

KOL SHALOM, COMMUNITY FOR HUMANISTIC JUDAISM

BY-LAWS

As Amended at the Dec. 12, 2021 Annual Meeting

ARTICLE 1. Name

This organization shall be known as Kol Shalom, Community for Humanistic Judaism (formerly, Humanistic Jews of Greater Portland).

ARTICLE 2. Objective

Section A: The objective of this organization is to develop, articulate, and make available to the community at large the ideas and values of Humanistic Judaism, and to plan and implement appropriate cultural, educational, charitable, humanitarian, and seasonal activities and ceremonies that further this objective.

Section B: Any person wishing to support and participate in Humanistic Judaism is invited to become a member. The organization is participatory; all members are expected to contribute some efforts annually for the operation of the organization.

ARTICLE 3. Membership And Dues

Section A: Membership is obtained by completion of an application for membership and payment of dues established by recommendation of the Board of Directors. The dues for member shall include local and national membership.

Section B: Dues are due and payable at the beginning of the fiscal year on July 1, but may be paid in semi-annual or quarterly installments. New members who join after the first quarter of the fiscal year may pay pro-rated local and national dues for the number of quarters of membership. Any member behind two quarters in the payment of dues shall be considered not in good standing and not entitled to privileges of membership.

Section C: A membership may be terminated by a two-thirds vote of the Board of Directors, or by submission of the member's letter of resignation.

Section D: Privileges enjoyed by members include the newsletter, reduced rates at the holiday services and meals, membership in the national organization, and participation in all special events held by the organization

ARTICLE 4. Guests

Section A: Guests are welcome to participate in all open membership meetings.

Section B: Guests may be charged a fee for attendance at activities as determined in advance.

ARTICLE 5. Meetings

Section A: Regular general meetings and regular Board of Directors meetings [Article 9, Section A] shall be held on a date and at a time to be fixed by the Board of Directors. All meetings shall be open to the membership. All Board of Directors meetings must be scheduled and publicized at least two weeks before the scheduled meeting date.

Section B: The Executive Committee [Article 9, Section B] shall meet as needed. Reports of the Executive Committee meetings, including relevant actions, recommendations, or discussion, will be made available to, or at, the Board of Directors meeting following any Executive Committee meeting(s)

Section C: An annual meeting shall be held in the second quarter of each fiscal year on a date to be determined by the Board of Directors.

Section D: Special meetings may be called by the Board for any needed purpose. The membership shall receive notice of the date, time, and topic of such special meetings at least two weeks prior to the meeting date.

ARTICLE 6. Officers

Section A: The elected officers shall be the following: President, Vice President, Treasurer, and Secretary. Officers shall be elected for a term of two years, beginning January 1. All elective officer positions may be co-chaired by two individuals, but each position shall have only one vote. An individual holding more than one officer position will nevertheless have only one vote.

Section B: Officer responsibilities:

President: shall conduct General Meetings as required; shall plan and conduct all Executive Committee and Board of Directors meetings; shall be an ex officio member of all committees; shall, with approval of the Board of Directors, appoint all committee chairpersons and staff; shall call special meetings when necessary; shall provide leadership in encouraging the development of the organization; shall present a 'State of the Organization' report at the Annual Meeting.

Vice President: shall assist the President in all the President's duties; shall, in the absence of the President, assume all of the President's duties.

Secretary: shall take minutes at all meetings, make these minutes available to all persons affected, and shall preserve these minutes in the books of the organization; shall provide minutes to the appropriate person for distribution as the Board of Directors sees fit.

Treasurer: shall ensure that a full set of books is kept containing records of income and disbursements and a permanent record of all deposits, withdrawals, and balances; shall make quarterly financial reports at Board of Director meetings and at the Annual meeting; shall Chair the Budget Committee.

Section C: Officers must be members in good standing. Officers who miss more than three Executive Committee or Board of Director meetings may be dismissed by a majority vote of the Board of Directors.

ARTICLE 7. Directors and Board Members at Large

Section A: The following positions are appointed by the Board of Directors, and persons appointed to these positions become members of the Board of Directors: Public Relations Director, SHJ Representative and the Goldhamer Chair. Directors are appointed for a two-year term beginning on January 1st. Director positions may be co-chaired but each position retains a single vote. An individual holding more than one appointed position will nevertheless have only one vote. As a vacancy occurs on the Board in the middle of a term an interim appointment can be made by simple majority. The responsibilities of these Directors shall be as follows:

Public Relations Director: shall chair the Public Relations Committee and represent the organization to the media.

SHJ Representative: shall represent the organization on the national Board of Directors of the Society for Humanistic Judaism, and shall report developments in the national organization to the local Board of Directors.

Goldhamer Chair: shall be an active Kol Shalom member of at least ten years who can provide institutional memory and experience for board deliberations

Section B: Up to 3 Board Members-at Large may be elected by the membership during regular elections and shall assume duties as determined by the Board of Directors.

Section C: Directors must be in good standing. Directors who miss more than three Board of Directors meetings annually may be dismissed by a majority vote of the Board of Directors.

ARTICLE 8. Staff

Section A: Administrator

1. An Administrator may be employed to speak for the organization and facilitate the its daily operation.
2. The Administrator shall maintain current list of membership, be responsible for carrying out the general correspondence of the organization, keep necessary records of the organization and carry out special tasks as needed.
3. The Administrator will be supervised by and carry out activities as designated by the Board President or designee
4. Compensation for the Administrator will include free membership in Kol Shalom.

Section B: Ritual Director

A Ritual Director may be appointed to: create and implement liturgy and services for Jewish holidays and Shabbat celebrations; coordinate with mitzvah families and educational staff in the development of mitzvah ceremonies; fulfill other ritual related responsibilities as described in the Ritual Director Job Description document.

1. Compensation for the position will be determined by the Board and may include paid membership.
2. The Ritual Director serves at the pleasure of the Board and is supervised by the Board president or designee.
3. The Ritual Director may also serve as Ritual Committee Chair but must not participate in any board decisions regarding Ritual Director policy or employment.

Section C: School Director

1. A School Director may be appointed to supervise and carry out day to day functions of the Children's Education Program as well as help in strategic planning for the Program. The Director will recommend staff for hiring to the Board, develop the school calendar, provide curriculum materials and resources for teachers, hold parent meetings and generally fulfill the responsibilities contained in the School Director Job Description approved by the Board.
2. Compensation for the position will be determined by the Board and may include paid membership.
3. The School Director serves at the pleasure of the Board and is supervised by the Board president or designee.
4. The School Director may also serve as Children's Education Committee Chair but must not participate in any board decisions regarding School Director policy or employment

ARTICLE 9. Committees

Section A: The Board of Directors shall consist of the Executive Committee [Section B], appointed Directors, chairs of Standing Committees [Section C], and Members-at-Large. The Board of Directors shall provide strategic governance for the organization, appoint Chairs and Directors as appropriate, authorize financial aspects of operation, provide direction for the overall operation, philosophy and integrity of the organization and appoint officers, directors, and chairs which become vacant prior to completion of the term.

Section B: The Executive Committee shall consist of the elected officers and the most recent past President. The committee's normal duties shall include managing routine day-to-day decisions involving minor financial questions, routine correspondence, and personnel issues. The Executive Committee shall make recommendations to the Board of Directors regarding larger organizational issues. The Executive Committee is authorized to act for the organization when an immediate decision is called for and there is no time for consultation with the Board of Directors. All Executive Committee actions shall be reported to the Board of Directors in a timely fashion. An individual holding more than one Executive Committee position will nevertheless have only one vote.

Section C: Standing committees shall consist of the Ritual Committee, the Children's Education Committee, the Membership Committee, the Social Action Committee, the Program Committee, the Budget Committee and the Public Relations Committee. The Board of Directors shall appoint the Chairs of Standing Committees in January, for a term of one year.

Ritual Committee: shall develop ritual related content and activities for the High Holidays, Passover and life cycle events as directed by the Board of Directors. It shall work in conjunction with the Children's Education Committee on ritual related to mitzvah programs; and with the Program Committee on a series of programs for celebration of the Shabbat.

Children's Education Committee: shall develop and oversee appropriate children's educational programs that reflect the philosophy and goals of the organization and the needs of its members.

Membership Committee: shall strive to seek and attract new members; define demographics of new member audiences; retain current members; and evaluate and encourage member involvement.

Social Action Committee: shall explore ways that the philosophy and goals of the organization can be implemented through Social Action and shall make appropriate

recommendations; it shall keep the organization's members informed on issues of interest to the membership.

Program Committee: Committee oversees, coordinates and guides program development for Sunday Forums, Shabbats, Rabbinic visits, and related special events. The Committee strives to develop program that is responsive to our diverse membership, inviting for potential members, and reflective of the values of Humanistic Judaism..

Budget Committee: shall submit to the Board of Directors an annual budget and shall submit revisions as needed; shall assist in review of the organization's finances as needed.

Public Relations Committee: shall pursue opportunities to increase the visibility and credibility of the organization through appropriate advertising, publicity, and promotion of events with the goal of increasing membership; shall represent the community to the public and the larger community.

ARTICLE 10. Nominations And Elections

Section A: Any member in good standing shall be eligible to hold office and to vote.

Section B:

1. Regular elections shall be held in the last week of November. Elections shall be determined by secret ballot. Members must receive their ballots at least three weeks prior to the election due date. Ballots may be collected by any secure means.
2. All categories of membership return a single ballot for voting.
3. The President shall, with approval of the Board of Directors, appoint a Nominating Committee at least two months prior to the election.
4. The Nominating Committee shall solicit a list of willing nominees for Officer and Board at-large positions from the general membership. This list shall include nominees solicited by the Nominating Committee as well as any members in good standing who wish to run for a position. Members wishing to run for an position must submit this intention in writing to the Nominating Committee Chair at least six weeks prior to the election.
5. Votes shall be counted by the end of November at a time and place announced to membership in advance. The vote count will be done in a secure and transparent manner determined by the Board and completed within one week of the ballot return due date. The election tally should be confirmed by at least two authorized members.
6. In the case of a tie, the election shall be determined by a coin flip.

Section C: Elected officers shall take office on January 1 following their election and shall serve a term of two years.

ARTICLE 11. Quorums

Section A: The quorum at any regular or special membership meeting shall be fifteen per cent of the voting members. Decisions at such meeting shall be determined by a simple majority vote of those present.

Section B: The quorum for all Executive Committee and Board of Directors meetings shall be a simple majority of each voting body respectively. Proxy votes may be accepted from members of the board of Directors or Executive Committee if such a member is unable to attend the meeting at which a vote is occurring. Proxies must be in writing and must be submitted before or during any given meeting.

ARTICLE 12. Rules

Section A: Only an officer of the Board, with the approval of the Board of Directors, can make major commitments, financial and operational, for the organization.

Section B: Robert's Rules of Order shall guide all membership, committee, and Board of Directors meetings

Section C: The fiscal year of this organization shall be from July 1 to June 30.

Section D: Emergency actions representing the organization can be taken by Executive Committee majority vote, either at an emergency meeting or by electronic vote, when a quorum is obtained. Such actions must be reported to the Board of Directors in a timely fashion with an explanation of the action taken and the reason(s) for the action.

ARTICLE 13. Amendments

Section A: By-laws will be reviewed annually. Proposed amendments must be Board approved and publicized to the membership thirty days prior to the annual meeting where they will be voted upon per Article XI A. Approved by-laws take effect immediately.

Section B: : Interim changes to these by-laws may be made by a majority vote of the Board when a quorum is present and when the proposed changes have been published to membership for input at least 30 days prior to the board vote. For the interim changes to become part of the by-laws, they must be approved by a majority vote at the next scheduled annual meeting or special meeting when a quorum is present. If the interim changes are not so approved the interim changes will cease to be effective.

ARTICLE 14. Dedication And Dissolution

Section A: The property of this organization is irrevocably dedicated to charitable purposes and no part of the new income or assets of the organization shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person.

Section B: Upon dissolution of this organization, assets shall be distributed for on or more exempt purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code [or corresponding section of any future tax code], or shall be distributed to the Federal Government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by Court of Common Pleas of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE15. Non-Profit Status

Section A: Kol Shalom, Community for Humanistic Judaism is organized for non-profit purposes, and individual members will not derive profit from this organization. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on [a] by a corporation exempt from the Federal income tax under section 501(C)(3) of the Internal Revenue Code of 1986 [or corresponding provision of any future United States Internal Revenue law, or [b] by a corporation to which contributions are deductible under section 170(C)(2) of the Internal Revenue Code of 1986 [or corresponding provision of any future United States Internal Revenue law].