a break before returning to a board position. To ensure continuity of leadership and prevent the expiration of all terms simultaneously, the terms of office shall be staggered as follows:

- Beginning in 2025: Election of Vice President, Treasurer, and member-at-large positions
- Beginning in 2026: Election of President and member-at-large positions
- Beginning in 2027: Election of Secretary and member-at-large positions

This approach ensures that board members are up for election each year, maintaining a balance between continuity and the infusion of new perspectives.

Nomination Qualifications

Individuals who wish to serve on the Board, whether through self-nomination or by recommendation from fellow congregants, must meet certain qualifications.

- Candidates should be able to regularly participate in monthly board meetings and actively engage with board committees as identified or deemed necessary.
- They must be aligned with and committed to the Congregation's purpose, vision, and values, and demonstrate this commitment through their actions and involvement.
- Eligible candidates must also be members in good standing, having fulfilled all membership requirements—including payment of dues and adherence to organizational rules—and must not have been suspended or expelled.

Additionally, prospective board members must have been members of the Congregation for a minimum of one year before their nomination.

Nomination Process

A nomination committee, appointed by the current President, shall consist of at least one staff member, one board officer, and one member-at-large.

Congregants may nominate themselves or others for consideration as board members. All nominations must be submitted to the designated chair of the nomination committee no later than August 1st, allowing sufficient time for the committee to meet with and interview each candidate.

The board officer selected to serve on the committee shall act as its chair. To ensure a consistent and thorough review, all candidates will be asked a standard set of questions designed to explore their interests and areas of expertise that may strengthen the board, its leadership, and the congregation.

Following the interviews, the nomination committee will present the candidates to the full board at its September meeting.

The board will then finalize its recommendations to be presented to the Congregational Annual Meeting in October.

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ARTICLE IV

Duties of the President

The President is an officer position and shall preside at all meetings of the Congregation and those of the Board and shall be a member ex officio of all committees. The President may vote at elections, but in all other cases shall vote only in case of a tie. The President will call all regular meetings.

The President shall call a special meeting under Articles XI and XIV at any time and may arrange a meeting of the Board within 24 hours if presented with a request that reaches a threshold of importance as certified by the President, an officer acting in the President's absence, or a majority of the Board.

At the first meeting of the Board after the election of Board members and officers, the President shall appoint the following regular committees, the chair of each committee to be a member of the Board: Finance and Investments, Building and Grounds, and Security. The President may appoint all such temporary or special committees as may be deemed appropriate. The President serves a term of three years, with a maximum of two terms.

ARTICLE V

Duties of the Past President

Upon completion of their term, the outgoing President shall immediately assume the position of Past President for a period of one year. The Past President is not an officer position and serves as an advisor to the President and the Board of Directors, providing continuity of leadership, institutional knowledge, and historical perspective.

This role supports the effective transition of responsibilities and upholds the mission, values, and integrity of the Congregation. The Past President may also represent the Congregation at official functions and participate in committees related to nominations, awards, and fundraising, as determined by the President.

During their term, the Past President shall advise the President and Board of Directors on past practices and organizational operations, offering insight based on prior leadership experience.

The Past President may assist officers in fulfilling their duties upon request, provide leadership and guidance to designated committees, and contribute to both short-term and long-term strategic planning, including efforts to strengthen the leadership pipeline.

The Past President shall attend Board meetings, participate in deliberations, and serve in a member-at-large capacity for one term.

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ARTICLE VI

Duties of the Vice President

The Vice President is an officer position and serves as a key partner to the President and the Board, supporting the effective governance and leadership of the organization.

In the absence or incapacity of the President, the Vice President shall exercise the powers and perform the duties of the President to ensure continuity of leadership and operations. In such matters, the presiding officer votes on elections but otherwise only casts a vote in the event of a tie.

Additionally, the Vice President undertakes responsibilities as assigned by the Board, which may include oversight of committees, special initiatives, or strategic priorities.

While this position provides valuable leadership experience and organizational insight, such service does not constitute a direct or guaranteed pipeline to the role of President. Future officer appointments shall be determined by and subject to the needs of the Congregation and the nominations presented by the Board of Directors.

The Vice President serves a term of three years, with a maximum of two terms.

ARTICLE VII

Duties of the Treasurer

The Treasurer is an officer position and shall keep accurate and complete records of all receipts and disbursements of the Congregation and shall disburse funds and satisfy all obligations duly authorized by the Board.

The Treasurer shall have custody of all books and records pertaining to the office, which shall be open at all reasonable times to inspection by the Officers, the Board, and the Finance Committee.

The Treasurer shall also have custody of all monies and securities belonging to the Congregation and shall deposit such funds in financial institutions approved by the Board. The Treasurer shall prepare and present an annual financial report to the Congregation and periodic financial reports to the Board.

The Treasurer will oversee and guide the finance and investment committee, ensuring that all financial operations and investment strategies align with the Board-approved fiscal policies.

In the absence of both the President and the Vice President, the Treasurer shall exercise the powers and perform the duties of the President. The Treasurer shall perform such other duties as may be prescribed by the Board. In such matters, the presiding officer votes on elections but otherwise only casts a vote in the event of a tie.

The Treasurer serves a term of three years, with a maximum of two terms.

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ARTICLE VIII

Duties of the Secretary

The Secretary is an officer position and shall keep a full and accurate record of the proceedings of the Board and of the Congregation, including the preparation and maintenance of minutes of all meetings.

The Secretary shall be responsible for preserving all official documents and records of the Congregation, ensuring they are available for inspection by the Officers, the Board, and the membership as appropriate.

The Secretary shall assist in the review and maintenance of the Congregation's governing documents, policies, and procedures to ensure accuracy, consistency, and compliance with applicable requirements and shall perform such other duties as may be prescribed by the Board.

The Secretary serves a term of three years, with a maximum of two terms.

ARTICLE IX

Finances

Funds

All money paid to the Congregation shall be placed in a general operating fund unless otherwise designated by the Board or as specified by the donor.

Disbursements

Upon approval of the budget by the Board, the President, and/or Treasurer shall be authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board.

- No member (including Board members) shall be reimbursed for purchases made on behalf of the synagogue without prior board approval. Receipts are required for reimbursement.

Fiscal Year

The fiscal year of the Congregation shall be the calendar year.

Budget

The Treasurer, along with the Congregation's (staff) leadership, shall create and present the budget for the coming year to the Board for approval, and then present it to the membership at the annual meeting.

Annual Financial Review

The accounts of the Congregation shall be reviewed annually as of the close of business on December 31 by a public accountant. The review shall be available to members of the Congregation at the synagogue office by appointment.

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ARTICLE X

Vacancies on the Board of Directors

Resignation

A Director may resign at any time by submitting a written resignation to the President or Vice President. Such resignation shall become effective at the time specified in the notice, or, if no time is specified, immediately upon delivery.

Removal

A Director may be removed, with or without cause, by a two-thirds (2/3) vote of the Directors present at any regular or special meeting of the Board at which a quorum is present. When a Director is suspected of conduct that may warrant removal, or when any Director intends to initiate removal proceedings, the process and actions shall follow the guidelines outlined for members in Article XVI.

Action by the Board

If a board member resigns, is removed, or assumes a different position, the Board of Directors may call a special meeting to fill the resulting vacancy. Any individual elected at such a meeting shall serve for the remainder of the unexpired term.

ARTICLE XI

Duties of the Board

The Board shall administer the affairs of the Congregation according to Parliamentary procedure and these bylaws. It shall consist of the following committees: Finance and Investments, Programming, Buildings and Grounds, and Security. Other ad hoc committees may be established by the President to support specific board initiatives, such as our 2023 Campaign Committee. The Board shall adopt and enforce appropriate rules and resolutions, keep accurate minutes of its proceedings, and prepare and submit relevant documents (as appropriate) for the annual meeting of the Congregation.

1. The Board shall meet monthly. Special meetings of the Board may be called by the President as referenced in Article IV. In case of the refusal or neglect of the President to call such a special meeting, the Vice President or, in case of neglect or refusal to do so, the Treasurer shall call such a meeting.
2. Each Director shall be expected to participate in at least 80% of all regular and special meetings. A Director who fails to meet this minimum attendance requirement may be deemed to have submitted their resignation and may, upon review by the President, be removed from the Board in accordance with the provisions cited in Article X (Resignation and Removal).
3. No Director shall receive any compensation for services performed in any capacity for the Congregation.

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4. The Finance and Investment Committee shall meet at least twice each year, as led by the Treasurer. It shall examine all books, vouchers, and accounts of the Congregation and report to the Board. It may have the aid of a public accountant and investment advisor approved by the Board, whose charge shall be paid by the Congregation. (Note: an audit by a CPA is always to be desired.)
5. The Board shall appoint the Executive Director (ED) to perform the following:
 - Accomplish duties as designated in the job description.
 - Prescribe all rules and regulations for the conduct of the Hebrew school and shall supervise the curriculum.
 - Hire and manage employees for the operation of the synagogue. The ED will inform the Board on the terms and compensation (as necessary) for the execution of their duties.

ARTICLE XII

Membership

Membership shall be available to all persons of the Jewish faith and to their respective spouses or domestic partners, without regard to the partner's religious affiliation. Upon the end of the marriage/domestic partnership, the non-Jewish spouse/domestic partner may be eligible to continue an existing membership.

Every member of the Congregation in good standing shall have the following rights:

- Each spouse/domestic partner of a family membership and each member of record for an individual membership may attend and vote at all annual meetings of the congregation;
- To enroll and maintain their child/children in the religious school and have their bar/bat mitzvah in the synagogue;
- To have the use of the synagogue for one's life cycle events or for the life cycle events of one's child under conditions established by the Board and approved by the rabbi.

Except as otherwise provided in these Bylaws, a member in good standing shall enjoy the benefits of membership, Congregational activities, and ritual activities, to the extent permissible under Jewish Law as determined by the rabbi. Each adult member in good standing shall have one (1) vote, with a maximum per family of two (2) votes.

Those interested in becoming a member should contact the rabbi and complete a membership form. New members must agree, in writing (on the form), to abide by this Constitution and Bylaws.

The levels of membership include family, individual, affiliate, seasonal, and student.

Continued membership in good standing shall be contingent upon the payment of all applicable dues and financial obligations. However, no individual shall be denied membership or participation in the life of the Congregation due to financial hardship. In circumstances where flexibility in the payment schedule is required, members may confidentially discuss alternative financial

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arrangements. All matters pertaining to dues and payment plans shall be held in strict confidence. Members are encouraged to contact the Rabbi or the Treasurer to make such arrangements.

ARTICLE XIII

Dues and Obligations

All dues and obligations are payable no later than January 31 for the fiscal year. If necessary, a confidential payment plan may be arranged through the rabbi or the Treasurer.

Dues, annual tuition, and associated charges for the religious school, and any other additional charges for programs, may be adjusted from time to time by the Board.

ARTICLE XIV

Annual and Special Meetings

The annual meeting shall be held on a Sunday in the fall, with a notice sent to the members of the Congregation at least five (5) days in advance. A minimum of eight (8) members shall constitute a quorum. Modified Robert's Rules of Order shall be the standard for all Parliamentary practice.

The following shall be the order of business:

1. State of the Congregation message from the President and action thereon;
2. Annual message from the rabbi and action thereon;
3. Report from the Treasurer;
4. Other reports and communications;
5. Miscellaneous business;
6. Reading of the budget and action thereon;
7. Board Election of officers and Board.

Special Meetings: Special meetings of the Congregation shall be called by the President when requested by at least four (4) members of the Board, or by written request of eight (8) members in good standing, who state the reason for their request. The President will make best effort to respond within one week. In case of the refusal of the President to call such a special meeting after receipt of a written request, then any eight (8) members may call such a meeting.

The Secretary shall give at least three (3) days' notice to all members, and the notice shall specify the nature of the business to be transacted. No business shall be acted on at such a meeting except that specified in the notice.

ARTICLE XV

Conduct of Elections

All elections shall be conducted by ballot, and the candidates receiving the highest number of votes shall be declared elected. The President shall designate two (2) inspectors to canvass the ballots. By unanimous consent of those present, an election may be conducted by acclamation, in which case the appointment of inspectors may be dispensed with.

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ARTICLE XVI

Expulsion or Suspension

Grounds for Termination

A member of the Congregation may be suspended or expelled for ceasing to meet the qualifications for membership or for violating any rules, regulations, or policies duly adopted by the Board of Directors.

Action by the Board

Suspension or expulsion shall be effected only upon the affirmative vote of two-thirds (2/3) of the Directors present at a regular or special meeting of the Board at which a quorum is present.

Notice of Consideration

Written notice stating the intention of the Board to consider suspension or expulsion of the member shall be provided to the member no fewer than seven (7) days before the meeting at which the matter is to be considered.

Opportunity to Be Heard

The member shall be afforded a reasonable opportunity to be heard at such a meeting. In the event the member fails to attend or declines to exercise the opportunity to be heard, the Board may proceed with deliberation and action in the member's absence.

A member may be suspended or expelled from membership if they no longer meet the qualifications for membership or if they violate any rules or regulations established by the Board of Directors.

ARTICLE XVII

Duties of the Rabbi

The rabbi of the congregation shall serve as the *marta/marah d'atra* (the legal authority of the congregation), and shall be in charge of all matters related to *halacha* or religious law. As long as the Congregation employs a Conservative rabbi or affiliates with the Conservative movement, the rabbi's decisions shall be in alignment with the positions approved by the Committee for Jewish Law and Standards of the Conservative Movement.

The rabbi may be a member ex officio of the Board.

ARTICLE XVIII

Dissolution

In the event of the dissolution of the Congregation, no member shall be entitled to any distribution of the organization's assets. All remaining assets shall be distributed to one or more organizations whose mission is substantially similar to that of the Congregation, as determined by the Board of Directors.

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ARTICLE XIX

Modification of the Bylaws

A proposal to alter, amend, or repeal these Bylaws must be submitted in writing and signed by no fewer than eight (8) members of the Congregation.

The proposal shall be read at a regular or special meeting of the Congregation and considered at the next regular or special meeting, which shall occur within ninety (90) days of its submission.

Adoption of the proposal shall require a two-thirds (2/3) vote of the members present.

Notice of the meeting at which the proposal will be considered shall include the full text of the proposed amendment(s) or change(s).