

BY-LAWS OF WOMEN OF TEMPLE RODEF SHALOM
Version XVII
Adopted: January 2020

ARTICLE I Name

This organization shall be known as Women of Temple Rodef Shalom (WoTRS).

ARTICLE II Objectives

The objectives of this organization shall be to provide social, cultural, and educational opportunities to the women of TRS; to provide financial support to the Temple; and to serve as an instrument of TRS in furthering the ideals of Judaism.

ARTICLE III Affiliations

Section 1: This organization shall be affiliated with Women of Reform Judaism (WRJ), an affiliate of the Union for Reform Judaism, and to the best of its ability shall further WRJ's program of service for Jewish and humanitarian causes.

Section 2: This organization and its members are also affiliated with the Mid-Atlantic District of WRJ.

ARTICLE IV Membership

Any woman who is committed to the objectives of this organization shall be eligible for membership and may become a member upon payment of dues.

ARTICLE V Dues

Section 1: The membership year runs from July 1 to June 30. However, any member new to the Temple, joining and paying dues on or after April 1, shall be considered a "paid up member" through the end of the subsequent membership year.

Section 2: Any changes in the amount of annual membership dues shall be submitted to the Board of Directors (Board) at least one (1) month in advance of a vote. The decision shall then be determined by a simple majority of those Board Members present at that meeting, provided a quorum is present.

Section 3: WoTRS shall pay annual dues to WRJ in the amount established by WRJ.

Section 4: WoTRS shall pay annual dues to the Mid-Atlantic District of the WRJ as established by the District.

ARTICLE VI Quorums

Section 1: At any meeting of the Board of Directors, a quorum shall consist of 1/3 of the members of the Board. This refers to individual members, not Board positions.

Section 2: Those Board Members not able to attend a meeting at which a quorum is required shall be able to vote on the issue by absentee ballot, sent in writing (including email or text) to the Recording Secretary no later than 24 hours before the meeting at which the vote is taken.

Section 3: A quorum is not required to conduct business or to take a vote at a scheduled Board meeting with the following exceptions:

- a. Any change in the annual dues. (See Article V, Section 2)
- b. Approval of the final annual budget. (See Article X, Section 4b)
- c. Any amendments and/or revisions to the By-Laws. (See Article XV, Section 3)

ARTICLE VII Elected Officers

Section 1: The elected officers of WoTRS shall be President and President-Elect (hereinafter referred to as "Presidents"), four Vice-Presidents (VP-Administration & Communications, VP-Fundraising, VP-Membership, VP-Programs), Treasurer, Financial Secretary, Recording Secretary, and Corresponding Secretary. No person may hold more than one office during any given term.

Section 2: The term of office for all officers shall commence at the beginning of the fiscal/membership year (July 1) and terminate at the end of the fiscal/membership year (June 30).

Section 3: The offices of President, President-Elect, Treasurer, and Financial Secretary may never be shared. However, the offices of the Vice Presidents, Recording Secretary, and Corresponding Secretary may be shared by two people if the need arises.

Section 4: The elected officers and the immediate Past President shall constitute an Executive Committee to function in an advisory capacity to the Presidents as set forth in Article X, Section 1.

Section 5: The position of Presidents is a two-year commitment -- the first year as President-Elect and followed immediately in the second year as President. Therefore, there will be an election of a new President-Elect every year, whether or not there is an election of all other officers. A President can be re-elected after a break in service to the position of President-Elect.

Section 6: All other officers shall be elected to serve a term of two years. The Vice-Presidents may serve no more than **two consecutive** terms (4 years) in each VP capacity. The Treasurer, Financial Secretary, Recording Secretary, and Corresponding Secretary may serve no more than **four consecutive** terms (8 years). These officers can be re-elected after a break in service.

Section 7: If the office of President becomes vacant, then the President-Elect becomes President. If the office of President-Elect becomes vacant (either by the President-Elect becoming President or by any other circumstance), then the most recent Nominating Committee shall be reconvened as soon as possible to propose a candidate. A special election by the general membership must then be held to fill the office of President-Elect.

Section 8: When a vacancy in the remaining elected offices occurs, the Presidents shall name a replacement who must be approved by the Board of Directors and who will serve until the next full slate election. When a member is selected to fill an officer's unexpired term of more than one year, that time **shall** count towards the total number of terms she may serve.

Section 9: To be eligible to be an officer of WoTRS, a woman must (1) be a dues-paying member of WoTRS, and (2) previously have served on the WoTRS Board of Directors. The second provision may be waived for all positions other than that of the Presidents by a majority vote of the Executive Committee. The Presidents must also be members in good standing of TRS.

ARTICLE VIII Duties of Officers

Section 1: It shall be the duty of the **Presidents** to formulate the general approach and focus for their administration.

- a. They shall supervise and coordinate the activities of the elected officers.
- b. They shall convene and preside at all meetings of the Executive Committee (see Article X, Section 1)
- c. They shall preside at all meetings of the WoTRS Board of Directors, all general membership meetings, and shall convene special meetings as needed.
- d. They shall determine all Standing committees needed to carry out the objectives of WoTRS, and appoint all chairs of such committees in consultation with the VP assigned to those committees. They shall determine Special Committees as needed, and appoint the chairs of those committees.
- e. They shall make the decisions, in consultation with any/all other appropriate members of WoTRS, in matters that do not require a Board vote in order to meet the overall objectives of the organization.
- f. They shall be ex-officio members of all committees except the Nominating Committee.
- g. They may sign checks in the absence of the Treasurer, and must sign all contracts, agreements, and legal documents.
- h. They, or their designated representative, shall represent WoTRS at meetings of the Board of Directors of Temple Rodef Shalom and its committees, including all duties specified in the TRS Congregational Board of Directors handbook. This includes meeting with the WoTRS Staff Liaison on a regular basis.

Section 2: It shall be the duty of each **Vice-President**, in conjunction with the Presidents, to formulate plans for their portfolio that carry out the general approach and focus of the current administration. They shall oversee the activities of all committee chairs assigned within their jurisdiction and serve as ex-officio members of said committees.

Section 3: It shall be the duty of the **Treasurer** to be custodian of WoTRS' funds. She shall assume responsibility for payment of all WoTRS' bills, including National and District dues. She shall present a financial report at all meetings of the Board, present an Annual Report after the books are closed at the end of the fiscal year, and be responsible for preparing WoTRS' books for audit and/or other appropriate review. She shall serve as chair of the Budget Committee.

Section 4: It shall be the duty of the **Financial Secretary** to collect/receive and deposit all money due to WoTRS. She shall also work with the Temple staff to assure that all monies due to WoTRS are processed and received. She shall provide a monthly report of those monies to the Treasurer.

Section 5: It shall be the duty of the **Recording Secretary** to keep minutes of the meetings of the Board and disseminate to same. A set of fully corrected and approved minutes for each year shall be submitted for the archives.

Section 6: It shall be the duty of the **Corresponding Secretary** to carry out all correspondence as directed by the Presidents.

ARTICLE IX Board of Directors

Section 1: The Board of Directors shall consist of the elected officers, the immediate past President, chairs of all Standing and Select committees, and other such positions appointed by the Presidents. All members of the Board of Directors are expected to be members of WoTRS in good standing.

Section 2: The Board shall hold regular monthly meetings; no meeting need be scheduled for July or August. Special meetings may be called by the Presidents or must be called upon a written request by twelve (12) members of the Board. Regularly scheduled Board meetings may be rescheduled if necessary. If a vote is required before the next Board Meeting, voting by e-mail is permitted.

Section 3: The Board shall have general supervision of the activities of the organization, including, but not limited to:

- a. Actively supporting the objectives of the organization.
- b. Approving the budget prepared by the Budget Committee, and any supplemental expenditures after Budget approval.
- c. Approving any new policies or changes to existing policies.
- d. Approving the disbursement of all charitable donations.

Section 4: All Board Members shall be required to submit a report at the end of each year outlining the duties and responsibilities (including any challenges and/or recommendations) of their position, which may be used as a reference to the incoming officers. These Year-End Reports will become part of the WoTRS archives.

ARTICLE X Committees

Section 1: The **Executive Committee** shall consist of all elected officers and the immediate Past President.

- a. It shall meet at the discretion of the Presidents, but no fewer than two (2) times per year.
- b. The Presidents shall preside over all meetings of the Executive Committee.
- c. It shall act in an advisory capacity to the Presidents regarding planning, policy, and

finance, and may make recommendations to the Board of Directors. These recommendations must be approved by the Board prior to being enacted.

Section 2: **Standing Committees** are those established to carry out the objectives and obligations of the organization.

- a. Each committee shall consist of the Chair or Chairs, their Vice-President, and additional members as needed.
- b. Chairs, except for the Chair of the Nominating Committee (See Article XII, Section 3), shall be appointed by the Presidents in consultation with the Vice-President responsible for overseeing the Committee. These Chairs shall serve as Board members for a term of two years, when applicable.
- c. Each Committee Chair shall be responsible for keeping their Vice President and the Board informed of the Committee's activities.

Section 3: **Special Committees** may be convened by the Presidents to address a specific issue or event as needed.

Section 4: There shall be a **Budget Committee**, chaired by the Treasurer.

- a. The committee shall be comprised of the Treasurer and the Presidents. In addition, the committee shall also include the incoming President-Elect, and the Treasurer-elect when applicable.
- b. It shall present a proposed preliminary budget for the next year's activities to the Board for its approval no later than the June Board meeting. This approval requires a simple majority of those present. The final version of the proposed budget shall be presented to the Board for its approval at the September Board meeting. This final approval does require a quorum to be present and shall be approved by a simple majority. If no quorum is present at the September Board meeting, approval of the final budget shall take place by e-mail vote with the same requirements as would have been in place at the September Board meeting. The Treasurer shall have the authority to disperse funds in accordance with the preliminary budget until the final budget is approved.

ARTICLE XI Finances

Section 1: The fiscal year shall commence July 1 and end June 30.

Section 2: WoTRS shall make its financial records available to the TRS Board of Directors, when requested.

Section 3: Every three (3) years WoTRS shall engage an independent CPA firm to provide a "compilation" of the WoTRS' finances. The cost of this compilation will be borne by the WoTRS budget, with the budget setting aside a portion of that amount each year to amortize the expense. In the intervening years, the financial statements will be evaluated by a qualified person, preferably a volunteer member of TRS who is a CPA.

Section 4: All WoTRS activities, events, or committees where money is involved or fundraising transpires, are the fiduciary responsibility of WoTRS. “Treasures” (the Judaica Shop), as a semi-autonomous entity of WoTRS, is likewise accountable to WoTRS. Therefore, a minimum of two (2) financial reports, inclusive of income and expenses, must be submitted annually to the WoTRS Treasurer. In addition, Section 3 (above) applies with respect to the yearly review and also the professional review every three (3) years.

ARTICLE XII Nominations and Elections

Section 1: A new Nominating Committee is selected in the year when a full slate of officers will be proposed and will serve for a term of two years. The committee shall be composed of five members, appointed by the Presidents in consultation with the Chair of the previous Nominating Committee and approved by the Board. At least three of the Nominating Committee members must be from the current Board of Directors. No member may serve on consecutive Nominating Committees.

Section 2: The Chair of the previous Nominating Committee shall sit on the Board of Directors until the new Nominating Committee Chair is selected. She shall convene a Nominating Committee meeting no later than the end of January. She shall continue to serve on the new committee in an advisory capacity only.

Section 3: The Nominating Committee shall elect its own Chair from one of the members serving on the Committee, and she shall then serve on the Board of Directors.

Section 4: The Nominating Committee must adhere to the By-Laws of WoTRS when proposing the slate of officers.

Section 5: The Nominating Committee shall present the slate of officers or nominee for President-Elect no later than at the March Board Meeting for approval by the Board. If the Board Meeting must be cancelled for any reason, the report may be presented and voted on by other means of communication.

Section 6: The slate of officers or nominee for President-Elect will be presented to the WoTRS membership via the WoTRS “E-Letter” during the month of April.

Section 7: Approval of the slate of officers or nominee for President-Elect will be via a special E-Letter sent to all WoTRS members during the month of April.

Section 8: The Installation Ceremony for Officers shall occur prior to June 30. However, the term of service commences on July 1 (See Article VII, Section 2).

ARTICLE XIII General Membership Activities

Section 1: Any woman may participate in any and all WoTRS programs and activities; however, all such participants are encouraged to support the organization by paying dues. (For full details, refer to the Membership & Participation Policy.)

Section 2: A minimum of six (6) programs/events shall be scheduled during the year.

ARTICLE XIV Parliamentary Authority

The rules contained in *Robert's Rules of Order, Newly Revised, 11th Edition* shall serve as a guideline for the proceedings of all meetings. The Presidents may appoint one in whose ability they have confidence to serve as Parliamentarian during the term of office of said Presidents.

ARTICLE XV By-Laws Amendments and Revisions

Section 1: Five years after the approval of the current By-Laws, a Special Committee shall be appointed by the Presidents for the purpose of reviewing those By-Laws. The Parliamentarian shall chair this committee and shall consult with the Presidents in selecting committee members. In the interim, the Presidents may reconvene the previous By-Laws Committee if it is deemed appropriate.

Section 2: This committee shall have the final jurisdiction for proposing amendments and revisions to the By-Laws.

Section 3: Those proposed amendments and/or revisions to the By-Laws must be submitted to the Board of Directors before they are adopted. Proposed amendments and/or revisions will be approved in the following manner:

- a. A copy of the current and proposed By-Laws will be distributed to the Board ten (10) days prior to the Board Meeting at which is scheduled an initial review and discussion of the proposed changes.
- b. At the next scheduled Board meeting there will be an opportunity for further discussion if necessary.
- c. At the third consecutive Board meeting, a vote will be taken without further discussion. The vote will require a quorum, which will include those present and those voting by absentee ballot. Approval will require 2/3 of those voting.

Section 4: These amended By-Laws shall become effective immediately upon approval by the Board.

By-Laws Committee:

Su Hale, Chair
Sara Ratafia-Brown
Judy Burkitt
Mary Ann Kennedy
Bernice Porrazzo