

Congregation Micah
Constitution and Bylaws
*Revisions Approved by the Board of Trustees Saturday, February 27, 2010 Revisions
Proposed to and Approved by the Congregation Sunday, May 23, 2010 Revisions
Proposed to and Approved by the Congregation Sunday, May 22, 2011
Approved by Congregation Sunday June 14, 2015*

Preamble Mission Statement

Do justice, love mercy, and walk humbly with thy God (*Micah 6:8*)

Together, we at Congregation Micah are committed:

- To learn and teach Torah and the traditions that bind the generations
- To uphold the values of tolerance, respect, and compassion for all people
- To practice *tikkun olam*, heal the ills and injustices of the world through tzedakah and acts of loving kindness

We are a welcoming community in which all may pursue a Jewish life journey.

Article I Name

The name of this organization shall be Congregation Micah, hereinafter referred to as "the Congregation."

Article II Purpose

The purpose of this Congregation shall be to establish and maintain facilities for communal study, worship, and teaching of Reform Judaism, and for promotion of the principles set forth in Article IV below.

Article III Organization

The Congregation shall be a voluntary non-profit association for religious, cultural, and educational purposes, established in accordance with the laws of the State of Colorado. The Congregation shall affiliate with the Union for Reform Judaism (URJ).

Article IV Principles

We believe in the universality of one God who governs all.

We believe that the surest manifestations of God are our spiritual aspirations and the realization of our individual, just responsibilities to others.

We believe that through the study of Torah and in seeking to know God we enrich our community and ourselves.

We believe that we are Israel, a people linked by covenant and history to all Jews in every age and place. Our ancient covenant with God and history is to summon and acknowledge God's presence in our daily lives.

We believe our religious association must be the voluntary choice of free individuals. Within the Congregation itself, members may espouse any beliefs or causes they wish that are in the dynamic spirit of our Reform Jewish tradition. However, no individual may represent as the sentiments of this Congregation any personal allegiance or conviction not already acknowledged by the Congregation.

We believe that ceremonies and rituals have significance as expressions of religious experience when they serve to bring the individual closer to God. We encourage the practice of those ceremonies and rituals that symbolize the enduring spiritual principles of Judaism.

We believe that our daily lives must exemplify our religion.

Article V Membership

Section 1: Election to Membership

The membership is the foundation of the Congregation, its reason for being, and its strength. Applicants are elected to membership upon the approval of the application by a majority of the Board of Trustees.

Section 2: Family Memberships

Jewish tradition is upheld by strong families. The Congregation recognizes that family commitments may take diverse forms. One or two adults, at least one of whom is Jewish, and their dependent children, if any, may hold a family membership. Death or divorce shall not terminate the membership of the surviving or remaining individuals, although any such individual must remain a member in good standing

Section 3. Individual Memberships

Individual memberships are encouraged for those of the Jewish faith, eighteen years of age or over, who wish to join the Congregation.

Section 4: Associate Memberships

Any person or family not of the Jewish faith who shall openly express a commitment to embrace the Jewish faith may be elected to associate membership. The Board of Trustees, in consultation with the Rabbi or Religious Director, may impose such conditions as are appropriate for the continuation of any such associate membership. Associate members are non-voting memberships.

Section 5: Special Memberships

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

Section 6: Dues and Fees

Members shall pay a percentage of their adjusted gross income as determined by the Board as annual dues or such other amount that can be arranged with the Dues Committee. Members shall also pay assessments, and other fees as shall be determined by the Board of Trustees. A member in good standing is defined as one who has met all financial obligations to the Congregation no later than ninety (90) days after they become due. A member who fails to pay any financial obligation due the Congregation within six months after such obligation became due and payable may be suspended and deprived of all membership rights and privileges upon vote of the Board of Trustees, after that member shall have been sent notification by mail of the impending suspension at the members last known address as set forth in the Congregation's business records. The Board of Trustees may waive, extend, or modify any financial obligation due from a member.

Sect/on 7: Removal

The Board of Trustees by two-thirds vote may remove any member who is disruptive. Notice must be given to any member proceeded against, and an opportunity to be heard by the Board of Trustees must be offered prior to the vote on removal.

Section 8: Resignation

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

Section 9: Voting Rights

All members in good standing (as defined in Section 6) shall have the right to vote on all matters coming before meetings of the Congregation. The privilege of voting shall be vested in the individual and, in the case of a family, each of two adults shall have a vote, regardless of their marital status or familial relationship within that household.

Article VI Board of Trustees

Section I: Board Members

Members of the Board of Trustees of the Congregation shall be Jewish members of the Congregation in good standing.

The Board of Trustees shall consist of no fewer than seven and no more than twelve members elected by the Congregation, including officers. All officers shall serve as voting members of the Board of Trustees during their terms of office.

If any officer shall have been a member of the Board of Trustees at the time of election to office, then the terms of office shall run concurrently. In addition to the elected members and officers, the immediate past President of the Congregation may serve up to an additional two years as an ex-officio member with the right to vote.

Meetings of the Board of Trustees shall be open to all members of the Congregation. The Board of Trustees may conduct meetings in closed session for discussion of private or confidential matters at the discretion of the President.

Section 2: Terms of Office

The Congregation elects members of the Board of the Trustees to serve for three years. The Board of Trustees may create shorter terms for Board members at its discretion.

Section 3: Term Limits

No Trustee shall be elected for more than two consecutive three-year terms.

Section 4: Removal of Board Members or Officers

A member of the Board of Trustees or Officer of the Congregation may be removed from the Board only after a 2/3-majority vote of the Board of Trustees and a simple majority vote of members who attend a special meeting for such purposes.

Sect/on 4: Board Responsibilities

The Board of Trustees shall have the general management of the affairs, funds, records, and property of the Congregation. It shall act on all matters of policy, may fill all vacancies on the Board until the next congregational election, recognize auxiliary groups, and perform such other duties as the members of the Congregation in regular or special meetings may prescribe.

Section 5: Board Meetings

The Board of Trustees shall meet once a month, a minimum of nine meetings throughout the year, and, in addition, shall meet at the call of the President or by petition of at least one-third of the members of the Board.

Section 6: Quorum

A majority of the members on the Board of Trustees, including officers and ex-officio members, shall constitute a quorum.

Section 7: Vacancies

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

Section 8: Staff

The Board of Trustees shall have the authority to engage, establish and regularly evaluate the duties, performance, and compensation of, contractors, professional staff, and other employees to assist the officers and Trustees in the performance of their duties.

Section 9: Fiduciary Responsibilities

The Board of Trustees shall designate the financial institution(s) for deposit of congregational funds. The Board of Trustees shall have the authority to borrow money on behalf of the Congregation up to a limit of \$25,000.00 and to pledge for the re-payment thereof any assets of the Congregation. Any borrowing of money by the Congregation, or pledging of assets for the repayment thereof, in a cumulative amount in excess of \$25,000.00 shall be subject to approval by a two-thirds majority of those voting members present at a special or annual meeting.

Section 10: Exemplars

Members of the Board, as the chosen lay leaders of the Congregation, shall individually and collectively set an example to the membership by regular attendance at the Congregation

worship services and by a commitment to Jewish life and an active participation in the life and activities of the Congregation.

Article VII Officers

Section 1: Officers

Officers of the Congregation shall be Jewish members of the Congregation in good standing. All officers shall serve as voting members of the Board of Trustees during their terms of office.

Section 2: Offices and Terms

The officers of the Congregation shall consist of a President or two Co-presidents, one or more Vice Presidents, a Secretary, and a Treasurer, all to be elected for a term of two years, at the annual meeting of the Congregation. These officers shall assume office on the date of their election.

Section 3: President

The duties of the President shall be to act as chairperson at all congregational and board meetings; to appoint standing and other committees; to call special meetings; to sign all legal documents; and to perform such other duties as needed. The President shall be an ex-officio member of all committees appointed pursuant to Article VIII-. The President may call meetings of the officers for such times and for such purposes as the President shall determine. The President shall not serve as such for more than two consecutive years, unless elected by a vote of two-thirds or more of the members voting at the annual meeting.

Section 4: Vice President

The Vice President(s) shall automatically succeed, in order of their designation, to the office of President in case of vacancy and shall act for the President in case of the President's absence or disability. They shall perform such duties as may be assigned to them by the President. The Vice President(s) shall not serve in the same office for more than two consecutive years, unless elected by a vote of two-thirds or more of the members voting at the annual meeting.

Section 5: Treasurer

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 of Trustees. The Treasurer shall report monthly to the Board of Trustees. It shall be the duty of the Treasurer to keep a register of all the members of the Congregation, make a detailed estimate of the income and operating expenses for the ensuing year, to submit an annual budget for the ensuing year, and to assist the executive committee in any financial review of the Congregation's financial records.

Section 6: Secretary

The Secretary shall serve as secretary of the Congregation and of the Board of Trustees. The Secretary shall be ultimately responsible for the keeping of the minutes of both bodies, send out notices of all meetings, and perform such other duties as needed. The Secretary, in the absence of the Vice President(s), shall assume the duties and responsibilities incumbent upon that office.

Article VIII Committees

Section 1: Committees

Membership in committees is open to all members of the Congregation in good standing aged thirteen (13) years and older except where the membership of a committee is specifically set forth in these by-laws.

Section 2: Standing Committees

The following committees shall be standing committees of the Congregation:

- Executive Committee
- Dues Committee
- Nominating Committee

Leadership of the Standing Committees shall be determined by the Executive Committee in consultation with the Rabbi or Religious Director immediately following the Annual Meeting. The chair of each standing committee shall be a Jewish member of the Congregation.

Committee members must be members of the Congregation. Non-members may be appointed by the Board of Trustees to serve as non-voting members of congregational committees.

Other Standing Committees shall be recommended for establishment by professional staff to the Board of Trustees. The Board of Trustees at a regular Board meeting shall approve the establishment of such Standing Committees.

Section 3: Executive Committee

The Executive Committee shall be composed of the officers of the Congregation with the participation of the Rabbi or Religious Director. It shall be the duty of the Executive Committee to serve as counsel to the President and Board of Trustees, establish priority and set the agenda of business to come before the Board of Trustees, act as an interim authority for the working committees, and to provide research and recommendation to the Board of Trustees. It shall be the responsibility of the Executive Committee to arrange for a financial review of the Congregation's financial records by an independent public accountant selected with the approval of the Board of Trustees. Expenditures up to \$500.00 not provided for in the annual budget of the Congregation shall be proposed to the Executive Committee for approval.

Section 4: Dues Committee

The Dues Committee shall be responsible for discussing with potential members a confidential dues arrangement consistent with these bylaws prior to the potential members approval by the Board. In addition, the Dues Committee shall be responsible for obtaining confidential annual pledges from the congregants consistent with these bylaws, shall be responsible for overseeing in a confidential manner that each member is honoring their dues pledge, shall be responsible for overseeing the collection of religious school and adult education fees and costs and shall be responsible for attempting to collect any other debt in the nature of an account receivable owed to the Congregation from a member. Confidentiality shall be maintained by the Dues Committee with regard to dues arrangements and other delinquencies at all times and will only be shared with the bookkeeper and such other persons who need to know and are also willing to maintain the confidentiality of such information.

Section 5: Nominating Committee

Nominations of officers and Trustees shall be made by a Nominating Committee appointed by the President, with the consent of a majority of the Board of Trustees. The Nominating Committee shall consist of the Nominating Committee shall consist of the President of the Board of Trustees as chairperson The Rabbi, one other member of the Board of Trustees, and at least one other member of the Congregation at large.

Section 6: Ad Hoc Committees, Task Forces, and Working Groups

Ad hoc Committees, Task Forces, and Working Groups shall be formed at the discretion of the Board of Trustees as deemed necessary to meet the needs and interests of the Congregation.

Article IX Nominations

Section 1: Slate of Nominees

The slate of nominees from the Nominating Committee shall consist of one nomination for each officer and for each Trustee whose term of office shall expire at the close of the operating year.

Section 2: Nominations of the Nominating Committee

Nominations of the nominating committee shall be reported to the Board of Trustees, and notice of the nominations shall be communicated to the Congregation by mail, e-mail, or other written notice at least thirty days before the annual meeting.

Section 3: Nominations by Petition

Nomination for any elective office may be made by written petition of five members of the Congregation, said nominations to be filed with the Secretary of the Board of Trustees at least fifteen days before the election. Notice of nominations by petition must be communicated to the Congregation by mail, e-mail, or other written notice at least ten days before the election.

Article X Rabbi

Section 1: Affiliation

The Congregation shall be guided in its selection of a Rabbi by the rules and regulations of the Rabbinical Placement Commission of the URJ and the Central Conference of American Rabbis (CCAR).

Section 2: Election of the Rabbi

The Rabbi shall be recommended by a special pulpit committee appointed by the President of the Congregation with the approval of the Board of Trustees. This committee shall recommend to the Board of Trustees a Rabbi to be elected. Upon approval of the Board of Trustees, this recommendation shall be presented to the Congregation at a regular or special meeting. A three-quarters vote of the members present shall be required for the initial election of a Rabbi.

Section 3: Re-election of the Rabbi

Upon the completion of the term of the Rabbi's initial period of service, the Board shall make a recommendation as to the Rabbi's re-election. 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 recommendation of the Board. Following the Rabbi's initial election by the membership, the Congregation shall be guided in reference to the Rabbi's future tenure, life tenure, retirement, or termination of service, as well as Rabbi-Congregation relationship, by the procedures recommended by the CCAR and URJ.

Section 4: Rights and Responsibilities

The Rabbi shall have the right to attend all meetings of the Board of Trustees and the Congregation, except when matters directly concerning the Rabbi's contract and performance are under discussion. The Rabbi shall work with such committees as necessary for the best interest of the Congregation. The Rabbi shall serve as the Congregation's professional in Jewish education, ritual observances, and spiritual leadership. Further details concerning these responsibilities and duties shall be expressly provided for in the Rabbi's employment contract.

Section 5: Religious Director

In the absence of a Rabbi, the Congregation may elect a qualified person to serve as Religious Director. In selecting the Religious Director and in establishing the compensation, benefits, and other terms of employment of the Religious Director, the Congregation shall be guided by the terms of this Article X, to the extent applicable.

Article XI Meetings

Section 1: Annual Meeting

The President shall convene the annual meeting of the Congregation no later than June 30. At this meeting, reports shall be submitted by the officers and Rabbi or Religious Director, and a budget for the coming fiscal year shall be approved. Every member of the Congregation shall be notified by mail, e-mail, or other written notice at least thirty (30) days before the holding of the annual meeting or of any adjourned annual meeting. The slate of nominees, a copy of the proposed budget and ballots for voting will be distributed along with this notice. A quorum as defined in Section 3 below and a majority vote of the voting members present, those who have voted by proxy, or those voting members who have submitted ballots per Section 5 Voting

Procedures shall be required to elect Officers, Trustees, approve the annual budget, and approve any other business requiring a vote by the Congregation.

Section 2: Special Meetings

Special meetings of the Congregation may be called by the President, or at the request of a majority of the Board of Trustees, or on written application of twenty percent of the members who are eligible to vote. The call for a special meeting shall set forth the purpose of the meeting, any ballots for voting, and written notice thereof shall be communicated by mail, e-mail, or other written notice to all members at least fifteen days before the time of such meeting. No business shall be transacted at such meetings except that specified in the call. To the extent that there is a vote required by the Congregation, a quorum as defined in Section 3 below and a majority vote of the voting members present, those who have voted by proxy, or those voting members who have submitted ballots per Section 5 Voting Procedures shall be required.

Section 3: Quorum

Fifteen percent of the members of the Congregation who are in good standing, eligible to vote, and are either present in person, or who have submitted ballots or proxies per Section 5 Voting Procedures, shall constitute a quorum at annual and special meetings.

Section 4: Rules of Order

The Executive Committee shall determine the rules of procedure at a meeting. If no determination has been made as to the rules of procedure at a meeting, Robert's Rules of Order, latest revised edition, shall apply.

Section 5: Voting Procedures

All members eligible to vote may vote either in person, in writing or by electronic means. All written or electronic votes must be received one business day prior to the meeting when such voting shall take place. Votes received in writing shall mean physical, hard copy ballots received by the Temple office staff via mail or hand-delivered. Votes by electronic means shall mean ballots received by Temple office staff via fax machine, email, or other electronic means. Votes may also be cast by proxy according to the proxy process established and in force by the Congregation.

Article XII Fiscal and Operating Years

The fiscal year shall begin on July 1. The operating year shall begin annually after the congregational election at the annual meeting.

Article XIII Prohibited Acts

Section 1: Compensation to Individuals

No member of the Congregation shall as an officer or committee member receive any of the earnings or pecuniary profit from the operations of the Congregation. This shall not prevent the payment of reasonable compensation to any member, consultant, staff member, or employee of the Congregation for services rendered to or for the Congregation in carrying out any of its tax-exempt purposes. In the event a congregant or congregants uses temple materials or resources to produce a product or service which can be marketed and sold within or outside the Congregation,

all intellectual property and proceeds from these sales will be the property of the Congregation unless expressly stated otherwise by a written resolution of the Board of Trustees.

Section 2: Prohibitions on Tax Exempt Organizations

Notwithstanding any other provision of these bylaws, no officer, employee, director, or representative of the Congregation shall take any action or carry on any activity by or on behalf of the Congregation not permitted to be taken or carried on by an organization exempt under section 501 (c)(3) of the Internal Revenue Code and regulations promulgated thereunder, as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under section 170(c)(2) of such code and regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

Article XIV Indemnification

The Congregation shall indemnify its directors, officers, employees, and agents to the maximum extent allowed and pursuant to the procedures established by Section 7-22-101.5 and Article 109 of Title 7 of the Colorado Revised Statutes, as such provisions may be amended or replaced.

Article XV Real Estate

Before any contract shall be entered into for the purchase, sale, or encumbrance of real estate by the Congregation, the Board of Trustees shall ascertain all of the material facts and submit these facts, in writing, to the Congregation at a regular or special meeting called for that purpose. It shall require a vote of two-thirds of the members present to authorize any purchase, sale, or encumbrance of real estate.

Article XVI Amendments

Section 1: Amendment Process

Amendments to the Constitution and by-laws may be initiated either by the Board of Trustees or by at least twenty percent of the members of the Congregation eligible to vote, and shall be filed with the Secretary of the Board of Trustees. Such amendments shall be acted on at the next regular meeting of the Congregation or at a special meeting called for that purpose. Copies of the proposed amendments shall be communicated by mail, e-mail, or other written notice to each member along with the notice of the meeting at least fifteen days prior thereto. An affirmative vote of three-fourths of the members present and voting shall be necessary to adopt any amendment.

Section 2: Revision Note

Submitted by the By-laws Committee for acceptance February 27, 2010. Submitted to the Congregation at the Annual Meeting, Sunday, 23 May, 2010. Submitted to the Congregation at the Annual Meeting, Sunday, 22 May, 2011. Approved by the Congregation at the Annual Meeting, Sunday June 14, 2015.