

By-Laws of  
B'nai Zion Congregation  
Chattanooga, Tennessee

## ARTICLE I - NAME

This organization shall be known as B'nai Zion Congregation, with principal offices at 114 McBrien Road, Chattanooga, Tennessee 37411.

## ARTICLE II - PURPOSES

1. The purpose of this organization shall be:
  - (a) To maintain in Hamilton County, Tennessee, a Synagogue based on Conservative Judaism.
  - (b) To encourage and stimulate the tenets and observances of the Jewish Religion.
  - (c) To maintain a school for instruction in the Jewish Religion.
  - (d) To maintain burial facilities in accordance with Jewish Laws and principles.
  - (e) To organize, sponsor, and maintain such auxiliary groups as may be appropriate and necessary for the fulfillment of the functions of the organization.
  - (f) To provide and maintain such additional religious, social, and recreational facilities as may tend to strengthen and maintain the organization as an institution dedicated to the preservation of Judaism.

The general welfare of the members in religious and spiritual matters, and not individual profit, is the object for which this organization is incorporated, and hence the members are not stock holders in the legal sense of the term, and no profits or dividends shall be divided among the members.

## ARTICLE III - POWERS

The organization, hereinafter referred to as the "Congregation", shall have the following powers:

- (a) To sue and to be sued in the corporate name and to make any and all contracts reasonably necessary for the proper functioning of the Congregation.
- (b) To have and use a common seal.
- (c) To obtain by purchase or gift, receive, hold, administer, and expend property and funds in accordance with the principles, policies, and purposes of the Congregation and to raise funds for such purposes by assessment of its members and by any other means commonly accepted as legitimate for charitable and eleemosynary institutions or organizations.
- (d) To establish such facilities as may be reasonably necessary to accomplish the purposes of the Congregation.

#### ARTICLE IV - MEMBERSHIP

1. Membership in B'nai Zion Congregation is limited to people of the Jewish faith.
2. Any man or woman of the Jewish faith, over the age of eighteen (18), of good moral character may become a member of the Congregation.
3. Any person of the Jewish faith who meets the requirements of membership set out in either section 1 or 2, hereof, but who does not wish to maintain a general membership may become a "contributing member" by paying dues set out in section 7D hereof.
4. Any member who permanently moves away from the Chattanooga area may retain his or her membership with full privileges upon payment of the dues provided in Section 7E hereof. Such a member shall be designated as a "non-resident" member.
5. Any person desiring to become a member shall submit an application to the Board of Trustees who shall consider and pass on such applications. A simple majority of the Trustees present at any meeting at which an application is considered shall be required before the application is approved.
6. The Board of Trustees or the general membership may in its discretion grant honorary memberships on such terms as they deem advisable to any person meeting the requirements of section 1 and 2 hereof.
7. All members shall be required to pay dues in accordance with the following provisions, except as may be provided in the By-Laws:
  - (a) General members shall pay minimum dues as passed by the Board and approved by the General Membership. It shall be the discretion of the Finance Committee to revise the dues for members in accordance with the individual member's ability to pay the same, consistent with the maintenance of a sound budget for the Congregation.
  - (b) Any general member may protest the revision made under sub-paragraph "(a)" hereof, and shall for that purpose be entitled to a prompt hearing before the Finance Committee. In the event that a revision is made by the Finance Committee, and after a hearing, the member is dissatisfied with the Committee's decision thereon, the member shall have the right within sixty (60) days to appeal said decision to the Board who shall likewise promptly hold a hearing on the protest at which time the member shall be entitled to appear and present his/her protest. The decision of the Board shall be final.
  - (c) Notwithstanding the foregoing, where the payment of minimum dues would work a genuine hardship on a member, the Finance Committee may reduce the dues of such member as it may see fit. There shall be no appeal by the member from the action of the Finance Committee under this section.
  - (d) Contributing members shall pay dues as set by the Board and as approved by the General Membership.

- (e) Non-resident members shall pay dues as set by the Board and approved by the General Membership.
9. Upon the acceptance of his or her application for membership, every member shall be deemed to have agreed to be bound by the Constitution and By-Laws of the Congregation.
10. Every general member, and single member, and non-resident member shall be entitled to the following privileges:
- (a) To one vote per adult at all general meetings of the membership.
  - (b) To the instruction of his or her child in such school or schools as may be operated by the Congregation, subject to such by-laws as may be enacted in that regard.
  - (c) To have his or her child become consecrated, bar-mitzvah, bat-mitzvah or be confirmed in the Synagogue, subject to such By-Laws as may be enacted in that regard.
  - (d) To a grave site in the cemetery maintained by the Congregation for such members, his or her spouse, or any of his or her minor children. Provided, however, that this section shall not be construed as to permit the burial of any person not of the Jewish faith, and provided that the privilege shall be accorded to or available only to such members as have been members in good standing for the year preceding the death of the deceased, subject to the payment of the perpetual maintenance fee, provided both member and spouse are members of the Congregation.
  - (e) To a seat in the Synagogue for himself, herself, and any members of his or her immediate family at all times. As used in these By-Laws, the immediate family of a member shall consist of unmarried minor children living in the member's household or being supported by the member.
11. Contributing members shall have only the privilege of receiving publications of the Congregation and of maintaining identification with the Congregation and no other privileges.
12. Any members whose scheduled financial obligations are more than twelve (12) months in arrears shall be subject to suspension if, after written notice from the Finance Committee, his or her dues remain unpaid for thirty (30) days. Any member may be expelled or suspended for serious moral conduct. Expulsion or suspension shall not be effected except by a majority vote of the Board Members present and voting.
13. Any application for reinstatement after expulsion or suspension for failure to pay dues and assessment shall be accompanied by payments in full of all arrears of dues and assessments and any dues and assessments which would otherwise have accrued up to the date of reinstatement provided the Board may, for good cause shown, waive payment of any, or all of said dues and assessments.
14. The resignation of a member not in good standing shall not relieve him or her of his/her obligations prior to the date of his/her resignation.

15. New members who are over fifty (50) years of age when joining the Congregation must purchase cemetery plots separately if they desire to be buried at B'nai Zion Cemetery.

#### ARTICLE V - OFFICERS AND BOARD OF TRUSTEES

1. The officers of the Congregation shall be a President, no fewer than two (2) or more than four (4) Vice Presidents, Secretary, Treasurer, and such additional officers as may be needed to carry out effectively the work of the Congregation.
  - (a) The Executive Committee shall consist of the President, who is its Chairman, the immediate Past President, Vice Presidents, Secretary and Treasurer.
  - (b) The President may invite to such Executive Committee meeting, at his or her option, any member whose presence may be necessary or helpful in forwarding the special business for which a meeting is called.
2. To be eligible to serve as an officer, a member must have been a member of the Congregation for at least one year.
3. In addition thereto, there shall be a Board of Trustees, herein referred to as the "Board", consisting of twenty (20) elected representative members of the Congregation; one representative each from B'nai Zion Women's League, and Men's Club and all former Presidents of the Congregation maintaining membership in the Congregation. The representative of Women's League and Men's Club shall be appointed by the respective organizations. The President of the Congregation may at his or her own discretion appoint three (3) appointed members to the Board of Trustees at any time during his or her term of office.
4. Every Officer and Board Member shall continue in office until his or her successor is elected and installed in office. In the event of the resignation, expulsion, or suspension for failure to pay dues and fees, or death of any Board Member, the vacancy thus created shall be filled by appointment to the Board of a qualified person to complete the balance of the unexpired term.
5. The President shall not serve more than two, one-year consecutive terms of office, but this provision may be waived by the Board so that the President may be nominated by the action of the Board for one additional term only. All other officers of B'nai Zion Congregation shall hold office for one year but may be re-elected for additional terms.
6. The President shall preside at all general meetings of the membership and at all Board Meetings and shall be a member ex-officio of all standing and specially appointed committees, shall be a member ex-officio of the B'nai Zion Endowment Foundation, Inc., and shall perform such other duties as may be provided by the By-Laws of the Congregation.
7. In the absence of the President for any cause, or in the event that he or she shall be unwilling or unable to serve for any purpose, his or her duties shall be assumed during such time by a Vice President or any officer.
8. The Vice President shall be Chairman of such standing Committees of the Congregation as the President shall direct. He or she shall be the Liaison Officer between these Committees and the

Board. He or she may appoint a special Chairman to assist him/her in the responsibilities of these Committees.

9. The Treasurer shall, in conjunction with the President or Executive Director, sign all checks issued by the Congregation and perform such other duties as may be required of him/her by the By-Laws. The Treasurer shall be responsible for his/her committees as prescribed by the president.
10. The Secretary shall keep an accurate record of all proceedings of membership and Board Meetings and shall perform such other duties as may be common to his/her office or as may be provided by the By-Laws. The Secretary shall be responsible for his/her committees as prescribed the President.
11. The Board of Trustees, together with the Officers, shall conduct the business of the Congregation. The Board shall meet at least eleven times per year, provided that special meetings may be called by the President or on written request of any five Members of the Board.
12. Twelve Members of the Board shall constitute a quorum provided that one of those present is an officer. A majority vote of those present at such meetings shall be required before any action is taken, except as otherwise provided herein or in the By-Laws.
13. The Board shall have the following powers:
  - (a) Amended as follows: To hire and to discharge all employees of the Congregation and to fix the salary and terms of office of employment of such officials and employees, except the Cantor and Rabbi. The Congregation, after approval by the Board of Trustees, shall have the final determination as to the employment and/or re-employment of any Cantor or Rabbi, and to approve the salary and terms recommended by the Board. The Board of Trustees shall have the right to discharge and to ask for the resignation of the employed Cantor or Rabbi, but said Cantor or Rabbi shall have the right to appeal the decision of the Board of Trustees to the General Membership of the Congregation. It shall be the duty of the Cantor or Rabbi to request the President or the Board of Trustees to call a Special Membership Meeting, and the Cantor or Rabbi to be discharged shall be required to make written request for an appeal to the Congregation within ten days after receipt of written notice of his/her discharge or request for his/her resignation; and it shall be the duty of the President or Board of Trustees to call a Special Meeting within fifteen (15) days after notice of the appeal from the discharged Cantor or Rabbi. The decision of the Congregation shall be final and binding on the Board of Trustees.
  - (b) To pass on applications for membership and on suspensions or expulsions of members.
  - (c) To borrow funds on behalf of the Congregation.
  - (d) To act on resignations of Officers or Board Members, provided that no such resignation shall be accepted unless the person resigning has accounted for and has returned all property of the Congregation for which he/she is responsible or of which he/she may have the care, custody, or control.

- (e) The Board shall have the power to convey or encumber any real property belonging to the Congregation.
  - (f) All auxiliary organizations of the Synagogue shall be under the general supervision and control of the Board and shall be required to make periodical reports of their activities to the Board.
  - (g) To carry out the powers of election and appointment of Officers to the Board of B'nai Zion Endowment Foundation, Inc., as provided in the Charter and By-Laws of said Foundation.
14. In the event that any Officer or Board Member is absent from three (3) consecutive Board Meetings without good cause, the Board may declare the office vacant and may proceed to fill the vacancy as provided herein.

#### ARTICLE VI - COMMITTEES

1. The President shall appoint the following standing committees of which the chairman should either be an officer or Board Member.
- (a) Finance and Budget Committee, whose duties shall be, in addition to such others, as may be provided in the By-Laws.
    - I. To supervise the financial affairs of the Congregation.
    - II. To formulate a budget for each fiscal year.
    - III. To devise ways and means of providing the necessary operating funds for the Congregation, to set up classifications of member dues, to review delinquent member accounts, to approve new membership structure, and to fix other assessments to the members.
    - IV. The expenditure of budget amounts shall not require Board approval. Expenditures over the budgeted amount shall require Board approval.
  - (b) Cemetery Committee, whose duties shall be to take charge of the cemetery and to assure its suitable maintenance, and it shall have the power to sell cemetery plots. It shall perform such other duties as may be provided by the By-Laws, including recommendation of fees to the Board.
  - (c) Educational Committee, whose duties shall be to supervise all educational activities of the Congregation and such other duties as may be provided by the By-Laws, and shall together with the Rabbi formulate educational policies.
  - (d) Building and Grounds Committee, whose duties shall be to see to the proper maintenance of all congregational property and to see that all necessary supplies are obtained for that purpose.
    - I. Enhancement Committee, whose duties shall be to work with the Building and Grounds Committee for placement of furniture, plaques, and memorabilia in the synagogue.

- (e) Membership Committee, whose duties shall be to make all reasonable efforts to obtain new members and to foster an interest by the members in all phases of Congregational activity.
  - (f) Endowment Foundation, whose duties shall be to act within the limits of its own by-laws.
  - (g) Eternal Care Fund Committee, whose duties shall be to raise funds for the use and care of B'nai Zion Cemetery.
  - (h) House Rules Committee, whose duties shall be to oversee the use of the facility and to determine set usage rates.
  - (i) Personnel Committee, whose duties shall be to hire all salaried personnel, to fix, in writing, the details of the duties to be performed by all personnel of the Congregation. It shall also recommend the engagement and disengagement of all other professional staff.
  - (j) Religious Affairs Committee, whose duties shall be to fix, in conjunction with the Rabbi, the religious practices to be observed in the Synagogue and by its auxiliary organizations, and, in conjunction with the Building and Grounds Committee, to see that the appropriate rules of Kashruth, according to Jewish Law, are maintained in the cooking facilities provided by the Congregation.
  - (k) Chevra Kadisha Committee, whose duties shall be to perform the rites and the duties required by the Jewish Laws for ritual burial according to Conservative Judaism.
  - (l) Nominating Committee, whose duties shall be to nominate candidates for elected office in the manner prescribed by the By-Laws.
2. The President may appoint such other Committees as he or she deems necessary.
  3. All Committees shall submit written reports to the General Membership meetings and such further reports to Board Meetings as are deemed necessary by the Board.
  4. The actions of a Committee shall be subject to review by the Board, and any general member may appeal the action of a committee to the Board by giving written notice to the President.

#### ARTICLE VII - GENERAL MEETINGS

1. There shall be at least one (1) meeting of the General Membership each calendar year preceded by fifteen (15) days' written notice to the membership. The President may call a general meeting at any time upon fifteen (15) days' written notice stating the purpose of said meeting.
2. Upon the written request of 10% of general members in good standing, a General Membership meeting shall be called within thirty (30) days of such notice being submitted to the President. Said written request shall contain purposes for said meeting.
3. All General Meetings shall be conducted in the Synagogue unless for any good cause the facilities should not be available.

4. A quorum at any general meeting shall consist of twenty-five (25) general members in good standing to vote, and one of those present must be an Officer. No business shall be conducted at any meeting at which a quorum is not present.

#### ARTICLE VIII - ELECTIONS

1. Election of Officers and Board of Trustees shall be held annually at the general meeting of the membership.
2. The Officers and Board of Trustees holding office on the date that these amendments to the By-Laws are adopted shall continue in office for the terms for which they were elected, or until their successors are elected and qualified. Upon the expiration of the term of any Trustee, his/her successor shall be elected for a term of three (3) years. All such terms shall be overlapping in such manner that four (4) members shall retire one year: four (4) members the next year; and four (4) members the following year, and shall follow the same cycle every year.
3. All Officers shall be elected for one-year terms, beginning July 1st and expiring June 30th of the following year.
4. All elections shall be conducted by secret ballot, provided that on motion, duly made and carried, a slate of Officers and Trustees presented to the meeting may be elected unanimously, in which event a secret ballot shall not be required. There shall be no vote by proxy excepting that of non-resident members.
5. No member shall be entitled to vote at a General Meeting unless three-quarters of his annual dues for the twelve (12) months immediately preceding the meeting, and all other financial obligations to the Congregation including but not limited to, any charges for burial, tuition for the then current Nursery, Kindergarten or Religious School years, shall have been paid; provided that this section shall not apply to obligations for which the member has made a written commitment to the Congregation.

#### ARTICLE IX - AMENDMENTS TO BY-LAWS

1. These By-Laws may be amended by a two-thirds majority of the members present and qualified to vote at a General Meeting, providing that a quorum is present at such meeting, and provided that the notice of such meeting shall state substantially the purpose of the amendment to be considered.
2. Before any amendment is offered to a General Meeting, the same shall first be submitted to the Board in the form in which it is proposed to be offered at such meeting for its consideration. The approval of the Board shall be required before the amendment is offered.
3. These By-Laws shall take effect immediately upon its adoption by a two-thirds majority of the members qualified to vote at a General Membership meeting.