

**ORGANIZATION AND BY-LAWS**  
**of**  
**CONGREGATION BETH ISRAEL NER TAMID**

Milwaukee, Wisconsin

Beth Israel was incorporated May 25, 1901 as a “Religious Society.”

Original By-Laws adopted May, 1904

Amendments to the original By-Laws were adopted April 8, 1959 at which time the name of the congregation became Congregation Beth Israel, Inc.

Further amendments were adopted May 15, 1966; May 19, 1970; May 10, 1972; May 16, 1973; May 15, 1974; May 14, 1975; May 13, 1981; May 1982; May 1988; May 1998; June 2005; June 13, 2011; and August 27, 2012.

Pursuant to the amendments adopted August 27, 2012, the name of the congregation became Congregation Beth Israel Ner Tamid, Inc. as the spiritual families of Congregation Beth Israel, Inc and Beth El Ner Tamid Synagogue were joined together.

ARTICLE I.

Name

This congregation shall henceforth be known as Congregation Beth Israel Ner Tamid, Inc.

ARTICLE II.

Object

The purpose of this congregation shall be to establish and maintain a synagogue and such educational, religious, social, and recreational activities as will help further the cause and the objectives of the synagogue and conservative Judaism, to cultivate a love and understanding of the Jewish heritage, to take, manage, hold, and dispose of property, real and personal, necessary to effectuating these purposes, and to provide, own, and maintain a cemetery.

ARTICLE III.

Administration

Section 1. The management and administration of this congregation shall be vested in a Board of Trustees (“Board”), which shall have the custody and control of corporate property and make rules and regulations for the use of the same and for the care, improvement, and management of the property of the corporation, subject, however, to the provision in these By-Laws contained. The Board shall keep accurate records of all its proceedings and of all its business meetings.

Section 2. The Board shall consist of the President, the four (4) Vice Presidents, the Secretary, the Treasurer, the President of the Men's Club, the President of the Sisterhood, the President of any other Auxiliaries, twelve to eighteen (12 to 18) Trustees elected from the membership at large, the Lifetime Trustees eligible under Section Five (5) of this Article, all Past Presidents of the congregation, the superintendent of the Cemetery, and all duly appointed Gaba'im.

The Board shall be responsible for all major expenditures and the disposal of the congregational funds and property but shall not invest any of the funds of the congregation or the cemetery in any investments which are not regular for trust funds under the laws of the State of Wisconsin nor set aside any funds which would avoid the necessity of the President and Treasurer signing withdrawal vouchers or checks. Notwithstanding the foregoing, without the affirmative majority vote of the congregation (at either the annual meeting or a special meeting duly called for such purpose) the Board shall not sell, transfer, convey, mortgage, assign or otherwise dispose of by deed, land contract, assignment, option or otherwise, any asset owned by the congregation (whether title thereto be held by the congregation, by the Board, or otherwise) if such asset has a fair market value of \$100,000.00 or more; nor shall the Board, without such approval, enter into any agreement to lease or lease any asset having such a value, or agree to purchase or purchase any asset having a value of \$100,000.00 or more; or contract for or make any expenditure of \$100,000.00 or more.

Section 3. At each annual meeting of the congregation, four to six (4 to 6) Trustees shall be elected by ballot from the voting membership, each to hold office for a term of three (3) years. Before being eligible to be voted upon as a Trustee, such member shall be in good standing and shall have been a member for at least one full year.

Section 4. In case of failure to hold an annual election or failure to elect the Officers or the Trustees as in these By-Laws provided, the Officers and Trustees whose term of office would otherwise expire shall hold office until their successors shall have been elected and shall have qualified.

Section 5. After having served two successive terms of three (3) years each, a member shall not be eligible for election as a Trustee for a term commencing earlier than the first annual meeting following the expiration of such second full term, except for Lifetime Trustees who shall serve for life, providing such member shall remain in good standing as a member of the congregation. A member shall be eligible to become a Lifetime Trustee after s/he has completed at least twenty (20) years as a member in good standing of this congregation, has reached his/her sixty-fifth (65) birthday, has served at least two (2) successive terms as a Board Member, and has applied for and received approval of at least two-thirds of the Board who are present at the meeting when a vote is taken. Prior to such vote, all Trustees and Officers of the congregation shall be given at least ten (10) days notice of the application. The number of Lifetime Trustees eligible shall be limited to no more than 15% of the number of members constituting the Board.

Section 6. The Board shall hold regular meetings at least once during each calendar quarter, exclusive of the annual meeting of the congregation. Regular meetings shall be held on Mondays or on such days as the Board may designate. A quorum shall consist of fifteen (15) members of the Board as described in Article III, Section 2. Matters

may be decided by a simple majority of Board members present. However, those matters pertaining to the contracts of the Rabbi and Cantor shall be decided in accordance with Articles VII and VIII, respectively.

Section 7. Special meetings of the Board may be called by the President at his/her discretion and must be called by him/her at the written request of seven (7) members of the Board. Said request shall state the reason for and the purpose of the meeting. In the event that the President fails to issue a call for such a special meeting within five (5) days after being requested to do so, any other Officer may issue such call. A special meeting must be held within fourteen (14) days after such notice has been given.

Section 8. The elected Trustees shall also constitute themselves as a cemetery committee with the responsibilities as more fully set forth in a following Article.

Section 9. Any elected member of the Board who has been absent from more than one third (1/3) of the Board meetings held during the period between regular annual meetings of the congregation shall forfeit the remainder of his/her term and/or not be eligible for re-election or re-nomination to a successive term, unless sufficient absences were excused by the President.

Section 10. The Board may designate and empower any number of Board members to perform or do any act necessary to be done by the Board.

#### ARTICLE IV Executive Committee

Section 1. The Executive Committee shall include the President, four (4) Vice Presidents, Secretary, Treasurer, President of the Men's Club, President of the Sisterhood, and for one (1) year, the immediate Past President of the congregation. In addition, two (2) members will be elected by the Board, and the President may appoint two (2) members. Seven members will constitute a quorum.

Section 2. The Executive Committee shall have authority to pass on appropriations under the amount of \$7,500.00. Sums larger than this must be brought to the Board for its approval.

Section 3. The Executive Committee is to meet on the first Monday of each month and/or on any date determined by the President.

Section 4. The Board may delegate to the Executive Committee any further authority it so desires.

## ARTICLE V Meetings

Section 1. The annual meeting for the election of Trustees and Officers and other business shall be held during the first two weeks of June on a date designated by the President or the Board. Notice of the annual meeting shall be given by the Secretary of the congregation in writing by mail to all members of the congregation in good standing directed to their addresses as they appear on the books of the congregation and sent not less than ten (10) days prior to such meeting.

Section 2. Voting at all meetings of the Board and of the congregation shall be in person and no proxy shall be permitted or valid. Only members in good standing can vote.

Section 3. At the annual meeting reports shall be submitted by the President, the Rabbi, and by any auxiliaries or committees that may so desire, or as may be directed so to do by the President. A budget for the coming year shall be approved by the congregation.

Section 4. Special meetings of the congregation may be called by the President or pursuant to a resolution of the Board and shall be so called upon written request signed by at least twenty (20) members in good standing. The Secretary shall then give notice accordingly. Said request shall state the reason for and the purpose of the meeting. In the event that the President fails to issue the call within ten (10) days after being so requested to do, any Vice President may issue such call.

Section 5. No business shall be transacted at such a special meeting of the congregation except for the purpose stated in the call, without the unanimous consent of all members present at such meeting. Notice of such special meeting shall be given by the Secretary of the congregation by mail to all members in good standing directed to their addresses as they appear on the books of the congregation and sent not less than ten (10) days nor more than thirty (30) days prior to such call.

Section 6. At all meetings of the Congregation, regular and special, a quorum for the transaction of the business shall consist of at least 85 members eligible to vote, or 20% of the members eligible to vote, whichever is less. If a quorum is not reached, those present may adjourn the meeting to some future time, not less than six (6) nor more than twenty (20) days from the date thereof; and the Secretary shall thereupon give at least five (5) days' notice by mail of such adjourning meeting to all members who were absent from said meeting in order to have a quorum present at a meeting.

Section 7. At least four months prior to the annual meeting, the President, with the consent of the Board, shall appoint a nominating committee of six (6) members plus a chairperson. The chairperson of the nominating committee shall be the immediate Past President. If s/he is unable to serve, the chairperson shall be selected by the President with the consent of the Board. The remaining six (6) members of the committee must be congregational members in good standing, no more than three (3) of whom may be current Officers or Trustees. A member of the nominating committee shall not place his/her own name into nomination for the position of Officer or Trustee. It shall be the duty of the nominating committee to prepare a slate of candidates for all offices to be filled by election at the annual meeting. Not less than forty-five (45) days prior to the annual meeting, such

committees shall file its slate of candidates with the Secretary and the Secretary shall, not less than thirty (30) days prior to the annual meeting, mail to each voting member of the congregation the slate of candidates so filed by the nominating committee. Any fifteen (15) members of the congregation in good standing may present jointly in writing the name or names of any additional candidate or candidates. Such written nomination or nominations shall be filed with the Secretary at least (20) days prior to the annual meeting and the Secretary shall, not less than ten (10) days prior to the annual meeting, mail to each voting member of the congregation the name or names of the candidates so proposed. Only such persons as are included in the slate submitted by the nominating committee and otherwise as aforementioned shall be voted upon at the annual meeting.

Section 8. The Officers to be elected shall be the President, four (4) or fewer Vice Presidents, one of whom may be designated the first Vice President at the discretion of the Board, the Secretary, the Treasurer, and the four to six (4 to 6) Trustees. No member shall be eligible to hold office unless s/he has been a member in good standing for at least three (3) full years. The four to six (4 to 6) Trustees not elected to an office must each be a member in good standing for at least one (1) full year.

Section 9. The President, the Vice Presidents, and the secretary shall each be elected to a one-year term and may be reelected to serve a total of at most four (4) consecutive one-year terms. The Treasurer shall be elected to a one-year term and may be reelected to serve a total of at most seven (7) consecutive one-year terms.

Section 10. In the event of the death, resignation, or incapacity of any Officer or trustee or a vacancy on the board, any successor shall be elected by the Board to fill the vacancy until the next annual meeting of the members of the congregation; or the vacancy may be filled by appointment by the President with the consent of the Board.

Section 11. In mailing the nominations to the members of the congregation, such reports shall include a statement containing the names of all Trustees who have unexpired terms, the names of the persons whose terms are expiring and those nominated to be their successors, and included therewith shall be a copy of this section of the By-Laws stating the manner in which others can be nominated.

## ARTICLE VI Duties of the President

Section 1. It shall be the duty of the President to preside at all meetings, to execute all enactments of the congregation and Board, to sign all orders of the Treasurer, and to take charge of the official seal. S/he shall have the custody of all valuables, papers, and books of the congregation, except such as are in use by the Officers or appointees. S/he shall also appoint all committees when not otherwise provided for, sign all official documents, and give the casting vote at meetings in the event of a tie. S/he shall counter sign all checks, vouchers, and notes together with the Treasurer as may be directed by the congregation or the Board.

## Duties of the Vice Presidents

Section 2. The President shall assign to each Vice President as equitably as possible the supervision of the activities of one or more congregational committees and duties. The Vice President supervising a committee shall be an ex-officio member of such committee. The first Vice President if so appointed, shall assist the President in the discharge of Presidential duties and in the case of death, disability, absence, or resignation of the President, the first Vice President shall discharge all of the duties of the President. In the case of death, disability, absence, or resignation of the President and, if no first Vice President has been appointed, the Board may designate one of the Vice Presidents to act in the place and stead of the President.

## Duties of the Secretary

Section 3. The Secretary shall keep a proper record of all the proceedings of the congregation and of the Board, issue all notices for meetings, carry on all correspondence of the organization and the Board, and sign such instruments or documents as may be necessary to effectuate the proper directions of the congregation or the Board. S/he shall furnish the Treasurer with the names of all persons who have become members of the congregation.

## Duties of the Treasurer

Section 4. The Treasurer shall keep an accurate and correct record of the receipts and expenditures of the congregation and of the accounts between the congregation, its members and others, which records at all times shall be open for inspection by the Executive Committee, Finance and Budget Committee, or Board. The Treasurer shall notify all members of the congregation of their indebtedness to it, receive all moneys which shall from time to time be payable to the congregation, giving his/her receipt therefore, and cause the same to be deposited or invested in the name of the congregation as may be directed by the Executive Committee or the Board. S/he shall make withdrawals upon an order from the President attested to by the Secretary, and then only by check or vouchers signed by him/herself and countersigned by the President, or as provided for by resolution of the Board, provided, however, that at all times two signatures shall be necessary. S/he shall render a written report of the finances of the congregation at all meetings of the Board, at the annual meeting of the congregation and at such other meetings or occasions as s/he may be directed to do so by the congregation or the Board. Said report shall be affixed to the minutes of the meeting at which the same is presented. S/he shall not enter upon the duties of his/her office unless s/he has filed with the Board a bond executed by him/herself and his/her surety conditioned upon the faithful performance of his/her duties, the form and the amount of the bond to be prescribed and approved by the Board. The expense of procuring such bond shall be borne by the congregation.

## Gaba'im

Section 5. With the consent of the Rabbi and the advice of the Chair of the Ritual Committee, the President may appoint Gaba'im to assist the Rabbi and the Cantor at any and all religious services. The total number of Gaba'im at any time shall be at most six

(6). Each Gabbai shall serve until dismissed by the Rabbi or by a majority of the Board at a regular meeting, or until the Gabbai resigns that position.

## ARTICLE VII The Pulpit

The pulpit of this congregation shall be occupied by an ordained Rabbi. The Rabbi shall be selected by a Special Pulpit Committee appointed by the President with the approval of the Board. This committee shall present to the Board its report and recommendations as to appointment, salary, length of contract, and other terms and conditions. Such recommendations shall be acted upon by a majority vote of a quorum of 2/3 of the entire Board as enumerated in Article III, Section 2. The matter shall then be referred to a meeting of the congregation where a majority of members present and in good standing, provided a quorum is present, shall be required for the appointment of the Rabbi. Any renewal, modification, or change in the terms and conditions in the existing contract, or in the negotiation of a succeeding contract shall be determined by a majority vote of a quorum of 2/3 of the entire Board as enumerated in Article III, Section 2, being present.

The Rabbi shall be the spiritual leader of the congregation and shall perform all such duties as may be prescribed by the Executive Committee, the Board, or the President, pertaining to his/her office and in accordance with the customs and regulation of the congregation. S/he shall have the overall responsibility of implementing the aims and objectives of the congregation.

The Rabbi shall confer and advise with the Ritual Committee. The Rabbi shall record with the Secretary of the congregation any marriages, Bar/Bat Mitzvahs, and deaths in the congregation.

The Rabbi shall be an ex-officio non-voting member of the Executive Committee and the Board and may attend their meetings unless specially advised to the contrary by the President.

## ARTICLE VIII The Cantor

The Cantor shall also be selected by a special Pulpit Committee appointed by the President with the approval of the Board. This Committee shall present its report and recommendations to the Board as to appointment, salary, length of contract, and other terms and conditions. Such recommendations shall be acted upon by a majority vote of a quorum of 2/3 of the entire board as enumerated in Article III, Section 2. Any renewal, modification, or change in the terms and conditions of the existing contract, or in the negotiation of a succeeding contract, shall be acted upon by a majority vote of a quorum of 2/3 of the entire Board as enumerated in Article III, Section 2, being present.

The Cantor shall be responsible for the musical program and activities of the Congregation and shall be guided in the performance of his/her duties by the Rabbi and the Ritual Committee as may be appointed for this purpose by the Board.

S/he shall participate in any and all services and perform any duties as may be requested of him/her by the President or designated by the Board. S/he shall not participate in matters, programs, or activities outside of or away from the Synagogue unless s/he shall have the consent of the President.

## ARTICLE IX Membership

### Section 1.

- A. Any person of the Jewish faith shall be eligible for membership.
- B. At all meetings of the congregation, each member shall be entitled to one (1) vote.

### Section 2.

A. Honorary Membership. Such membership may be conferred upon the Rabbi and his/her spouse, the Cantor and his/her spouse and to other persons in the community upon the discretion of the Board.

B. Associate Membership. An Associate Membership is available to a person or family who is a member in good standing of another congregation. Full payment of Associate member-level dues is required in an amount established by the Board. Payment or pledges to a mortgage redemption fund, building fund, or capital fund is not obligatory. Full benefits of membership are applicable with the exception of High Holiday seats, religious school enrollment, and voting privileges which will not be available for associate members.

Section 3. Application for membership shall be made in writing to the Membership Committee which shall report on each application to the Executive Committee for appropriate action.

Section 4. A majority vote of the members present at the Executive Committee shall be required to elect an applicant to membership, subject to the Board ratification.

Section 5. A member may be suspended or expelled by a two-thirds vote of the Board present at any regular or special meeting for any one of the following reasons:

- A. Failure to pay dues or other charges for a period of one year or more.
- B. Conduct which brings discredit or is unbecoming that of a member of Congregation Beth Israel Ner Tamid.

Section 6. A member in good standing is one whose dues and/or assessments are current and has made the required payment on his/her building pledge or any similar pledge, if any part thereof remains unpaid during the past year.

## ARTICLE X

### Dues

Section 1. For the purpose of raising the revenues necessary, the Board shall fix the amount of dues or charges of each member according to his/her means. The system of dues shall make it possible for everyone to become a member and necessary for all to contribute a just share. The Board shall have the right to revise the dues of all members from time to time.

Section 2. The Board may levy special assessments upon the members subject to the approval of the entire membership at a regular or special meeting.

Section 3. A member suspended may be reinstated by the Board on payment of all arrearages and compliance with any conditions that may be set.

Section 4. The resignation of any member shall not relieve such member from the payment of any obligations due at the time of the resignation.

Section 5. A member in arrears for a year or more may, on the vote of the Board, be suspended from membership after thirty (30) days notice in writing to be sent to the member by Registered or Certified Mail to the last address on record; upon suspension, all rights and privileges of the suspended member shall cease.

Section 6. Members in good standing, unless herein otherwise provided, shall have a right to vote on all questions at the meeting of the congregation. Members shall have the right to send their children to the religious school and the confirmation class, to have a Rabbi officiate at Bar or Bat Mitzvahs, at marriage ceremonies, and funeral services of persons in their household or dependents not residing with them, all of which shall be in accordance with such regulations as may be prescribed by the Board from time to time.

## ARTICLE XI

### Cemetery

Section 1. The congregation may acquire and own land and other property for use as a cemetery. The management of such property shall be the responsibility of the Board of Trustees. An annual report shall be rendered to the Board by the Cemetery Committee.

Section 2. The Cemetery Committee shall consist of the President, at least one of the Gaba'im, and a minimum of five (5) additional members, three (3) of whom shall be members of the Board. The balance of the committee shall consist of members in good standing from the congregation at large. The President shall annually nominate the members of the Cemetery Committee subject to the approval of the majority of the Board present at the first meeting of the Board following the Annual meeting of the congregation. The Cemetery Committee shall nominate, and the Board shall elect, the superintendent and an assistant superintendent. The superintendent shall become a member of the Board and the Executive Committee. The Cemetery Committee shall establish and review all charges for cemetery services and shall establish Rules and Regulations for the operation of the cemetery subject to the approval of the Board.

Section 3. The Cemetery is the property of the congregation which is entitled to the use of the surplus funds derived from its management, but it shall be the aim of the congregation to set aside enough money to maintain the cemetery in perpetuity. A special fund must be established for this purpose to be administered by the Committee.

Section 4. If any one or more of the provisions contained herein shall be inconsistent or contrary to the Statutes of the State of Wisconsin with reference to cemetery, the particular provision or provisions shall be superseded by such Statute.

## ARTICLE XII Auxiliary Organizations

Section 1. The congregation shall have such auxiliary organizations as shall from time to time be authorized and constituted by the Board.

Section 2. The activities of all auxiliary organizations of this congregation shall always be conducted in such manner as will advance the best interests of the congregation.

Section 3. The By-Laws and other regulations of all auxiliary organizations shall be consistent with the Constitution, By-Laws, and policy of the congregation.

## ARTICLE XIII Standing Committees

Section 1. At the first meeting of the Board succeeding that of the annual meeting, the President shall appoint the various standing committees.

Section 2. The committees that the President shall so appoint shall include, among others, the following:

- A. Finance and Budget Committee
- B. School Committee
- C. Ritual Committee
- D. Membership Committee
- E. Adult Education Committee
- F. Social Action Committee
- G. Youth Committee
- H. Building and Grounds Committee

Section 3. All activities sanctioned by the Board and all affiliated groups of the synagogue and the activities of the committees shall be subject to the control of the Board and such groups shall be governed by the By-Laws of the congregation and such rules and regulations as may be adopted by said Board from time to time, and the Board may prescribe the duties of each committee.

## ARTICLE XIV

The Board may, before any annual election, create the offices of Financial Secretary and Recording Secretary instead of a "Secretary" or may in turn consolidate the two offices into one.

## ARTICLE XV

### Charges

Section 1. Charges against a Trustee, an Officer elected by the congregation, a Rabbi, a Cantor, or any member, must be submitted by not less than three (3) members. The Board shall then elect a committee of at least three (3) from the members at large at the first meeting thereafter to investigate the same, which committee shall examine the witnesses for both parties and shall permit the accused and the accuser to be present in person or by counsel and shall submit a report of the testimony and proceedings had before them together with their conclusions to the Board, who, if the said charges be sustained by them, shall within ten (10) days thereafter, mail notices to convene a special meeting of the members of the congregation to consider and act upon the report of said committee.

Section 2. A vote by the members of the congregation necessary to sustain charges or expel the accused shall be at least a majority of the members present. However, a quorum of the membership must be present to act.

Section 3. The Board shall have the power by a majority vote to suspend the accused from office or membership until the case shall have been decided by the congregation.

## ARTICLE XVI

### Indemnification

Section 1. The congregation shall to the maximum extent permitted under the Wisconsin nonstock corporation law, as amended, indemnify against liability and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of or volunteered services to the congregation; or is or was serving at the request of the congregation as a director, officer, employee or agent of any committee or of any other congregation or enterprise. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 2. The congregation may supplement the right of indemnification under Section 1 of this Article by the purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.

## ARTICLE XVII

### Amendments

Section 1. The Articles of Incorporation and these By-Laws may be amended by a majority vote of the members present at any general meeting of the membership or at any special meeting called for such purpose upon ten (10) days written notice to the members setting forth the proposed amendments.

Section 2. Any proposed amendment shall be in writing and signed by at least fifteen (15) members of the congregation and shall be submitted to the meeting of the membership next following upon due notice, provided, however, that such proposed amendment shall have first been submitted to the Board which shall consider the same at its next meeting upon ten (10) days notice to the Trustees, which notice shall have appended to it the exact form of the proposed amendment. There shall be also noted on the notice to the members of the congregation the action or failure to act thereon by the Board.

## ARTICLE XVIII

Wherever in these By-Laws the words “synagogue” or “congregation” are used, they shall be construed to be synonymous.

## ARTICLE XIX

Roberts Rules of Order shall be the standard for parliamentary procedure in this congregation in the absence of any other rule or law governing the procedure in a particular situation.