

**BYLAWS OF
CONGREGATION KOL AMI. INC.
Version 6/13/2010**

ARTICLE I

Name

This Congregation shall be known as Congregation Kol Ami, Inc.

ARTICLE II

Purpose

The purpose of this Congregation shall be to worship God in accordance with the faith of Judaism; to cultivate a love and understanding of the Jewish heritage; to stimulate fellowship in the Jewish community; to strengthen the bonds of loyalty with the Jewish people everywhere; and to promote the principles of righteousness in society at large.

ARTICLE III

Mission Statement

The mission of this Congregation shall be to create a warm, welcoming and inclusive Reform Jewish Congregation that promotes Judaic values, continuity, spiritual growth and a sense of community through participatory worship, education, outreach and Mitzvot.

ARTICLE IV

Practices and Affiliation

The Congregation shall follow the currently accepted practices of Reform Judaism. The Congregation shall affiliate with the Union For Reform Judaism (the "Union") and it shall subscribe to and abide by the Constitution and By-Laws of the Union, including, but not limited to, the obligation to pay dues assessed upon it by the Union.

ARTICLE V

Membership

Section 1. A member of the Jewish faith, by birth or by choice, may submit an application to the Membership Committee. Upon completion of the application, the Membership Committee will inform the Board of Trustees of the acceptance of a new member.

Section 2. The unit of membership shall be the individual, or in the case of married persons, the family, if so desired. Members of the family over twenty-one (21) years of age, who are self-supporting are not considered in the latter category. For voting purposes, an individual member will get one vote and a family will get two votes. The non-Jewish spouse of

a member who so wishes shall be considered a member. A non-Jewish spouse may continue affiliation upon the end of the marriage and the children are entitled to a Jewish education in the Religious and Hebrew Schools.

Section 3. The Spiritual leader(s) membership dues and special assessments shall be waived during their tenure. Such waiver may be extended at the discretion of the Board of Trustees.

Section 4. For the purpose of raising the revenues necessary for the maintenance of the Congregation, the Budget and Finance Committee shall establish a structured dues system. Such system and any subsequent changes must be subject to approval by the Board of Trustees. Upon written request, dues of any member may be adjusted by the Treasurer and the Membership Chair.

Section 5. The Board of Trustees may levy special assessments upon the members of the Congregation subject to the approval of the Congregation, at regular or special meetings.

Section 6. Dues are payable within 30 days of the Invoice Date for all member categories. A member in arrears for sixty (60) days from such due date may, upon recommendation of the Budget and Finance Committee and concurrence by the Board of Trustees, be suspended from membership with thirty (30) days prior written notice. Such notice will be sent to the member by registered or certified mail to the last address on record in the books of the Congregation. Upon suspension, all rights and privileges of the suspended member in the Congregation shall cease.

Section 7. A member thus suspended shall be reinstated upon resolution of arrearages.

Section 8. The resignation of any member shall not relieve that member from the payment of any obligation due the Congregation at the time of resignation, nor shall said member be entitled to reimbursement/refund of any previously paid dues, naming rights, building fund, etc.

Section 9. An Associate member is one who holds full membership in good standing with another Jewish Congregation in the Kansas City area. Upon payment of dues assessed to Associate members they shall be entitled to all privileges of the Congregation except the right to vote and to hold office.

Section 10. A member in good standing shall be entitled to the following privileges:

- A. The right to vote at all Congregational meetings.
- B. The right of his/her children to receive religious education and to become Bar/Bat Mitzvah and Confirmation in the Congregation.
- C. The right to participate in all activities of the Congregation.
- D. The right to election as an officer or member of the Board of Trustees except that all

officers must be members of the Jewish faith by birth or choice.

Section 11. A person actively converting to Judaism (actively participating in a conversion program) shall be entitled to the following privileges: his or her children will be allowed to attend Religious School.

Section 12. Exceptions to Section 11 will have to be approved by the Board after recommendations by the President and Spiritual Leader.

ARTICLE VI

Board of Trustees

Section 1. The business and property of the Congregation shall be managed by a Board of Trustees. The Board of Trustees shall be members in good standing and shall be normally composed of fourteen (14) members: eight (8) elected Trustees; five (5) officers as hereinafter provided for; and the immediate past-president, who shall also be a voting member of the Board, serve until replaced by the next outgoing President completing his or her term of office and will be eligible for reelection to the Board after an intervening period of at least one year. The past-president shall not be eligible for nomination to another office while actively serving on the Board as past-president. Spouses and partners shall not serve on the Board of Trustees at the same time.

Section 2. The Board of Trustees, during the interval between annual meetings of the Congregation, shall have full authority to manage the business of the Congregation, submitting a statement of its proceeding at the annual meeting of the Congregation.

Section 3. Each Trustee shall be expected to serve actively on at least one (1) Standing Committee.

Section 4. The term of office for the Board of Trustees shall be two (2) years. A Trustee may be elected and serve office for not more than two (2) consecutive terms, unless they continue to serve as an elected officer, and can be reelected only after an intervening period of at least one year following last service on the Board as either a member or an officer. A member filling an unexpired term (See Section 6) is eligible for reelection to two full two-year terms. A Board member will remain eligible for nomination as an officer for 3 years following completion of his or her term of office on the Board.

Section 5. The membership of the Congregation shall elect Trustees of the Congregation at a regular Congregational meeting scheduled annually in June following submission of names of candidates by the Nominating Committee, as provided in Article IX, Section 5.

Section 6. Four (4) of the eight (8) Trustee positions (excluding officers) shall be open for election annually, allowing for a yearly rotation of four (4) of the Trustees.

Section 7. Vacancies on the Board of Trustees may be filled for the balance of the unexpired term by the remaining Trustees at any regular or special meeting of the Board of Trustees.

Section 8. The regular meetings of the Board of Trustees shall be held once each month on the third (3rd) Tuesday of each month with the exception of holidays or unforeseen major events that would affect attendance by the majority of the Board Trustees. In the President's absence, the Vice President by seniority in membership in Kol Ami shall serve as Chair of the meeting. Special meetings of the Board of Trustees may be called at the discretion of the President.

Section 9. If there is a disagreement on interpretation of the Bylaws, the matter shall be referred to the Board of Trustees for final determination.

Section 10. A quorum for the transaction of business at any regular or special meeting of the Board of Trustees shall consist of a majority of the members.

Section 11. A Board of Trustees member who misses three (3) consecutive regular meetings of the Board may be removed by action of the Board of Trustees.

ARTICLE VII

Officers

Section 1. The officers of the Congregation shall include but not be limited to: President, 1st Vice-President, 2nd Vice President, Secretary and Treasurer.

Section 2. The elections for officers will be held every two (2) years.

Section 3. The membership of the Congregation shall elect Officers of the Congregation at a regular Congregational meeting scheduled in June following submission of names of candidates by the Nominating Committee, as provided in Article IX, Section 5.

Section 4. All offices shall be filled by individuals who are current members of the Board of Trustees or have served on the Board anytime in the previous 3 years and are members of the Jewish faith by birth or by choice.

Section 5. With the exception of the Treasurer, all officers shall serve for a two-year term and are eligible to be reelected for a second consecutive term to the same office. The Treasurer shall serve for a three-year term and be eligible for reelection for a second consecutive term. With the exception of the outgoing President, the other officers are eligible to be elected to any office other than the one just completed. The outgoing President shall become a member of the Board of Trustees as past-president, shall serve until replaced by the next outgoing President, and is not eligible for election to any other office during service on the Board as past-president. At the end of his/her term on the Board, the immediate past-president is eligible to be elected to any office other than President.

Section 6. It shall be the duty of the President to:

- A. Preside at all meetings of the Congregation and Board of Trustees and direct business in accordance with the order of procedure. The President shall appoint Committee chairs and shall be an ex-officio member of all Committees with the exception of the Nominating Committee; may call special

meetings of the Board of Trustees and the Congregation; is authorized to sign all legal documents in the name of the Congregation at the direction of the Board of Trustees; and shall perform such other duties as are appropriate to the office.

- B. Enforce the By-Laws of the Congregation.
- C. Serve as the chief executive officer of the Congregation and shall have such general executive powers and duties of supervision and management.
- D. Preside at the meetings of the Congregation and of the Board of Trustees, and in the event where that vote would change the outcome, the President, shall have the power to vote and make or break a tie vote.
- E. Jointly, with the Treasurer and/or Secretary, sign the corporate name of the Congregation to notes, checks or other similar obligations essential to the operation of the Congregation. Together with the Treasurer, execute all notes, deeds, leases, contracts and similar instruments which have been authorized by a resolution of the Congregation or Board of Trustees.
- F. Have the authority to spend sums not to exceed \$1,000.00 in an emergency, without consulting the Board of Trustees; however, the President shall report such expenditures to the next meeting of the Board of Trustees.
- G. Appoint chairpersons of standing Committees and special Committees established by the Board of Trustees or President.
- H. Facilitate and promote the most effective and mutually satisfying working relationship between personnel and Board of Trustees and Congregation membership by fostering a collaborative effort among all those involved in the functioning of the Congregation. Oversee personnel and negotiate and resolve disputes and grievances of any Congregation staff member. Maintain records of annual written performance evaluations and negotiate employment contracts with the advice and consent of the Board of Trustees.
- I. May attend all Standing Committee meetings other than those of the Nominating Committee and may express his/her opinion and make reports.
- J. In the event of the death, absence, disability, inability, resignation or refusal to act of the President, an officer of the Congregation designated by the Board of Trustees shall be vested with all the powers and perform all the duties of the office of President until the return of the President (and approval by the Board of Trustees) or the next officer election.

Section 7. The Vice-Presidents shall perform the duties as outlined by the President and the Board of Trustees.

Section 8. It shall be the duty of the Treasurer to:

- A. Recruit a Budget and Finance Committee that shall consist of a minimum of five congregants plus the past presidents whose terms as president have expired in the last two (2) terms, who reviews, estimates and projects expenditures and revenues for the Congregation.
- B. Preside over all meetings of the Budget and Finance Committee and maintain written minutes of each meeting.
- C. Supervise and maintain the financial records of the Congregation.
- D. Submit an annual budget including a detailed estimate of the income and current expenses for the current fiscal year at the regular meeting of the Board of Trustees no later than the November Board of Trustees meeting.
- E. Annually make a survey of the insurance coverage on the real and personal property of the Congregation and report to the Board of Trustees.
- F. Disburse or review/supervise the disbursement of funds in accordance with the authority granted by the Board of Trustees. Prepare and present monthly financial statements including a balance sheet and statement of revenues and disbursements to the Board of Trustees and an annual report to the Congregation at its annual meeting.
- G. Countersign all checks, notes, and other obligations required to be signed by the President, Treasurer and/or Secretary.
- H. Present an annual financial statement of the assets and liabilities of the Congregation and all special funds, together with the annual receipts and expenditures of the Congregation the preceding fiscal year, to be presented in January to the Board of Trustees; said financial statement to be prepared by a certified public accountant selected by the Board of Trustees with the cost to be borne by the Congregation.
- I. Oversee the portfolio management and investment of all funds of the Congregation. The Budget and Finance Committee shall report annually to the Board, and it shall submit a complete written report of all transactions in connection with each of the funds handled by the Committee during the year. Keep complete records of portfolio activities and make them available at all times for examination and inspection by officers or by the Board of Trustees or Congregation members.
- J. Be responsible for tax compliance and filings.

Section 9. It shall be the duty of the Secretary to:

- A. Be the Secretary to the Board of Trustees.
- B. Attend the meetings of the Board of Trustees and record or cause to be recorded all votes taken and the minutes of all proceedings and present the minutes of annual meetings to the Congregation.

- C. Give notice of the meetings of Board of Trustees.
- D. Inform those elected or appointed by the Board of Trustees or by the President of the Congregation to serve on any Committee as soon as possible after their election or appointment.
- E. Make available minutes of all Board of Trustee meetings to the members of the Congregation so requesting, with the knowledge that said minutes are confidential to members of the Congregation.
- F. Maintain a record or file of all approved minutes of all Board of Trustees meetings.
- G. Countersign all checks, notes, etc. as authorized by the Board of Trustees.

ARTICLE VIII

Executive Committee

Section 1. The Executive Committee shall consist of the officers of the Congregation.

Section 2. The Executive Committee shall serve as an advisory committee to the President on conduct of the day-to-day activities of the Congregation.

Section 3. The Executive Committee shall meet from time to time at the request of the President of the Congregation.

ARTICLE IX

Committees

Section 1. The President shall appoint Chairs of all Committees for two-year terms to coincide with the President's term of office.

Section 2. The Chairs shall be retained or relieved of their positions at the pleasure of the incoming President.

Section 3. It is not a requirement for the Chairs to be an Officer or Trustee of the Congregation.

Section 4. Minutes shall be kept of all meetings, and a report of each Committee meeting shall be presented to the Board of Trustees when requested.

Section 5. The Standing Committees are:

A. Bylaws Committee – This committee shall establish, review and revise the Congregation's bylaws to reflect changes as necessary.

B. Budget and Finance Committee
See Treasurer, Article VII, Section 7.

C. Fundraising Committee - It shall be the duty of the Fundraising Chair to:

- (i) Recruit Committee members that will oversee the development program of the Congregation and recommend and coordinate all fundraising activities of the Congregation.
- (ii) Preside at all Fundraising Committee meetings, and maintain a file of written minutes of each meeting.

D. Education Committee - It shall be the duty of the Education Chair to:

- (i) Recruit a Committee that will be responsible for setting goals, direction and make curriculum recommendations for the Congregation's Religious Education program including the Religious School, Hebrew School, B'nai Mitzvah Program and adult study programs in cooperation with the Cantor/Spiritual Leader and the Education Director.
- (ii) Preside at all Education Committee meetings, and maintain a file of written minutes of each meeting.
- (iii) Together, with Committee members, recommends salaries of the teachers to the Budget Committee.
- (iv) Together, with Committee members, develops and implements goals and objectives along with age appropriate social and religious events for the Congregation's youth.

E. Facilities Operations Committee

It shall be the duty of the Facilities Operations Chair to:

- (i) Recruit a Committee that will be responsible for overseeing the physical condition and maintenance of property and buildings. Develop and communicate policies and rules regarding safety and security of persons within the buildings and premises subject to the approval of the Board of Trustees.

F. Gardening Committee – It shall be the duty of the Gardening Committee Chair to recruit a committee to oversee the design, installation and care of plantings on the grounds of the Kol Ami facility.

G. Hospitality Committee

It shall be the duty of the Hospitality Chair to:

- (i) Recruit a Committee that will be responsible for coordinating food service for Shabbat Onegs and Shabbat Dinners. Develop guidelines for Oneg Shabbat sponsorship. Create a friendly inviting atmosphere to impact attendance and involvement, and thereby encourage new members to affiliate.

H. KARES Committee – It shall be the duty of the KARES Chair to recruit a committee that will be responsible for providing outreach to members in times of need as well as seeking to involve and offer individualized assistance and programming for the elderly members of Kol Ami to insure their spiritual and physical needs are met. The committee will communicate to the sick and lonely by e-mail, telephone and cards; they will work with the Spiritual Leader in providing spiritual and physical needs when a death occurs within the Congregation, which may involve providing meals, house sitting, transportation, etc.

I. Legal Committee

On call to handle the Congregation's legal matters and to research the law as needed. Committee chair must be a practicing attorney in either private practice or as in-house counsel.

J. Marketing/Communications Committee

It shall be the duty of the Marketing/Communications Chair to:

- (i) Recruit a Committee that will define goals, objectives and marketing strategies that promotes Congregation Kol Ami to the public, enhances professional image of the Congregation as a Reform Jewish Congregation and keeps members informed of Congregational business, events, etc.
- (ii) Preside at all Marketing/Communications Committee meetings, and maintain a file of written minutes of each meeting.
- (iii) Assign Committee members to take photos of all Congregational events as well as write and circulate press releases with photographs about Congregational events to the Jewish Chronicle, secular newspapers and other media. Increase awareness by establishing and maintaining positive relationships with the media.
- (iv) Together, with Committee members design and maintain a Congregational website that will keep Congregation members as well as the public updated and apprised of all events and social justice issues.
- (v) Together, with Committee members, create a venue for communicating with Congregational members who do not use the computer, i.e. phone tree, newsletter, etc.
- (vi) Together, with Committee members, design, print and distribute membership brochures to recruit new members; design and place advertisements to recruit new members; design, print and distribute a newsletter, flyers to inform members of Congregational activities, current news, etc.

K. Membership Committee

It shall be the duty of the Membership Chair to:

- (i) Recruit a Committee that will stimulate interest in Congregation Kol Ami, create a plan for soliciting the membership of all eligible families or individuals, plan and implement prospective member events, meet with interested families and individuals and assist them with the membership process. The Committee will not directly solicit current members of other Congregations, but will respond to all inquiries. If possible, assign a member of the committee to keep an updated membership directory.
- (ii) Preside at all Membership Committee meetings, and maintain a file of written minutes of each meeting.
- (iii) Together, with Committee members develop a program that will welcome new members with special programs and/or gifts and help to integrate new members into the Congregational life.
- (iv) Recommend to the Budget and Finance Committee and the Board of Trustees and review a schedule of dues for members according to their means.
- (v) Together, with Committee Members develop a plan that involves and integrates all members of the Congregation in the varied activities of Congregational life.

L. Nominating Committee - The Nominating Committee shall consist of four members appointed by the President and four members solicited from the congregation. The President will call the first meeting of the committee, which will then elect its own Chairperson. Members of the Nominating Committee may not be nominated to serve as a Trustee or Officer. The Nominating Committee will present a slate of 1 to 3 candidates for each office and a list containing 1 to 3 candidates for each vacant Board position. The report of this Committee shall be sent to the Congregation by electronic or postal mail no later than thirty (30) days in advance of the annual meeting. Additional nominations from members of the congregation in good standing will be placed on the election ballot if received in the office of Kol Ami no later than fourteen (14) days prior to the annual meeting and accompanied by the nominee's stated desire to be on the ballot. No other nominations shall be made at the annual meeting. Officers will be elected by plurality vote. Vacant Board positions will be elected by the top vote getters from the list of nominees for the number of positions open. In the event of a tie vote, a runoff election will be held immediately among those tied to break the tie.

M. Personnel Committee - It shall be the duty of this Committee to facilitate and promote the most effective and mutually satisfying working relationships between all Congregation personnel and the Board of Trustees and Congregation membership. The work of this Committee shall be guided by the principle of fostering a collaborative effort among all those involved in the functioning of the Congregation. The Committee will be composed of the President and three appointed persons; one

member of the Board of Trustees and two members—at-large, all appointed by the President.

N. Social Justice Committee

It shall be the duty of the Social Justice Chair to:

- (i) Recruit a Committee that will study social issues of concern to our community and keep the Congregation informed on the vital issues of our day. Work with organizations and programs that will strengthen the ethical consciousness of the Congregation and the community and develop and implement social justice projects in which the Congregation should be involved.
- (ii) Preside at all Social Justice Committee meetings and maintain a file of written minutes of each meeting.
- (iii) Be responsible for facilitating the social justice life and organizing activities of the Congregation regarding local, national and international issues and concerns.
- (iv) The Chair, nor the Committee, nor the Spiritual Leader, individually or collectively shall issue any public statement related to the deliberation and conclusions of the Committee without prior approval by the Board of Trustees.

O. Strategic Planning Committee - It shall be the duty of the Strategic Planning Committee Chair to:

- (i) Recruit a Committee that will be responsible for examining the overall direction of the Congregation and all of its functions. Formulate and recommend long-range plans, strategic goals and objectives for the Congregation in order to enable the Congregation to meet those problems which it will face in the future. The Board of Trustees shall approve any plan so established or adopted by such Committee.

P. Worship Committee

It shall be the duty of the Worship Committee Chair to:

- (i) Recruit a Committee that will work in collaboration with the Cantor/Spiritual leader in determining ritual practices, music and liturgy along with the planning and publicizing of Shabbat worship, holiday celebrations and music programs; develop plans to increase the attendance at worship services and to arrange for hospitality at all services.
- (ii) Preside at all Worship Committee meetings, and maintain a file of written minutes of each meeting.

Q. Other

Any other Committees deemed necessary by the President.

ARTICLE X

Spiritual Leader

Section 1. A special Committee, as broadly representative of the Congregation as possible, appointed by the President shall investigate and report to the Board of Trustees upon the qualifications of the possible candidates and the Board of Trustees shall submit its recommendations to the members of the Congregation to elect a Spiritual Leader.

Section 2. The Spiritual Leader shall be elected by the Congregation at an annual meeting of the Congregation, or at a special meeting called for that purpose by an absolute majority vote of the total votes in the congregation.

Section 3. The Spiritual Leader may be removed upon the vote of 60% of the total votes in the congregation, at any annual meeting of the Congregation or any special meeting of the Congregation called for that purpose.

Section 4. The Spiritual Leader shall have the right to attend all the meetings of the Board of Trustees and the Congregation, except when requested for some special reason, to be absent. The Spiritual Leader shall serve in an advisory capacity to all Committees requesting his/her assistance. The Spiritual Leader shall not be eligible for election as an officer or Board member and cannot vote at congregational meetings.

Section 5. The Spiritual Leader shall be responsible to the Board of Trustees through the President for the satisfactory performance of duties and shall be supervised by the Board of Trustees through the Personnel Committee on the performance of those duties.

ARTICLE XI

Meetings

Section 1. The annual meeting of the Congregation shall be called on the second Sunday in the month of June as fixed by the Board of Trustees. A quorum for the transaction of business at the annual meeting shall consist of twenty percent (20%) of the voting members, but no less than thirty (30) voting members.

Section 2. Notice of time and place of holding any such meeting shall be made by mail, facsimile, or other electronic means at least fourteen days prior to such meeting. Such notice shall include nominees for Officers and Board of Trustees, and other major business items to come before the Congregation.

Section 3. 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 ten percent (10%) of the voting members. The call for a special meeting shall set forth the purpose of the meeting and notice thereof shall be made by mail, facsimile, or other electronic means to such members at least fourteen (14) days prior to the time of such meeting; no business shall be transacted except that specified in the call. A quorum for the transaction of business at the

special meeting shall consist of twenty percent (20%) of the voting members, but no less than thirty (30) voting members.

Section 4. Absentee ballots in writing with the signature of the voting member are allowed at any meetings of the Board of Trustees or at any annual or special meeting of the Congregation.

Section 5. The purchase, sale, disposition, or mortgaging of any real property belonging to the Congregation must be authorized by the membership at a regular or special meeting thereof by a majority vote.

ARTICLE XII

Fiscal Year

The fiscal year shall begin January 1st.

ARTICLE XIII

Rules of Order

The rules of procedure at meetings, which are not specified in the By-Laws, shall be determined by *Robert's Rules of Order*, latest revised edition.

ARTICLE XIV

Amendments

Amendments to the By-Laws shall be presented in writing and shall be proposed by the Board of Trustees or by at least twenty percent (20%) of the voting members of the Congregation, and shall be filed with the Secretary. Such amendments may be acted on at any annual or special meeting of the Congregation called for that purpose. Copies of the proposed amendments shall be mailed to each member along with the notice of the meeting at least fourteen (14) days prior thereto. An affirmative vote of a majority of the members present and voting shall be necessary to adopt any amendment.

ARTICLE XV

Dissolution

Dissolution or merger of Congregation Kol Ami will be decided by a majority vote of the Board of Trustees at a regular or special meeting. In the event of the dissolution or merger of Congregation Kol Ami, no Officer, Trustee, clergy Member, professional staff Member, director, employee, agent, or representative of the Congregation shall be entitled to any distribution or division of its remaining property, assets, or proceeds. The balance of all money and other assets or property owned, held, or received by the Congregation from any source, after the payment of all debts and obligations of the Congregation, shall be used exclusively for exempt purposes within the intention and purpose of the Internal Revenue Code as it now exists or may be amended from time to time, or it shall be distributed to an organization or organizations exempt under said section of the Internal Revenue Code. Moreover, any such use or

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distribution of the money or property of the Congregation shall, to the extent possible, be in accord with the Congregation's purpose as set forth above, and to the extent possible, shall promote similar or related purposes.

Adopted: April 13, 2010

Amended: June 13, 2010