



## **The United Synagogue of Conservative Judaism Amended and Restated Bylaws**

Adopted by the Board of Directors  
December 4, 2011 and March 18, 2012

Effective March 18, 2012

Amended March 10, 2013, June 9, 2013

Further Amended October 13, 2013 and December 7, 2014

Further Amended June 5, 2016 and September 11, 2016

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### **TABLE OF CONTENTS**

ARTICLE I	NAME, PURPOSE, AND STATUS	Page 2
ARTICLE II	MEMBERSHIP	Page 3
ARTICLE III	BOARD OF DIRECTORS	Page 5
ARTICLE IV	GENERAL ASSEMBLY OF KEHILLOT	Page 13
ARTICLE V	OFFICERS	Page 16
ARTICLE VI	CHIEF EXECUTIVE OFFICER	Page 17
ARTICLE VII	NOMINATIONS & ELECTIONS	Page 17
ARTICLE VIII	QUORUMS	Page 20
ARTICLE IX	NOTICES & RULES OF ORDER & PROCEDURE	Page 20
ARTICLE X	ADOPTION & AMENDMENTS	Page 21

## ARTICLE I - NAME, PURPOSE, AND STATUS

**1.1. NAME. THE UNITED SYNAGOGUE OF CONSERVATIVE JUDAISM** is the association of Conservative Jewish *kehillot*, operating as the congregational arm of Conservative Judaism, in North America ("USCJ").

**1.2. PURPOSE.** It shall be the aim and purpose of USCJ:

1.2.1. To engage in such exclusively religious, educational and charitable activities of any kind or nature whatsoever as will permit qualification for exemption from taxation under §501(a), as an organization described under §501(c), of the Internal Revenue Code of 1986, as amended, or any successor, similar statutes.

1.2.2. To be a community of *kehillot* -- sacred communities -- committed to a dynamic Judaism that is learned and passionate, authentic and pluralistic, joyful and accessible, egalitarian or traditional.

1.2.3. To assist our *kehillot* to create the conditions for a powerful and vibrant Jewish life that empowers Jews in North America to seek the presence of God, to seek meaning and purpose in *Torah* and *mitzvot*, to fully engage with Israel, and to be inspired by Judaism to improve the world and the Jewish people.

1.2.4. To create the spiritual, intellectual and managerial network that enables each of our *kehillot* to fulfill their sacred mission and to connect all our *kehillot* with a common sense of community, shared mission and purpose.

1.2.5. Together with other centers of energy identified with Conservative Judaism, to articulate and disseminate our approach to Judaism.

**1.3. STATUS.**

1.3.1. This organization is the successor to an unincorporated federation founded by Solomon Schechter on February 23, 1913, as the **UNITED SYNAGOGUE OF AMERICA**, and was incorporated under that name by special act (Chapter 268) of the New York Legislature on April 24, 1916, to promote traditional Judaism. The following persons, and their associates and successors, were "constituted a Board of Directors corporate in perpetuity", Herman H. Abramowitz, Cyrus Adler, Louis Ginzberg, Meyer Goodfriend, Julius H. Greenstone, A. M. Hershman, Charles I. Hoffman, M. M. Kaplan, C. H. Kauvar, Max D. Klein, Jacob Kohn, Samuel C. Lamport, William Levy, Alexander Marx, Nathan

Pinansky, Herman H. Rubenovitz, Michael Salit, Solomon Solis-Cohen, Elias L. Solomon, and Samuel Wacht, and were granted all powers conferred upon nonstock corporations under the general corporation law and (the then) membership corporations law. The name was changed to **THE UNITED SYNAGOGUE OF CONSERVATIVE JUDAISM** by Chapter 578 of the Laws of New York on July 24, 1992.

- 1.3.2. The earnings and assets of USCJ shall be irrevocably dedicated for religious, educational, and other charitable purposes and no part thereof shall inure to the benefit of any private person, except only for payment of reasonable compensation for services rendered and other payments in furtherance of its purpose.
- 1.3.3. No substantial part of the activities of USCJ shall be the carrying on of propaganda or otherwise attempting to influence legislation, nor intervene in any political campaign involving a candidate for public office.
- 1.3.4. Upon liquidation or dissolution, or other cessation of operations, none of its assets shall inure to the benefit of any private person, but only to another organization duly organized and qualified as tax exempt under Section 501(a) of the Internal Revenue Code of 1986, as amended, or any similar successor, similar statutes.

## **ARTICLE II – MEMBERSHIP**

- 2.1. For the purposes of this Article, the terms *kehilla* and *kehillot* refer to sacred communities that comprise the vital center of North American Jewry, and include (but are not limited to) self-defined Conservative congregations (including both “traditional” and “egalitarian” congregations), independent *minyanim*, and *chavurot*.
- 2.2. The members of the United Synagogue of Conservative Judaism shall be the individual *kehillot* eligible for membership in accordance with the criteria set forth below and accepted into membership by affirmative vote of the Board of Directors upon the recommendation of the *Kehilla* Affiliation Subcommittee of the District Leadership Committee. When used in these Bylaws, the term “member *kehilla*” refers to a *kehilla* accepted into membership that is in good standing as hereinafter provided.

- 2.3.** A *kehilla* shall be eligible for membership provided that it:
- 2.3.1. Explicitly endorses the vision of Judaism in USCJ's Vision and Mission Statement;
  - 2.3.2. Emphasizes prayer, Jewish learning, and religious and spiritual growth; and
  - 2.3.3. Accepts the concepts espoused by the Standards of Rabbinic Practice as adopted by the Rabbinical Assembly.
- 2.4.** The *Kehilla* Affiliation Subcommittee shall consult with each applicant to determine its eligibility for membership as stated above and, in addition, the extent to which it adheres to the criteria set forth in Section 2.6.1 below.
- 2.5.** Each *kehilla* that is a member in good standing of the United Synagogue of Conservative Judaism as of the adoption of these Bylaws, and every *kehilla* hereafter admitted to membership, shall be deemed a member in good standing entitled to all of the benefits of membership unless and until such *kehilla* is no longer in good standing pursuant to Section 2.6 below, resigns its membership in writing, or is suspended or expelled by vote of the Board of Directors. A member *kehilla* shall remain in good standing if:
- 2.6.**
- 2.6.1. The *kehilla* has, by its behavior, demonstrated a clear commitment to the Vision and Mission Statement of USCJ (as modified from time-to-time), the Standards of Rabbinic Practice as adopted by the Rabbinical Assembly, standards of practice validated by approved *teshuvot* of the Rabbinical Assembly Committee on Jewish Law and Standards, and the applicable portions of the Standards of Congregational Practice as adopted and modified from time-to-time by the USCJ General Assembly of *Kehillot* upon recommendation of the USCJ subcommittee on *Kehilla* Standards (formerly known as the USCJ Committee on Congregational Standards); and
  - 2.6.2. The *kehilla* has met its current and past financial obligations and its membership reporting requirements to the United Synagogue of Conservative Judaism or has made arrangements for payment with the Officer of USCJ responsible for the collection of revenues for USCJ.
  - 2.6.3. A *kehilla* that is not in good standing may not be eligible for professional placement services or participation in USCJ leadership development programs (eg. Sulam for Presidents, Sulam for Emerging Leaders).

**2.7. ASSOCIATES.** Since we serve our member *kehillot* and the Conservative Movement in association with the following other independent, nonprofit constituent arms, we recognize, by such reference in these Bylaws that these constituent arms are our "Associates":

- 2.7.1. The Jewish Theological Seminary;
- 2.7.2. The Rabbinical Assembly;
- 2.7.3. The Cantors Assembly;
- 2.7.4. The Women's League for Conservative Judaism;
- 2.7.5. The Federation of Jewish Men's Clubs;
- 2.7.6. The Jewish Educators Assembly;
- 2.7.7. The Jewish Youth Directors Association;
- 2.7.8. The North American Association of Synagogue Executives;
- 2.7.9. The Ziegler School of Rabbinic Studies; and
- 2.7.10. Such other nonprofit organizations comprised of *kehillah*-oriented men, women or youth, whose purpose and objectives are consonant with the purpose of USCJ, as may be approved by vote of the Board of Directors.

### **ARTICLE III – BOARD OF DIRECTORS**

#### **3.1 COMPOSITION, EXPERIENCE, AND COMMITMENT OF THE BOARD OF DIRECTORS.**

The Board of Directors shall be comprised of intellectual, organizational and philanthropic leaders with broad and diverse experience throughout the vital religious center of North American Jewry, who are personally committed to the vision and mission of USCJ, and who are members of a USCJ *kehillah*. The Nominating Committee shall, in selecting and vetting candidates, consider such factors as the overall geographic, gender, and age balance of the Board; membership, service and engagement with member *kehillot*; as well as the individual capacity of each potential director to contribute creatively, financially, intellectually, professionally and spiritually to the organization. All voting members of the Board pursuant to Section 3.4 and all ex-officio non-voting members of the Board pursuant to Section 3.5.1.4 should commit to a significant annual contribution to USCJ consistent with the giving standards of other major Jewish organizations in North America, either through direct personal contributions or by engaging others to contribute.

### 3.2 POWERS AND RESPONSIBILITIES.

The Board of Directors shall have (a) all powers, duties, and responsibilities necessary to comply with any applicable statutory or regulatory requirements of the State of New York; (b) fiduciary responsibility for the organization's assets; (c) responsibility for the employment of the Chief Executive Officer, who shall report to the President and the Board; and (d) authority to develop and enforce organization-wide policies and procedures, including but not limited to:

- 3.2.1 Create and maintain its own Operating Standards and Procedures for the qualification and conduct of its members and for the business of the Board. The Board Operating Standards and Procedures shall include, but not be limited to, a Code of Conduct/Disclosure Statement to be signed annually by every member of the Board, guidelines for minimal giving levels for Board members, and guidelines for the Nominating Committee to consider in the selection and vetting of future Board members. The Board of Directors may also create and maintain Operating Standards and Procedures for the District Councils.
- 3.2.2. Create and organize Districts geographically aligned, to which all member *kehillot* shall be assigned, and regulate the operations of such Districts;
- 3.2.3. Establish or discontinue additional committees, commissions, and subordinate groups, and designate their powers and duties;
- 3.2.4 Suspend, discipline, or remove for cause any Officer, member of the Board, or without cause any member of any subordinate group, commission, or committee established, appointed, or confirmed by the Board;
- 3.2.5. Determine when a vacancy occurs in the Officers and Board of Directors and temporarily fill such vacancy for the unexpired term of office;
- 3.2.6. Fix and determine the date, time, place, duration, and agenda of all annual meetings of the General Assembly of *Kehillot*;
- 3.2.7. Appoint a General Counsel who shall interpret the Bylaws and all rules and procedures at meetings of the Board of Directors and of the General Assembly of *Kehillot*, and shall advise the President concerning such matters;
- 3.2.8 Approve the budget of USCJ:

3.2.9 Recommend dues rates and assessments to the General Assembly of *Kehillot* for approval.

### **3.3 MEETINGS OF THE BOARD OF DIRECTORS.**

The Board shall hold its meetings at such times and places as the President or the Board shall designate from time to time, provided that a meeting shall be held at least four times during each calendar year. Special Board meetings shall be held at the direction of the President or upon the written request of twenty-five (25) members of the Board. The Board may meet and vote via electronic means as provided for in the Boards Operating Standards and Procedures. Notice of each meeting shall be given at least fourteen (14) days before the date set for such meeting, but if the President declares that an expedited or emergency meeting is needed, the amount of advance notice may be reduced or eliminated. When a special, expedited, or emergency meeting is held, its agenda shall be limited to the purpose(s) for which the meeting was called.

### **3.4. VOTING MEMBERS.**

Except as set forth in Section 3.12, the Board of Directors shall be comprised of not less than 30 or more than 50 members, as follows:

3.4.1. The Officers as set forth in Section 5.1.

3.4.2 The District Council Chairs.

So long as USCJ shall have geographic areas known as Regions, each such Region shall be deemed a “District” for purposes of these Bylaws, and the President of each Region shall be deemed a “District Council Chair” for the purpose of this Section 3.4.2.

3.4.3. The Immediate Past President of USCJ (“IPP”). For the purposes of these Bylaws, if the IPP is unwilling or unable to fulfill the rights, duties and obligations accorded to the IPP, those rights, duties and obligations will be fulfilled by the most recent Past President of USCJ who is willing and able to do so.

3.4.4 Such additional members as may be elected at the annual meeting of the General Assembly of *Kehillot*, so that the total number of voting members of the Board is fifty (50). In the event the number of members so elected is such that the total number of voting members of the Board of Directors is less than fifty (50), the President may thereafter, but not more than

twice a year prior to the commencement of the next nominating cycle pursuant to Section 7.5, request that the Nominating Committee vet additional candidates in order to bring the total number of voting members of the Board to fifty (50) as follows:

3.4.4.1 The President may request the Nominating Committee to vet such candidate(s) and report back to the Board;

3.4.4.2 Upon the positive report and recommendation of the Nominating Committee, and the subsequent approval of the Board, such candidate(s) will be deemed elected and serve as a voting member of the Board until the next election of members of the Board at the next annual meeting of the General Assembly of *Kehillot*; and

3.4.4.3 Such candidates(s) will automatically be included in the slate of proposed elected members of the Board of Directors to be submitted by written report of the Nominating Committee pursuant to Section 7.5 with respect to the next election of members of the Board at the next annual meeting of the General Assembly of *Kehillot*. Notwithstanding the provisions of Section 3.7.1, the term of office to be served by such candidate(s) shall be determined by the Nominating Committee in its written report (by lots, if necessary) as being either one (1) year, two (2) years or three (3) years in order that, as nearly as possible in equal number, one-third (1/3) of the elected Directors shall be elected each year.

3.4.5 At least one (1) member of the Board of Directors shall be a resident of Canada.

### **3.5. EX OFFICIO, NON-VOTING MEMBERS.**

3.5.1 The following shall be ex-officio, non-voting members of the Board of Directors:

3.5.1.1. The Chief Executive Officer.

3.5.1.2. The then-serving President of the Rabbinical Assembly, the then-serving President of the Cantors Assembly, the then-sitting Chair of the Board of the Jewish Theological Seminary, and the then-sitting Chair of the Board of the Ziegler School of



Rabbinic Studies, or the designate of the said person(s) who also holds an elected position with the respective Associate.

3.5.1.3. The then-serving lay President or Chair of one of the other Associates of USCJ named in section 2.7 (or the designate of the said person, who also holds an elected position with the Associate) who is designated for a term of one (1) year in accordance with the Board Operating Standards and Procedures, except that no Associate may be designated for consecutive terms.

3.5.1.4. All Past Presidents of USCJ aside from the Immediate Past President.

3.5.1.5 With the approval of the Board of Directors, up to two (2) deserving individuals who may be appointed by the President as honorary ex-officio non-voting board members who shall serve a one (1) year term.

3.5.1.6 The Chair of the Audit Committee.

3.5.2. Ex-officio, non-voting members shall not be counted toward a quorum.

### **3.6. CONDITIONS OF SERVICE ON THE BOARD.**

As a condition of service, all members of the Board shall:

3.6.1. Sign a Code of Conduct/Disclosure Statement acknowledging their fiduciary responsibility to USCJ as Board members.

3.6.2. Attend in person or by electronic means at least one-half (1/2) of all Board meetings during their term in office, provided, however, that this attendance requirement (a) may be waived by the President, and (b) shall not apply to the Immediate Past President or any non-voting, ex officio member of the Board.

3.6.3. Maintain and fulfill their financial commitment to the organization as specified in the Operating Standards and Procedures of the Board (except that this condition shall not apply to ex-officio non-voting members of the Board aside from those who serve under Section 3.5.1.4).

### **3.7. TERMS OF OFFICE.**

- 3.7.1. Except as provided in Sections 3.7.2, 3.7.3, and 3.13 below and except for District Chairs serving as members of the Board pursuant to Section 3.4.2, the term of office of each member of the Board shall be three (3) years, commencing January 1 of the calendar year immediately following election and continuing until December 31 of the third calendar year following election.
- 3.7.2. The Directors elected at the annual meeting of the General Assembly of *Kehillot* held in the calendar year in which these Amended and Restated Bylaws are adopted shall be divided by lots into three (3) classes, as nearly as possible equal in number, such that one-third (1/3) of the elected Directors shall be elected each year. The term of the first class shall be one year and shall expire on December 31 following the first annual meeting of the General Assembly of *Kehillot* following the meeting at which such Directors are elected, at which time their successors shall be elected for terms of three years. The term of the second class shall be two years and shall expire on December 31 following the second annual meeting of the General Assembly of *Kehillot* following the meeting at which such Directors are elected, at which time their successors shall be elected for terms of three years. The term of the third class shall be three years and shall expire on December 31 following the third annual meeting of the General Assembly of *Kehillot* following the meeting at which such Directors are elected, at which time their successors shall be elected for terms of three years.
- 3.7.3. The unexpired term created by any vacancy on the Board of Directors due to resignation, removal, or incapacity shall be filled by an election conducted by the Board of Directors upon the recommendation of the Nominating Committee. The term of office of any member of the Board elected to fill a vacancy pursuant to this Section shall commence immediately upon election and continue until the expiration of the term being filled.
- 3.7.4. No voting member of the Board of Directors shall serve more than three (3) full consecutive three (3) year terms, not including years served as an Officer or Immediate Past President. For the purpose of applying these term limits to Board members who have served on the Board prior to the implementation of these bylaws, all of such service shall be counted, cumulatively, as one (1) three-year term.

### **3.8. CHAIR OF THE BOARD.**

3.8.1 The Board shall be chaired by the President.

3.8.2 Upon assuming office, the President shall designate, in a sealed communication to the Chief Executive Officer, one of the Vice Presidents who shall serve in his or her stead in case of the inability of the President to fulfill the duties of that office, as declared by the President or as determined by the Board. Any Vice President so designated shall continue to hold his/her office but shall, in addition, have all of the powers and prerogatives of the President pursuant to these Bylaws during the period so acting. If the President's inability to fulfill the duties of that office shall extend for more than ninety (90) days, the Board of Directors shall elect, from among the remaining officers, a new President to serve out the remainder of the current term.

### **3.9 THE EXECUTIVE COMMITTEE.**

The Executive Committee of the Board of Directors shall consist of the Officers described in section 5.1, the Chairs of all Standing Committees described in Section 3.10, and no more than three (3) additional members appointed by the President from among the voting members of the Board of Directors.

3.9.1 The role of the Executive Committee is to assist the President in oversight of the CEO and his or her Professional Staff in the general administration and management USCJ, to ensure the policies of the Board of Directors are implemented, and to act in those matters delegated to it by the Board of Directors.

3.9.2. The Executive Committee shall have such other powers, duties, and responsibilities, consistent with applicable law, as may be conferred upon it by these Bylaws or as delegated to it by the Board of Directors.

3.9.3. The President shall serve as Chair of the Executive Committee.

### **3.10 STANDING COMMITTEES.**

3.10.1. The following shall be Standing Committees of the Board of Directors.

- 3.10.1.1. *Kehilla* Strengthening & Transformation
- 3.10.1.2. Committee Teen Engagement Committee
- 3.10.1.3. Innovations Committee
- 3.10.1.4. Budget and Finance Committee

- 3.10.1.5. Human Resources and Compensation Committee
- 3.10.1.6. Development Committee
- 3.10.1.7. District Leadership Committee
- 3.10.1.8. Communications, Marketing & Branding Committee

3.10.2 The Chair of each Standing Committee shall be a voting member of the Board. Other than the Chair of the District Leadership Committee, the Chair of each Standing Committee shall be appointed by the President from among the voting members of the Board of Directors. The Chair of the District Leadership Committee shall be selected by the members of the Committee serving by reason of their elected positions in their Districts and with the concurrence of the President. The District Leadership Committee shall include among its members the Chair of each District.

3.10.3 The Board Operating Standards and Procedures shall set forth the role and responsibilities of all Standing Committees and any other committees that may be established from time to time by the Board. While the creation of any other committee(s) is not required by these Bylaws, the Board shall establish an Audit Committee, *Kehilla* Standards Subcommittee of the *Kehilla* Strengthening and Transformation Committee, *Kehilla* Affiliation Subcommittee, and Nominating Committee to carry out those functions specifically assigned to them by these Bylaws and any others that the Board may choose to assign them from time to time. Reports of the Audit Committee will be provided to the President and Executive Committee for initial review and comment, and thereafter to the Board.

### **3.11. EXECUTIVE SESSION.**

The President, at his/her discretion, may call the Board of Directors into Executive Session during any meeting of the Board, whereupon only voting members of the Board, and any others invited by the President, shall be present.

### **3.12. ADVISORY COUNCILS.**

The Board may, from time to time, create such Advisory Councils as it deems appropriate to ensure leadership development, an active donor base, and creative input consistent with the Vision and Mission of USCJ.

### **3.13 INITIAL DIRECTORS.**

Upon the adoption of these Bylaws, the initial Directors, who shall serve until December 31 of the year of adoption hereof, shall be:

- 3.13.1. The Board members specified in Sections 3.4.1, 3.4.2, and 3.4.3, which will total fourteen (14) as the time of adoption of these Bylaws; and
- 3.13.2. Not less than sixteen (16) nor more than thirty-six (36) worthy individuals, meeting the criteria for Board membership set forth in Section 3.1, who shall be designated not less than sixty (60) days prior to the final adoption of these Bylaws by the Nominating Committee serving as such under the Bylaws in effect immediately prior to the adoption of these Amended & Restated Bylaws.

### **3.14 VOTING**

The vote of a majority of the voting members of the Board present at any meeting at which a quorum is present shall be the act of the Board, except as may otherwise be specifically provided by statute or by these Bylaws.

The following acts of the Board require the affirmative vote of at least seventy-five (75%) percent of the entire Board of Directors at two consecutive meetings held no less than thirty (30) days apart:

- 3.14.1 An amendment to the Funding Agreement executed with The USCJ Supporting Foundation, Inc. on March 13, 2016;
- 3.14.2 An amendment to the Bylaws of The USCJ Supporting Foundation, Inc.; or
- 3.14.3 An amendment to these Sections 3.14.1, Section 3.14.2 or Section 3.14.3.

### **ARTICLE IV – GENERAL ASSEMBLY OF KEHILLOT**

- 4.1. There shall be an annual meeting of the General Assembly of *Kehillot* of the United Synagogue of Conservative Judaism to which representatives of all member *kehillot* shall be invited. The annual meeting shall take place during October, November, or December on a date determined by the Board of Directors. Notice of the date of the annual meeting shall be given not later than July 1 of the year in which it will be held. When deemed appropriate by the Board or by written petition to the President by at least twenty-five percent (25%) of the members of the General Assembly of *Kehillot*, special meetings of the General Assembly of *Kehillot* may be convened at times between the annual meetings on not less than sixty (60) days advance notice.

- 4.2.** The agenda for every annual meeting of the General Assembly of *Kehillot* shall include the following:
- 4.2.1. The election of Officers.
  - 4.2.2. The election of members of the Board of Directors.
  - 4.2.3. Approve dues rates and assessments to be paid by member *kehillot* for the fiscal year commencing after the annual meeting is held, upon the recommendation of the Board of Directors; provided, however, that should the Board of Directors not make a recommendation on dues rates and/or assessments to the General Assembly of *Kehillot* at any annual meeting or should the General Assembly of *Kehillot* not approve any dues rates and/or assessments recommended by the Board of Directors at any annual or special meeting, then in such event the then current USCJ dues rates and assessments shall continue in effect for the fiscal year commencing after the annual or special meeting is held.
  - 4.2.4. Consideration of resolutions on matters of interest to the General Assembly of *Kehillot* that may be raised either directly by member *kehillot* in the form of a written petition signed by individuals who are each members in good standing of member *kehillot* comprising at least ten percent (10%) of USCJ's member *kehillot*, located in a majority of the Districts by number, submitted to the Secretary at least sixty (60) days before the meeting, or from the Board of Directors.
  - 4.2.5. Presentations on matters of general interest to the United Synagogue of Conservative Judaism, its member *kehillot*, the Conservative Movement, or the Jewish Community at large.
  - 4.2.6. Such additional business as the Board of Directors may determine.
  - 4.2.7. From time-to-time adopt and modify Standards of *Kehilla* Practice upon recommendation of the USCJ Committee on *Kehilla* Standards.
- 4.3.** Representation and voting of member *kehillot* at the meetings of the General Assembly of *Kehillot* shall be as follows:
- 4.3.1. The Board of Directors or other like governing body of each member *kehilla* shall select its own representatives to meetings of the General Assembly of *Kehillot*, and shall designate one person who shall act as the Chair of its delegation with authority to speak and vote on its behalf.

- 4.3.2. With respect to (a) the election of Officers and members of the Board of Directors, and (b) the approval of dues and assessments, each member *kehilla* in good standing shall be entitled to cast one vote for every one hundred (100) of its membership units as certified to the Secretary in writing or by electronic means by the then-serving President or Chair of the member *kehilla* at least thirty-five (35) days prior to the meeting.
- For purposes of calculating the number of votes to which a *Kehilla* shall be entitled, its reported membership shall be rounded to the nearest hundred. No *Kehilla* shall be entitled to less than one vote.
- 4.3.3. Member *kehillot* may cast their votes for Officers and members of the Board of Directors by proxy received by the Secretary no more than fifteen (15) days and no later than five (5) days prior to the date of the annual meeting of the General Assembly of *Kehillot*.
- 4.3.4. With respect to the passage of motions and resolutions, each member *kehilla* shall be entitled to cast one vote through its designated delegation Chair.
- 4.3.5 The Operating Standards and Procedures of the Board shall provide a mechanism for voting and attendance by electronic means.
- 4.4.** The President shall act as the Chair of all meetings of the General Assembly of *Kehillot*. The Secretary shall certify the receipt and accuracy of all proxies, and the results of all voting.
- 4.5.** Except as may otherwise be required by these bylaws or by applicable law:
- 4.5.1. Directors and Officers shall be elected by the majority of the votes cast by all member *kehillot* present and voting at a meeting of the General Assembly in person, by electronic means, or by proxy.
- 4.5.2. All motions and resolutions shall be adopted by the majority of the votes cast by the designated delegation Chairs of all member *kehillot* present and voting at a meeting of the General Assembly of *Kehillot* in person or by electronic means.

## ARTICLE V – OFFICERS

- 5.1. The Officers of United Synagogue of Conservative Judaism shall be the President, three (3) Vice Presidents, the Treasurer, and the Secretary. Each Officer shall have the following authority and responsibilities.
- 5.2. **PRESIDENT** – The President shall be the highest ranking elected official in USCJ, shall be a person who is not a member of the clergy or a Jewish professional, and is not a member of the professional staff of either USCJ or any member kehilla. The President shall act as the Chair of all meetings of the Board of Directors, as the Chair of all meetings of the Executive Committee, and as the Chair of all meetings of the General Assembly of *Kehillot*. The President shall supervise the functioning of the Board, Executive Committee, and the Chief Executive Officer, and shall be responsible for guiding and enacting the Board’s policy making and oversight functions. Except as expressly provided in Sections 5.4 and 5.5, the President shall assign oversight of all committees to the various Officers and shall appoint all committee Chairs. The President shall sign all contracts or other obligations of USCJ not in the ordinary course of business that require the approval of the Board of Directors.
- 5.3. **VICE PRESIDENTS** – There shall be three (3) Vice Presidents, each of whom shall supervise the functions of those committees assigned to them by the President, along with such other responsibilities delegated to them by the President.
- 5.4. **TREASURER** – The Treasurer shall oversee the financial operations of USCJ.
- 5.5. **SECRETARY** -- The Secretary shall attest to the signature of the President, Treasurer, and Chief Executive Officer as required. The Secretary shall be responsible for the accuracy, completeness, and maintenance of all minutes of all meetings of the Board of Directors, the Executive Committee, and the General Assembly of *Kehillot*. The Secretary shall oversee the election process and certify its results.
- 5.6. **APPOINTMENT OF ADMINISTRATIVE NON-OFFICER POSITIONS: ASSISTANT TREASURERS AND ASSISTANT SECRETARIES** – The Board of Directors may, by a majority vote of the entire Board, authorize the appointment of up to two Assistant Treasurers and two Assistant Secretaries for the efficient operation of USCJ. The President shall accordingly appoint, from among the voting members of the Board of Directors, individuals to serve as Assistant Treasurer(s) or as Assistant Secretary(ies) and they shall take office immediately upon confirmation by a majority vote of the Board of Directors. Assistant Treasurers and Assistant Secretaries may serve up to six consecutive one year terms, and may be reappointed and reconfirmed annually by the Board of



Directors. Persons appointed to these positions shall not otherwise be considered Officers of the Board.

- 5.7. TERMS OF OFFICE** -- Other than as set forth in Section 5.8, the term of office for each Officer shall be two (2) years, commencing January 1 immediately following the annual meeting of the General Assembly of *Kehillot* at which the Officer is elected. No person shall serve more than two (2) consecutive two-year terms in any one office, or more than six (6) consecutive two-year terms in all offices combined. Service as an Assistant Treasurer or Assistant Secretary shall be deemed service as a member of the Board of Directors, and not as an Officer, for purposes of this Article and Article III, Section 3.7.4.

**5.8**

**INITIAL OFFICERS.** Upon the adoption of these Bylaws, the initial Officers, who shall serve until December 31 of the year in which these bylaws are adopted, shall be those individuals designated to hold the offices enumerated in Sections 5.2, 5.3, 5.4 and 5.5, not less than sixty (60) days prior to the final adoption of these Amended & Restated Bylaws by the Nominating Committee serving as such under the Bylaws in effect immediately prior to the adoption of these Amended & Restated Bylaws.

**ARTICLE VI – CHIEF EXECUTIVE OFFICER**

- 6.1** The Chief Executive Officer shall be the highest ranking member of the professional staff, shall be responsible for the day to day operation of the organization, shall report to the President and the Board of Directors, and shall have spending authority (in accordance with the approved budget) and hiring and firing authority as defined in the Board Operating Standards and Procedures.
- 6.2** The Chief Executive Officer shall be authorized but not required to use the title “Executive Vice President.”

**ARTICLE VII – NOMINATIONS & ELECTIONS**

- 7.1.** The Nominating Committee shall consist of the following persons:
- 7.1.1. The Immediate Past President of USCJ as the Chair;
  - 7.1.2. The Chair (or designee) of each District Council;
  - 7.1.3. Six (6) voting members of the current Board of Directors; and

7.1.4 Six (6) at-large members.

Notwithstanding the foregoing:

- a. A majority of the members of the Nominating Committee may not reside in any one District; and
- b. There shall be at least one member of the Nominating Committee who resides in Canada.

**7.2** The current President shall select six (6) members of the Nominating Committee, as follows: three (3) voting members of the current Board of Directors, and three (3) at-large members. A further six (6) members shall be selected by the Chair of the Nominating Committee as follows: three (3) voting members of the then-current Board of Directors, and three (3) at-large members. Each will be a member of a USCJ member *kehilla* in good standing.

**7.3** Each member of the Nominating Committee shall serve a two (2) year term, with a maximum of two (2) consecutive terms.

**7.4** The Nominating Committee shall, in selecting and vetting candidates for the Board, consider candidates who are personally committed to the vision and mission of USCJ and consider such factors as the overall geographic, gender and age balance of the Board; service and engagement with member *kehillot* as well as the individual capacity of each potential member to contribute creatively, financially, intellectually, professionally and spiritually to the organization.

**7.5.** Subject to Section 3.4.4, the Nominating Committee shall prepare a single slate of proposed elected Officers and members of the Board of Directors and shall present its written report of the slate, together with all other persons who will serve by virtue of their office or other designation, to the Secretary not less than seventy (70) days before the annual meeting of the General Assembly of *Kehillot*. The Secretary will, in turn, present same to each member of the Board of Directors and to each USCJ member *kehilla*, not less than sixty (60) days before the annual meeting of the General Assembly of *Kehillot* at which elections will take place. All elections of Officers and members of the Board of Directors shall occur at the annual meeting of the General Assembly of *Kehillot* unless a vacancy occurs during the year, in which case the vacancy shall be filled in accordance with Section 3.6.3.

- 7.6.** Additional nominations may be made only by written petition in the following manner:
- 7.6.1. Nominations for elected Officers and members of the Board of Directors shall be by written petition signed by individuals who are each members in good standing of member *kehillot* comprising at least ten percent (10%) of USCJ's member *kehillot*, located in a majority of the Districts by number.
  - 7.6.2. Shall be submitted to the Chair of the Nominating Committee, at least thirty (30) days prior to the annual meeting of the General Assembly of *Kehillot*.
  - 7.6.3. In the event that nominations by petition are submitted to the Chair of the Nominating Committee in the manner provided herein, the Nominating Committee shall submit a revised report to the Secretary, setting forth the original nominations by the Nominating Committee as well as the additional nominations by petition, not less than twenty (20) days before the annual meeting of the General Assembly of *Kehillot*. The Secretary will, in turn, present same to each member of the Board of Directors and to each member *kehilla*, not less than fifteen (15) days before the annual meeting of the General Assembly of *Kehillot* at which elections will take place. The Chair of the Nominating Committee shall file the signed statements submitted by candidates nominated by petition with the Secretary at the time the Nominating Committee renders its revised report of the nominated slate as provided in this section.
- 7.7.** The elections shall be held during the annual meeting of the General Assembly of *Kehillot* in the manner provided in Sections 4.3, 4.4, and 4.5.
- 7.7.1. In the event of multiple candidates for election as an Officer, each voter shall rank the candidates in order of preference. If no candidate obtains a majority of the first-place votes, the candidate receiving the fewest first-place votes shall be eliminated. The process shall be repeated until one (1) candidate has obtained a majority of the votes cast.
  - 7.7.2. In the event of multiple candidates for available positions on the Board, each voter shall cast a ballot for only as many candidates as there are available positions to elect. The candidates for whom the most ballots are cast will be declared elected, up to the number of available positions.
  - 7.7.3. Where there are no additional nominations by petition the slate reported by the Nominating Committee shall be presented to the General Assembly of *Kehillot* for election.

- 7.8.** Each person elected as a member of the Board of Directors shall take office and serve for the term of office set forth in Section 3.7 and each person elected as an Officer shall take office and serve for the term of office set forth in Section 5.7, unless the term of such person has been sooner terminated by incapacity, resignation, removal from office for cause, or death.

### **ARTICLE VIII - QUORUMS**

- 8.1** Quorums for the transaction of the business of USCJ shall be as follows:
- 8.1.1. Board of Directors: One more than one-half of the total number of voting members of the Board.
  - 8.1.2. General Assembly of *Kehillot*: Representation from fifty (50) member *kehillot*, or ten percent (10%) of the total member *kehillot* of USCJ, whichever is less, representing at least two-third (2/3) of the Districts.
  - 8.1.3. Committees: One more than one-half of the total number of voting members of the Committee, unless a different quorum is fixed by the Board in the Operating Standards and Procedures.
- 8.2** Any number less than a quorum may adjourn any meeting to a time certain, and from time to time, without notice other than announcement of such time and place. Any business may be transacted at such adjourned meeting which might have been transacted at the original meeting but for lack of a quorum.

### **ARTICLE IX – NOTICES & RULES OF ORDER AND PROCEDURE**

- 9.1** Notices of all meetings of the Board of Directors and the General Assembly of *Kehillot*, any reports of the Nominating Committee, or any other notice required by these Bylaws, shall be in writing, delivered by mail or electronic means, and shall be sent to all members of the Board or member *kehilla*. Notices of the General Assembly of *Kehillot* shall also be sent to each Affiliate of the United Synagogue. Notices of all meetings shall set forth the purpose or purposes for which such meeting has been called and the time, date, and place of the meeting.

- 9.2.** The Board of Directors may establish such rules of order and procedure not inconsistent with these Bylaws as they may deem appropriate in the transaction of all business of USCJ. Such rules shall be adopted on approval by two-thirds (2/3) of the votes cast.
- 9.3** In the absence of rules of order and procedure adopted by the Board, Robert's Rules of Order, Latest Revised Edition, shall govern.

## **ARTICLE X - ADOPTION AND AMENDMENTS**

- 10.1.** Nothing herein contained shall invalidate any actions or proceedings undertaken pursuant to the Bylaws in effect prior to the adoption of any amendments hereof. Affiliations and membership office existing at the time of such adoption shall continue to the end of their term.
- 10.2.** Except as otherwise stated in Section 3.14 of these Bylaws these Amended and Restated Bylaws may be amended by two-thirds (2/3) of the votes cast at any meeting of the General Assembly of *Kehillot* or by two-thirds (2/3) of the votes cast at any two (2) consecutive regular meetings of the Board of Directors, provided a quorum is present in each case.
- 10.3.** For consideration by the General Assembly of *Kehillot*, an amendment may be initiated only by:
- 10.3.1. A proposed amendment approved by majority vote of the Board of Directors present at a duly called Board meeting, provided that such proposal was incorporated in the notice for that meeting; or
- 10.3.2. A petition signed by individuals who are each members in good standing of member *kehillot* comprising at least ten percent (10%) of USCJ's member *kehillot*, located in a majority of the Districts by number, and submitted to the Secretary at least ninety (90) days prior to the meeting of the General Assembly of *Kehillot* at which such amendment is considered.
- 10.3.3. In either event, the Secretary shall transmit the proposed amendment to all of the member *kehillot* at least thirty (30) days prior to the date appointed for the meeting of the General Assembly of *Kehillot*, and shall present such proposed amendments to the General Assembly of *Kehillot* together with the Board's views thereon.

**10.4.** To amend these Amended and Restated Bylaws at meetings of the Board of Directors, the following procedure shall be followed:

10.4.1. Amendments may be proposed to the Board of Directors by members of the Board, or by petition signed by individuals who are each members in good standing of member *kehillot*, comprising at least ten percent (10%) of USCJ's member *kehillot*, located in a majority of the Districts by number, and submitted to the Secretary at least thirty (30) days prior to the meeting of the Board at which such amendment is to be considered, such that the Secretary will be able to ensure that notice of the proposed amendment is provided to the Board pursuant to Section 3.3 of these Bylaws.

10.4.2. The text of a proposed amendment must be considered at two (2) consecutive regular meetings of the Board of Directors, provided that such proposal was incorporated in the notice for each meeting. This procedure may not be used to modify the power and duties of the Board of Directors or Officers specified in these Bylaws.

10.4.3. A proposed amendment may be amended during discussion at the first of the two Board meetings referred to in Section 10.4.2, provided that any changes remain within the general scope of the original proposal, but may not be amended at the second of such meetings.

10.4.4. Any proposed Bylaw amendment must be approved by two-thirds (2/3) of the votes cast at two (2) consecutive regular Board of Directors meetings, provided a quorum is present.

**10.5.** When considered necessary, the Board may create an Ad Hoc Bylaws Committee to carry out those functions that the Board may choose to assign to it from time to time. In addition, the Ad Hoc Bylaws Committee is authorized to make technical changes in the Bylaws, such as grammar, subdividing, punctuation and renumbering, as appropriate for clarification, without making any substantive changes.