By-Laws

Mount Sinai Congregation

Wausau, Wisconsin

Adopted by the Executive Committee on 4/29/2007

Approved at the Annual Meeting on 4/27/2008

Amended at the Annual Meeting on 5/1/2011

Amended at the Annual Meeting 4/28/2013

Amended at the Annual Meeting 4/27/2014

Amended at the Annual Meeting 4/24/2016

**ARTICLE I**

This congregation shall be known as Mount Sinai Congregation of Central Wisconsin.

**ARTICLE II**

PURPOSE

The Purpose of the congregation shall be to provide worship services, religious education, and life-cycle ceremonies for its members. In addition, the congregation shall represent the interests of Jews and Judaism in the community of north central Wisconsin. Also, the congregation may seek opportunities to support charitable interests.

**ARTICLE III**

NATIONAL AFFILIATION

This congregation shall follow the liberal interpretation of Judaism and affiliate itself with the Union for Reform Judaism (URJ).

**ARTICLE IV**

RITUAL AND RELIGIOUS PRACTICES

1. The congregation shall interpret Judaism in the tradition of Reform Judaism.

2. This congregation shall be guided in its religious practices by its Rabbi and its Ritual Committee, as well as by the interpretations of the Central Conference of American Rabbis (CCAR); and in its congregational programs by resolutions adopted at the URJ Biennial Assemblies.

3. Location of seats in the place of worship shall be unassigned. It shall, however, be the responsibility of the Board of Trustees, whenever it may be necessary on special occasions to reserve a sufficient number of seats to accommodate the membership.

**ARTICLE V**

MEMBERSHIP

1. Any Jewish person eighteen (18) years of age or over may be approved for membership by the Board of Trustees. The specific dues level will not be mentioned or considered by the Board as part of their decision. Mount Sinai congregation will not discriminate on the basis of race, gender, sexual orientation, or disability in membership, staff, or involvement in any programs.

The spouse, partner, dependent children and parent or guardian of a member shall also be considered members of the congregation. For the purpose of establishing dues obligations, the unit of membership shall be either 1) the family unit, or 2) the individual.

2. The Board of Trustees may establish special membership classifications with such provisions as it shall deem advisable.

3. Members over eighteen years of age, other than dependent children, shall have the right to vote on all matters coming before the Annual or special meetings of the congregation.

4. Benefits of membership shall include, but not necessarily be limited to, religious education for children and adults, attendance at all worship services, the professional services of the Rabbi, the right to hold elected or appointed office in the congregation.

5. Annual dues, assessments and other fees as determined by the Board of Trustees and approved by the Congregation shall be paid quarterly. Advance payments are permitted. Additional financial support of the congregation through annual pledges is encouraged.

6. A member who fails to pay any financial obligation due the congregation within ninety (90) days shall be notified of such obligation. In the event of non-payment within thirty (30) days of such notification, the member may be suspended and deprived of all membership rights and privileges upon vote of the Board of Trustees except as provided in Article V.7.

7. The Finance Committee may recommend and the Board of Trustees may approve the waiver, extension, or modification of any financial obligation due from a member based on changes in personal circumstances or financial capacity. It is the policy of the Congregation that no individual or family be excluded from membership because of insufficient financial resources.

8. The resignation or suspension of any member shall not relieve that member from the payment of any obligation due the congregation at the time of the resignation or suspension.

**ARTICLE VI**

MEETINGS

1. The Annual Meeting of the congregation shall be called by the President and held during April, unless the Board by a two-thirds vote decides on an alternative date. At this meeting, reports shall be submitted by the President, the Rabbi, and such other officers, officials, chairpersons, auxiliaries and committees as may be requested to do so by the Board of Trustees; a budget for the coming fiscal year shall be presented for approval and such trustees and officers as necessary shall be elected. Every member of the congregation shall be notified by mail or emailat least fifteen (15) days prior to the holding of the Annual Meeting or of any adjourned annual meeting if the Annual Meeting cannot be called to order due to lack of a quorum, a later meeting date shall be scheduled and every member of the congregation shall be notified by mailor email at least fifteen (15) days prior to the holding of that meeting.

2. Special meetings of the congregation may be called by the President, or shall be called at the request of a majority of the Board of Trustees or on the written application of twenty-five percent (25%) of the membership. The call for a special meeting shall set forth the purpose of the meeting, and written notice thereof shall be mailed or emailed to the membership at least fifteen (15) days prior to the time set for such meeting. No business shall be transacted at such meeting except that specified in the call.

3. Twenty percent (20%) of the individual voting members of the congregation shall constitute a quorum at congregational meetings.

4. Proxy ballots will be allowed only for the purpose of voting at a congregational meeting. Proxy ballots may be used only by members who cannot attend because they are homebound due to serious illness or infirmity. The homebound status of a member shall be determined by a committee composed of the President, Vice-President and Past President. There shall be two types of proxy ballots: 1) Limited Proxy (allows the absent member to cast his/her vote on a specific issue) - to be given to the presiding officer prior to the meeting; 2) General Proxy (absent member empowers the proxy holder to cast his/her vote on all issues as holder sees fit) - must be made known to the presiding officer prior to the meeting.

**ARTICLE VII**

OFFICERS

1. The officers of this congregation shall consist of a President, a Vice-President, a Secretary, a Treasurer, and a Financial Secretary, all to be elected for a term of one (1) year at the Annual Meeting of the congregation. The President and Vice-President shall be limited to serving three (3) successive terms. These officers shall assume their duties with the May meeting of the Board of Trustees. All officers must be members of the congregation.

2. The President shall act as chairperson at all congregational and board meetings, appoint committees of all of which the President is to be an ex-officio member, call special meetings, send out notices of all meetings, sign all legal documents and perform such other duties as are incident to the office.

3. The Vice-President shall automatically succeed to the office of President in the event of vacancy and shall act for the President in case of absence or disability. The Vice-President shall present to the meeting of the Board of Trustees any committee report when that chairperson is not present. The Vice-President shall perform such duties as may be assigned by the President.

4. The Secretary shall keep minutes of the meetings of the congregation and of the Board of Trustees and perform such other duties as are incident to the office.

5. The Treasurer shall keep a record of all members of the congregation and shall serve on the Finance Committee. The Treasurer shall be the custodian of all funds of the congregation and shall be the disbursing agent of the congregation as authorized by the Board. The Treasurer shall report monthly to the Board of Trustees and shall present a financial report to the congregation at the Annual Meeting. A Certified Public Accountant shall prepare reports of Mt. Sinai’s Accounts based upon receipts and disbursement made by the paid secretary and reviewed by the Treasurer.

6. The Financial Secretary shall arrange for audits of the congregation's financial records at the request of either the Board of Trustees or the Finance Committee, shall assist the Treasurer as necessary, and shall serve as chair or co-chair of the Finance Committee.

**ARTICLE VIII**

BOARD OF TRUSTEES

1. The Board of Trustees shall consist of the officers of the congregation and nine (9) members elected by the congregation. Six (6) trustees will each take responsibility for one of the standing or ad-hoc committees. Three (3) trustees will be designated "trustee without portfolio" to indicate that they are not expected to take committee responsibility. The immediate past president of the congregation shall serve on the Board with the right to vote.

2. Each trustee shall serve for a term of three (3) years. One third of the trustee positions shall come up for re-election in each calendar year. No trustee shall be elected for more than two (2) successive three-year terms.

3. If practicable, the President will select from the Board of Trustees the following committee chairpersons: Finance, Building and Grounds, Religious Education, Fund Raising, and Ritual.

4. The Board of Trustees shall be responsible for the general management of the affairs, funds, records, and property of the congregation. It shall act on all matters of policy, fill all vacancies on the Board until the next congregational election, oversee the activities of all congregational committees, and perform such other duties as the members of the congregation in regular or special meeting shall prescribe.

5. The Board of Trustees shall meet monthly for 10 months and, in addition, may meet at the call of the President or by petition of five (5) members of the Board. The Board may meet through a telephone conference call at the direction of the President. Members may participate in other Board meetings by phone if circumstances warrant. If in the judgment of the President there is insufficient business or there is inclement weather, the President may cancel a meeting.

6. Six (6) members of the Board shall constitute a quorum.

7. The office of any trustee who is absent without adequate excuse from three successive meetings of the Board may be declared vacant by the Board.

8. The Board of Trustees shall have the authority, in consultation with the Rabbi, to engage professional staff and other employees and to establish their duties and compensation.

9. The Board of Trustees shall designate the official depository for congregational funds at the recommendation of the Investment Oversight Committee, which shall oversee such accounts. The Board of Trustees shall have the authority to borrow money and to pledge for the repayment thereof any assets of the congregation.

10. Members of the Board, as the chosen lay leaders of the congregation, are expected to set an example to the membership by active participation in the life and activities of the congregation.

11. The Principal, if other than the Rabbi, shall serve on the Board with the right to vote.

12. The Executive Committee shall consist of the President, Vice President, and Past President. The Rabbi shall be an ex officio member of the Executive Committee.

**ARTICLE IX**

RABBI

1. This congregation shall abide in its selection of a rabbi by the rules and regulations of the Rabbinical Placement Commission of the Union for Reform Judaism, the Central Conference of American Rabbis and the Hebrew Union College-Jewish Institute of Religion.

2. The Rabbi shall be selected by a special Rabbinic Selection Committee, appointed by the President with the approval of the Board of Trustees. This committee shall recommend a rabbi and the terms of his/her initial period of service to the Board of Trustees. Upon approval of the Board of Trustees, this recommendation shall be presented to the congregation at a regular or special meeting as defined in Article VI. A two-thirds (2/3) vote of the members present shall be required for the initial election of a rabbi.

3. Upon completion of the term of the Rabbi's initial period of service, the Board shall make a recommendation as to his/her re-election and the terms of his/her period of service. This recommendation shall be submitted to a regular or special meeting of the congregation. A majority vote of those members present shall be required to act upon the Board's recommendation. Following the Rabbi's initial election by the membership, the congregation shall be guided in reference to his/her future tenure, life tenure, retirement or termination of service, as well as rabbi-congregation relationship, by the latest published procedures recommended by the URJ and CCAR.

4. The Rabbi shall be enrolled in the Rabbinical Pension Plan and in the health and other insurance plans of the URJ and CCAR or other equivalent plans, with the congregation defraying all or a part of the premiums.

5. The Rabbi shall have the right to attend all meetings of the Board of Trustees and the congregation, except when requested by the President not to attend. He/she shall be an ex-officio member of all congregational committees. This provision, however, does not obligate the Rabbi to attend all meetings.

6. The Rabbi shall be encouraged to attend National and Regional meetings and conferences to further his/her education and ability and shall be reimbursed per the annual budget.

7. The Rabbi shall conduct religious services for the congregation, supervise the religious education activities, perform wedding ceremonies and funerals, but shall not give professional services to or for non-members without the consent of the President or, in the President's absence, the officer next in rank. The Rabbi shall be bound by these by-laws and they shall be incorporated in his/her contract with the congregation.

**ARTICLE X**

COMMITTEES

1. The following standing committees may be appointed by the President prior to the start of the newly elected Board assuming office:

Finance Committee

Building and Grounds Committee

Membership Committee

Religious Education Committee

Ritual Committee

Adult Education Committee

Youth Activities Committee

Social Committee

Social Action/Interfaith Committee

Mitzvah Caring Committee

Fund Raising Committee

Technology Committee

Kitchen Facilities Use Committee

Nominating Committee

Investment Oversight Committee

Risk Management Committee

All members of congregational committees must be members of the congregation.

2. It shall be the duty of the Finance Committee to make a detailed estimate of the income and operating expenses for the ensuing year, to submit an annual budget for the ensuing year to the Annual Meeting of the congregation for approval, to supervise the audit of the accounts of the congregation, and to establish a system of membership dues. Any major expenditure not provided for in the annual budget shall be proposed first to the Finance Committee which shall then submit same to the Board of Trustees for approval.

3. It shall be the duty of the Building and Grounds Committee to keep the building and property of the congregation in good order and repair and to establish, with the approval of the Board of Trustees, rules and regulations for the use of the congregation's physical facilities.

4. It shall be the duty of the Membership Committee to secure affiliation with the congregation of Jewishmembers of the community and to develop a program of new member orientation. The membership committee is also responsible for membership retention.

5. It shall be the duty of the Religious Education Committee, through consultation with the Rabbi, to make all regulations necessary for the operation of the Religious and Hebrew schools and to submit an annual budget to the Board of Trustees through the finance committee.

6. It shall be the duty of the Ritual Committee, in cooperation with and with the approval of the Rabbi, to consider the rituals and observances of the congregation and to encourage such practices in the home as will enhance the values of Jewish living in the spirit of Reform Judaism.

7. It shall be the duty of the Adult Education Committee to promote educational activities and programs for the congregation and community.

8. It shall be the duty of the Youth Activities Committee to promote all manner of activities on the part of the young people of the congregation, which will contribute to their knowledge of the Jewish tradition, and ensure their participation in religious and social activities.

9. It shall be the duty of the Social Committee to plan and promote social activities for the membership and their families so as to provide an atmosphere of friendship within the congregation. In making such plans consideration shall be given to various age and social groupings.

10. It shall be the duty of the Social Action/Interfaith Committee in conjunction with the Rabbi to analyze issues and problems in the community and nation in relation to the principles of Judaism and to sensitize the membership to their moral implications; it shall develop bonds of fellowship with other religious groups in the community; it shall speak for the congregation only with the prior approval of the Board of Trustees.

11. The Technology Committee shall maintain the Mt. Sinai website and make recommendations to the Board on changes in the website, telephone, and computer systems of Mt. Sinai. It shall also oversee the bulletin.

12. It shall be the duty of the Mitzvah Caring Committee to seek after the health and well-being of all congregants. This includes arranging for hospital visitation, sending of cards and flowers, and all other activities beneficial to congregants during times of need.

13. It shall be the duty of the Fund Raising Committee to plan and implement activities designed to raise funds to supplement dues and other income of the congregation.

14. It shall be the duty of the Kitchen Facility-Use Committee to keep the kitchen well-stocked at all times with supplies.

15. Investment Oversight Committee.

I. It shall be the duty of the Investment Oversight Committee (IOC) to review the investments and investment allocations of Mt. Sinai Congregation, receive reports from the Trusts and Trustees of Mt. Sinai’s investments, and review the performance of the various investment managers; and, if appropriate, change managers or trustees. The IOC will also vote to approve or disapprove by a majority vote expenditures from the Capital Improvement Funds, deposited at the BMO-Harris Bank (or its successors) Trust and the Community Foundation. It is not the purpose of this committee to select individual investments but rather to set an investment policy and philosophy consistent with the financial needs of Mt. Sinai Congregation.

II. The committee shall consist of five voting members. Four elected members will be approved by the Mt. Sinai Congregation Board of Trustees. Three of those members may not be on the Mt. Sinai Board of Trustees while serving on the IOC. The Mt. Sinai Congregation Financial Secretary shall serve as the fifth voting member.

a. The term of office of the four elected members shall be four years. The initial terms shall be staggered so that only one member’s term ends in any one year. The initial elected members shall be appointed by the President of Mt. Sinai Congregation with the approval of the Mt. Sinai Congregation Board of Trustees (Simple Majority Vote).

b. An elected member may not serve more than two consecutive terms.

c. Replacements for elected members shall be nominated by the Investment Oversight Committee and require approval of a simple majority of the Mt. Sinai Congregation Board of Trustees.

d. A member of the committee may be removed from service by a two-thirds majority vote of the members of the Mt. Sinai Congregation Board of Trustees.

e. The Financial Secretary shall serve as a voting member of the committee by virtue of his/her position on the Mt. Sinai Congregation Board of Trustees. When a new Financial Secretary is chosen, that new person will replace the previous one on the Investments Oversight Committee.

f. The term of office for elected members shall begin on February first and renew on the same date. The initial members appointed by the President shall assume office immediately upon approval of the Board of Trustees).

g. The Investment~~s~~ Oversight Committee shall select its own Chairperson annually.

III. Disbursements of monies from investments shall be made in accordance with the provisions of existing trust documents.

IV. The Oversight Committee shall report to the Mt. Sinai Congregation Board of Trustees two times each year, in October and April. Interval updates may be provided as needed. The Financial Secretary shall act as liaison between the Committee and the Board and present the report from the Oversight Committee to the Board of Trustees.

V. The Oversight Committee shall meet quarterly. The Oversight Committee has the

responsibility to monitor all the monies of Mt. Sinai Congregation except the operating budget and the Rabbi’s Discretionary Fund. These funds would include but not be limited to:

* Endowment Fund at the Community Foundation of North Central Wisconsin
* Capital Improvement Fund at the Community Foundation of North Central Wisconsin
* Capital Improvement Fund at M & I Trust
* (Hoffman) Endowment Fund at the M&I Trust
* Endowment Fund at Community Foundation of North Central Wisconsin
* Mt. Sinai Congregation Donation Accounts
* Mt. Sinai Congregation Restricted Funds
* Trusts to be created in the future
* Other monies as designated by the Board of Trustees

VI. The Mt. Sinai Congregation Board of Trustees delegates authority for decision making to the Investment Oversight Committee for the purposes of carrying out the committee functions.

VII. The Investment~~s~~ Oversight Committee is authorized to establish a Trust or similar arrangement and deposit in that Trust the Mt. Sinai funds. The Investment Oversight Committee is further authorized to select a Trustee and/or financial investment manager for these funds.

16. Designated Funds for Capital Improvements of Mt. Sinai Congregation.

I. Procedure for making expenditures from the Capital Improvement Funds:

a) assets of the Capital Improvements Funds are to be used for Mt. Sinai Congregation for capital improvements. Examples include, but are not limited to, structural repairs, new roof, replacement of stove, refrigerator, carpeting, sanctuary seats, repainting interior or exterior, landscaping, resurfacing the parking lot, new floors.

b) the Mt. Sinai Board of Trustees will initiate a request for monies from the fund.

c) the request will be considered by the Investment Oversight Committee who has sole authority to decide about fund expenditures.

d) if the trust committee approves the request for monies, they will notify BMO-Harris (or its successor) and/or the Community Foundation of North Central Wisconsin to send the funds to Mt. Sinai Congregation.

e) all of the assets of the Capital Improvement Funds are available for distribution to Mt. Sinai Congregation for capital improvements according to the judgment of the IOC.

f) assets of the Capital Improvement Fund may be transferred to the Mt. Sinai Congregation Endowment Fund at the discretion of the IOC.

II. The Mt. Sinai Congregation Capital Improvements Funds are established at BMO-Harris (or its successor) and the Community Foundation of North Central Wisconsin as designated funds with the provisions as stipulated above. BMO-Harris (or its successor) and the Community Foundation of North Central Wisconsin will have responsibility for investment and accounting for the funds.

17. Each outgoing chairperson shall assist their successor during the first month after the new appointment is made. This shall include the transfer of all pertinent committee materials to the new chairperson.

**ARTICLE XI**

NOMINATIONS

1. A Nominating Committee shall be appointed by the President with the approval of the Board and shall consist of two (2) members of the Board of Trustees, two (2) members of the congregation at large, and the immediate past-president, who will act as chair. If practicable, the members of this committee shall be drawn from each of the following segments of the congregation: male/female, elder/younger, Wausau/non-Wausau.

2. The Nominating Committee shall present a slate consisting of one nomination for each officer and for each trustee whose term of office shall expire at the end of the then current year.

3. Selections of the nominating committee shall be reported to the Board of Trustees, and notice of said nominations shall be mailed or emailedto the congregation at least fifteen (15) days prior to the annual meeting.

4. Nominations may be made from the floor only with the consent of the nominee.

**ARTICLE XII**

REAL ESTATE

Before any contract shall be entered into for the purchase, sale or alienation of real estate by or for the congregation, the Board of Trustees shall ascertain all of the relevant material facts and submit them to the congregation at a regular or special meeting called for that purpose. It shall require a vote of two-thirds (2/3) of the members present to authorize any purchase, sale or alienation of real estate.

# **ARTICLE XIII**

FISCAL YEAR

The fiscal year of the congregation shall begin on July 1

**ARTICLE XIV**

AMENDMENTS

Amendments to these by-laws shall be presented in writing and shall be initiated by the Board of Trustees or by at least ten percent (10%) of the members of the congregation, and shall be filed with the secretary. Such amendments may be acted upon at any regular meeting of the congregation or at any special meeting called for that purpose. Copies of the proposed amendments, with an explanation, shall be mailed or emailed to each member along with the notice of the meeting at least fifteen (15) days prior thereto. An affirmative vote of two-thirds (2/3) of the members present and voting shall be necessary to adopt any amendment.

**ARTICLE XV**

RULES OF ORDER

1. The rules of procedure at meetings shall be determined by Roberts Rules of Order, latest revised edition.

2. Although email may be used to communicate with members, any member who wishes may receive all notifications by regular mail by informing the synagogue office or the President.

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