

**KESHER ISRAEL CONGREGATION**  
**BY-LAWS**  
(adopted August 1978)  
(incorporating amendments through June 2002)

Pursuant to the Authority of the District of Columbia Code and the Articles of Incorporation, these By-Laws for government of The Georgetown Synagogue-Kesher Israel Congregation are adopted.

**ARTICLE I - CONGREGATION**

SECTION 1: The name of the Congregation shall be The Georgetown Synagogue-Kesher Israel Congregation.

SECTION 2: This Congregation shall be operated as a strictly Orthodox Congregation with separate seating for men and women, and with a proper Mechitza. All religious services, prayers and customs shall be in accordance with traditional Orthodox Rabbinic authorities.

**ARTICLE II - MEMBERSHIP**

SECTION 1: Any adult person of the Jewish faith shall be eligible for membership in the Congregation, except that no person shall be eligible for membership who is married to a person not of the Jewish faith. Any member who may enter into such a marriage shall forfeit his or her membership in the Congregation. Notwithstanding the foregoing, every person is welcome to attend services of the Congregation.

SECTION 2: All applications for membership shall be in writing on a form provided by the Board of Directors (hereinafter "Board") and shall be accompanied by such membership admission fees and other charges as the Board may establish. Upon applying for membership the applicant shall be provided with a copy of these By-Laws.

SECTION 3: All applications for membership shall be considered at a meeting of the Board. Applicants shall be admitted to membership by a majority of the members of the Board present and voting. If an applicant is not admitted, any fees or charges accompanying his application shall be refunded.

**ARTICLE III - DUES - ASSESSMENTS**

SECTION 1: Dues, admission fees and other charges shall be determined by the Board and shall be due and payable by all members in accordance with a schedule established by the Board.

SECTION 2: The Executive Committee may, in its discretion, waive or reduce the amount of any member's dues, fees or other charges.

SECTION 3: Any member whose financial obligation to the Congregation is twelve (12) months in arrears may forfeit his or her membership in the Congregation upon the vote of a majority of the members of the Board present and voting. Such forfeiture shall be effective thirty (30) days after the member has been notified of the action of the Board by certified mail return receipt requested. Any person whose membership has been so forfeited may be reinstated by payment of all monies due the Congregation.

**ARTICLE IV - CEMETERY PRIVILEGES**

SECTION 1: Any person of the Jewish faith may be buried in the Congregational cemetery. All burials therein shall be conducted in accordance with accepted Orthodox rituals.

SECTION 2: The Board shall be responsible for developing and administering rules, practices, and charges for the cemetery and for the levying of a perpetual care assessment.

**ARTICLE V - OFFICERS AND DUTIES**

SECTION 1: The Congregation shall have the following officers: President, First and Second Vice- Presidents; Treasurer; Financial Secretary; Corresponding Secretary and Recording Secretary.

SECTION 2: The President shall preside at all meetings of the Congregation, the Board, and the Executive Committee. He shall be the chief executive officer of the Congregation and provide for the implementation of these By-Laws. He shall appoint all standing and special Committees in consultation with the Board. He shall prepare an annual report on the condition of the Congregation.

SECTION 3: The Vice-Presidents shall assist the President in the discharge of his duties. In the absence , of the President, the Vice-President next in line, who is present, shall assume the power and authority vested { in the President.

SECTION 4: The Treasurer, or such other officer or agent as may be designated by the Board, shall receive all revenues. All expenditures for and on behalf of the Congregation shall be made in accordance with Article IX, Section 1.

SECTION 5: The Financial Secretary shall review and check the financial records of the Congregation and shall submit a report to the membership at its annual meeting.

SECTION 6: The Corresponding Secretary shall maintain a current list of members in good standing and shall attend to all communications with the members, including bulletins, and general and special notices.

SECTION 7: The Recording Secretary shall keep an accurate record of the proceedings at meetings of the Board and the Congregation.

SECTION 8: In the event of the disability, death, resignation, or removal of the President, the First Vice-President shall become President and, with the approval of the Board, he shall appoint a successor Vice- President to serve until the next regularly scheduled election. In the event that the First Vice-President is unable to succeed to the office of President, the Board shall designate a President to serve until the next regularly scheduled election. If any other office becomes vacant, or if any of the elected directorships or the directorship appointed In accordance with Article VI, Section 1 becomes vacant, the President, with the approval of the Board, shall appoint a successor to such office *or* directorship to serve until the next regularly scheduled election.

## **ARTICLE VI - BOARD OF DIRECTORS**

SECTION 1: Except as otherwise provided in these By-Laws, the affairs of the Congregation shall be governed by the Board in accordance with these By-Laws. The Board shall consist of the seven (7) officers of the Congregation named in Article V; the six (6) other directors elected by the Congregation in accordance with Article VII, Section 2; the three (3) Trustees; and the three most recent past Presidents. In addition the Board shall include one Direct-or appointed by the President with the approval of a majority of the Board, and who shall be a Committee Chairman, and shall serve until the next regularly scheduled election. The President of the Sisterhood shall be a member of the Board of Directors.

SECTION 2: Officers and directors shall have terms of two years each, and shall be eligible for reelection for two additional terms.

SECTION 3: There shall be an Executive Committee composed of the President and two other members of the Board who will be appointed by the President and approved by a majority of the Board. The Executive Committee shall act on behalf of the entire Board to conduct the day-to-day business of the Congregation in accordance with policies established by the Board. The Executive Committee shall report on its activities at each Board meeting.

SECTION 4: A quorum of the Board, consisting of nine (9) members, shall be necessary for the conduct of business at meetings of the Board. All actions of the Board shall require a majority vote of those present.

SECTION 5: The Board shall meet regularly at least quarterly and at such other times as the President or a majority of the Board shall determine. Except in unusual circumstances, notices of all Board meetings shall be provided to each member of the Board no less than five days prior thereto.

## **ARTICLE VII - ELECTION AND REMOVAL OF OFFICERS AND DIRECTORS**

SECTION 1: The President shall appoint a nominating committee and designate the Chairman thereof for the purpose of nominating officers for the ensuing term. The nominating committee shall, no later than 20 days prior to an election, prepare and circulate to all the members a slate of nominees of officers and directors of the Congregation. Such slate shall be submitted biennially for a vote of the general membership of the Congregation at an election meeting to be held during the first two weeks following the conclusion of Shavuot, beginning 5746 (1986). Alternative nominations are to be submitted to the nominating committee in writing no later than 10 days prior to the election meeting. The names of any persons so nominated shall be displayed in a prominent location at the Congregation's synagogue building for a period of not less than seven days prior to the election meeting. Only those persons whose names have been submitted either (i) by the nominating committee not later than 20 days prior to the election meeting or (ii) to the nominating committee by not later than 10 days prior to the election meeting shall be eligible for election. Any person whose name has been so submitted may be nominated from the floor at the election meeting to any office regardless of the office for which such person's name was submitted. No other

nominations may be made from the floor at the election meeting.

SECTION 2: The officers may be elected as a slate or in the order set out in Article V, Section 1.

Following election of the officers, there shall be an election of six individuals who will serve not as officers but as additional directors. No person shall concurrently hold more than one elective office in the Congregation. All candidates must be members and have signified their willingness to serve if elected.

SECTION 3: A majority of members present and voting shall be sufficient to elect. In the event of a tie vote, or if no nominee receives a majority vote, further ballots shall be taken until a nominee is elected. In the event there are more than two nominees for an office, only the two nominees with the higher number of votes shall be considered in a second ballot.

SECTION 4: The installation of Officers and Board members shall take place during the first two weeks following the election.

SECTION 5: All the officers and Board members shall serve until their successors are elected and installed and shall surrender to their successors all papers, documents, and property pertaining to their office,

SECTION 6: In the event an Officer or Board member fails to perform the duties of his office in accordance with these By-Laws, his removal from office may be recommended to the Congregation by a two-thirds (2/3) vote of the Board of Directors present at a regular or special meeting called to consider his removal. A two-thirds (2/3) vote of the membership present at a regular or special meeting of the Congregation is required to effect removal.

### **ARTICLE VIII - TRUSTEES AND DUTIES**

There shall be three (3) Trustees who shall, orally or in writing, advise the President and the Board on any of the affairs of the Congregation. The Trustees shall be voting members of the Board. Notwithstanding the provisions of Article VI, Section 1, the Trustees shall hold, retain and protect all funds and other assets held, retained, and protected by them under written agreements approved by the Board. Funds presently being administered by the Trustees shall continue under their administration until written agreements shall be approved by the Board and by the Trustees. The Trustees shall issue quarterly reports of the accounts and income of any of the funds they hold, to the Board. The Trustees shall have six (6) year terms staggered at two (2) year intervals. Each Trustee shall serve until a successor has been qualified. At the end of a Trustee's term, or in the event of disability, death or resignation of a trustee, the two remaining Trustees shall promptly designate a successor Trustee, and so notify the President. The designee of the Trustees shall be submitted to the Board for ratification. The Board may veto the designee by a two-thirds majority of the Board at a special meeting duly called for that purpose within thirty (30) days after receipt of notice of designation by the President. In the event that the two remaining Trustees fail to designate a successor Trustee within sixty (60) days of the creation of a vacancy, whether by expiration of term or otherwise, the Board shall elect a successor Trustee by majority vote. A Trustee may not hold any other office of the Synagogue, except Honorary President.

### **ARTICLE IX - EXECUTION OF LEGAL DOCUMENTS**

SECTION 1: Payment of Money. All checks, drafts and orders for the payment of money shall be signed by no less than two of four officers or trustees of the Congregation. The officer(s) and trustee(s) having such authority shall be designated from time to time by the Board.

SECTION 2: Contracts and Other Instruments. When the execution of any contract, conveyance or other instrument has been authorized, the President or any officer or agent designated by the Board may execute the same on behalf of the Congregation.

### **ARTICLE X - MEETINGS**

SECTION 1: The Congregation shall meet at least once a year and at such other times as the President shall designate.

SECTION 2: The conduct of meetings shall be governed by Roberts' *Rules of Order*.

SECTION 3: Notice of all meetings of the Congregation shall be posted on the Bulletin board and shall be mailed to all members at least one week in advance thereof.

SECTION 4: A quorum of the Congregation, consisting of eighteen (18) members, shall be necessary for the conduct of business at meetings of the Congregation.

SECTION 5: No absentee or proxy votes will be considered.

## **ARTICLE XI - DEFINITIONS**

SECTION 1: A person of the Jewish faith shall mean anyone who is either born of a mother of the Jewish faith or is converted in accordance with traditional Orthodox Rabbinic authorities.

SECTION 2: Adult shall mean any female over the age of twelve (12) years and any male over the age of thirteen (13) years.

## **ARTICLE XII - AMENDMENTS**

SECTION 1: Amendments to these By-Laws may be proposed in writing by (a) a majority of the Board, or (b) no less than one-third (1/3) of the members. The Board of Directors shall mail any such proposed amendment with its recommendations to all members at least thirty (30) days in advance of a general meeting called for action on the proposal.

SECTION 2: Amendments shall be adopted by a two-thirds (2/3) vote of the members of the Congregation present at the meeting, provided that Article I, Section 2; Article II, Section 1; Article IV, Section 1; Article XI, and this proviso may not be changed as long as ten (10) members of the Congregation oppose the change.