



THE UNITED SYNAGOGUE OF CONSERVATIVE JUDAISM

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BYLAWS

ADOPTED
BIENNIAL CONVENTION, NOVEMBER 1971
AMENDED
BIENNIAL CONVENTION NOVEMBER 1977
AMENDED
BIENNIAL CONVENTION, NOVEMBER 1985
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BIENNIAL CONVENTION NOVEMBER 1991
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BIENNIAL CONVENTION, NOVEMBER 1993
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BIENNIAL CONVENTION, NOVEMBER 1999
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BIENNIAL CONVENTION, OCTOBER, 2003
AMENDED
BOARD OF DIRECTORS, MAY 22, 2005
AMENDED
BIENNIAL CONVENTION, DECEMBER 7, 2009

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ARTICLE I - NAME, PURPOSE AND STATUS

1.1: NAME. THE UNITED SYNAGOGUE OF CONSERVATIVE JUDAISM is the association of Conservative Jewish congregations, operating as the congregational arm of the Conservative Movement, in North America ("the United Synagogue" or "USCJ").

1.2: PURPOSE. It shall be the aim and purpose of the United Synagogue:

1.2.1. To engage in such exclusively religious, educational and charitable activities of any kind or nature whatsoever as will permit qualification for exemption from taxation under Section 501(a), as an organization described under Section 501(c), of the Internal Revenue Code of 1986, as amended, or any successor, similar statutes.

1.2.2. While not endorsing the innovations introduced by any of the Constituent Arms of the Conservative Movement, to embrace all elements essentially loyal to traditional Judaism, with its objectives being to:

- 1.2.2. a. Advance the cause of Judaism to assure Jewish continuity;
- 1.2.2. b. Maintain Jewish tradition in its historic context;
- 1.2.2. c. Assert and establish loyalty to Torah and its historical exposition;
- 1.2.2. d. Further the observance of the Sabbath and of the dietary laws;
- 1.2.2. e. Preserve in the service the reference to Israel's past and its future;
- 1.2.2. f. Maintain the traditional character of the liturgy, with Hebrew as the language of prayer;
- 1.2.2. g. Foster the home as expressed in traditional observances;
- 1.2.2. h. Encourage the establishment of Jewish religious schools, in the curricula of which the study of the Hebrew language and literature shall be given a prominent place, both as the key to the true understanding of Judaism and as a bond holding together the scattered communities of Israel throughout the world; and
- 1.2.2. i. Stimulate congregations and its members to involve themselves in matters of social justice, public policy and other social concerns as a reflection of the will of God.

1.3: STATUS.

1.3.1. This organization is the successor to an unincorporated federation founded by Solomon Schechter on February 23, 1913, as the **UNITED SYNAGOGUE OF AMERICA**, and was incorporated under that name by special act (Chapter 268) of the New York Legislature on April 24, 1916, to promote traditional Judaism. The following persons, and their associates and successors, were "constituted a Board of Directors corporate in perpetuity": Herman H. Abramowitz, Cyrus Adler, Louis Ginzberg, Meyer Goodfriend, Julius H. Greenstone, A. M. Hershman, Charles I. Hoffman, M. M. Kaplan, C. H. Kauvar, Max D. Klein, Jacob Kohn, Samuel C. Lamport, William Levy, Alexander Marx, Nathan Pinansky, Herman H. Rubenovitz, Michael Salit, Solomon Solis-Cohen, Elias L. Solomon, and Samuel Wacht, and were granted all powers conferred upon

nonstock corporations under the general corporation law and (the then) membership corporations law. Our name was changed to **THE UNITED SYNAGOGUE OF CONSERVATIVE JUDAISM** by Chapter 578 of the Laws of New York on July 24, 1992.

1.3.2. The earnings and assets of the United Synagogue shall be irrevocably dedicated for religious, educational and other charitable purposes, and no part thereof shall enure to the benefit of any private person, except only for payment of reasonable compensation for services rendered and other payments in furtherance of its purpose.

1.3.3. No substantial part of the activities of the United Synagogue shall be the carrying on of propaganda or otherwise attempting to influence legislation, nor intervene in any political campaign involving a candidate for public office.

1.3.4. Upon liquidation or dissolution, or other cessation of operations, none of its assets shall inure to the benefit of any private person, but only to another organization duly organized and qualified as tax exempt under Section 501(a) of the Internal Revenue Code of 1986, as amended, or any successor, similar statutes.

ARTICLE II - AFFILIATES AND ASSOCIATES

2.1: AFFILIATES. Jewish congregations whose purposes and objectives are consonant with the purpose of the United Synagogue may become Affiliates upon proper application and acceptance by vote of the General Assembly of the United Synagogue. When used in these Bylaws, the phrase “member synagogue” or “member congregation” refers to an Affiliate.

2.2: ASSOCIATES. Since we serve our Affiliates and the Conservative Movement in association with the following other independent, nonprofit constituent arms, we recognize, by such reference in these Bylaws that we are all "Associates":

The Jewish Theological Seminary of America (JTS);

The Rabbinical Assembly (RA);

Cantors Assembly (CA);

Women's League for Conservative Judaism (WLCJ);

Federation of Jewish Men's Clubs (FJMC);

Jewish Educators Assembly (JEA);

Jewish Youth Directors Association (JYDA);

North American Association of Synagogue Executives (NAASE);

Ziegler School of Rabbinic Studies (ZSRS); and

Such other nonprofit organizations comprised of synagogue-oriented men, women or youth, whose purpose and objectives are consonant with the purpose of the United Synagogue, as may be approved by vote of the Board of Directors.

ARTICLE III - MEMBERSHIP AND QUALIFICATIONS

3.1: In accordance with rules established by the Board of Directors, Affiliates in good standing shall designate members of their respective synagogues to be their delegates to the International Convention of the United Synagogue and to vote or otherwise act for them on any official business of the convention. A delegate's authority to act shall expire at the conclusion of each convention.

3.2: QUALIFICATIONS. Only members of Affiliates in good standing, and of Associates, shall qualify for representation or any other official participation in the proceedings, governance or other affairs of the United Synagogue.

3.2.1. An Affiliate is in good standing if it is not in arrears in any of its dues and assessments, as determined by the Financial Secretary, who shall also determine the number of members on which the annual dues are based, for the fiscal year ended June 30th immediately preceding the Convention or annual meeting of the General Assembly in those years without a convention, or is not under suspension or disciplinary sanction.

3.2.2. No person shall qualify for membership or shall hold any official position, other than an honorary position, or shall be entitled to vote or otherwise act in an official capacity under these Bylaws, unless that person is a member in good standing of an Affiliate in good standing or of an Associate.

ARTICLE IV - INTERNATIONAL GOVERNANCE

4.1: BOARD OF DIRECTORS. The primary governance body of the United Synagogue shall be a Board of Directors. The Board of Directors shall have the duties and responsibilities enumerated in Article 6.2.

4.2: The Board of Directors shall be comprised of not fewer than 40, nor more than 75, voting members as follows:

4.2.1. All elected International Officers - President, 6 Vice-presidents (one (1) Vice-President, Community Relations Group; one (1) Vice-President, Finance; one (1) Vice-President, Israel; one (1) Vice-President, Strategic Planning; one (1) Vice-President, Synagogue Services Group; one (1) Vice-

President, Youth Services and Education Group); Financial Secretary, Secretary, and Treasurer

4.2.2. The International Vice-President of each District, who shall be elected by the District to serve as the senior lay leader of the District and chair of the District governing body, and one other representative of each of the districts.

4.2.3. The Past International Presidents of USCJ

4.2.4. The Chair of the Council of District Leadership,
The President of the Solomon Schechter Day School
Association, and
The International President of USY

4.2.5. The Chairs of the following Committees of USCJ as appointed by the International President and approved by the Board of Directors:

Alumni Committee
Budget Committee
Commission on Jewish Education
Congregational Standards Committee
Development Committee
HAZAK Committee
Israel Commission
K'sharim Committee
KOACH/College Committee
Legal Affairs Committee
Strategic Planning Committee
Membership Committee
Personnel Committee
Public Affairs & Public Policy/Social Action Committee
Synagogue Services Committee
Youth Commission

4.2.6. Up to 6 individuals appointed by the President and approved by the Board of Directors.

4.2.7. Such number of at large members to be nominated by the Nominating Committee

(a) to ensure that each country, in which no fewer than 6 nor more than 250 Affiliates are located, is represented among the at large members of the Board by permanent residents of each country in at least direct proportion to the total number of Affiliates, but in no event fewer than one; and

(b) to bring the total number of Board members to 75.

4.2.8. The President may appoint each year up to 6 deserving individuals as honorary board members who shall serve a 1 year term without vote. These appointees will not be counted toward the maximum number of Board members set forth in 4.2.

4.2.9. The Executive Vice President of USCJ shall serve as an ex-officio member of the Board of Directors without a vote.

4.3: Board Functioning:

4.3.1. Each member of the Board of Directors shall be elected or appointed to serve for a term as described in Article 8.2 and Article 8.3.

4.3.2. The Board of Directors is authorized to carry on all necessary activities required to oversee the day to day operations of the organization.

4.3.3. Any vacancy on the Board of Directors due to resignation, removal or incapacity shall be filled by the General Assembly upon the recommendation of the Board of Directors. Such appointment shall last until the next election or the expiration of the filled term, whichever shall come first.

4.3.4. To remain in good standing each member of the Board of Directors shall attend at least 50% of all Board of Directors meetings and shall support the goals and objectives of USCJ in action and by making a financial contribution to United Synagogue, unless otherwise excused for good cause by the International President. This attendance requirement shall not apply to Past International Presidents.

4.3.5. The President, upon assuming office, shall designate, in a sealed communication to the Executive Vice President, an officer who shall serve in case of the inability of the President to do so. If such inability shall extend more than 90 days, the Board of Directors shall elect, from among the remaining officers, a President to serve out the remainder of the current term.

4.4: **GENERAL ASSEMBLY.** There shall be a General Assembly whose purpose shall be to provide guidance in matters of policy, program and leadership development to the Board of Directors and other such duties as enumerated in Article 6.4. The General Assembly shall consist of the following:

4.4.1. The members of the Board of Directors

4.4.2. Three congregation presidents or immediate past presidents from each of the Districts (one each from a small, medium and a large congregation in that district) and three additional representatives from each of the Districts. These members will be presented to the Nominating Committee by the District.

4.4.3. A representative from each of the associates of the Conservative Movement listed in Section 2.2, and a representative from any other constituent organization of the Conservative Movement that may be designated from time to time by the Board of Directors, as chosen by their respective organizations.

4.4.4. The chairs of any USCJ committees not included in 4.2.5.

4.4.5. Such other members as shall be nominated by the nominating committee at large and elected, including at least one permanent resident of each country in which an Affiliate is located, and as to a country in which there are no fewer than 6 nor more than 250 Affiliates, such number of members so as to constitute at least the same proportion of the General Assembly as the ratio of that country's Affiliates is to the total number of Affiliates in United Synagogue.

4.4.6. To remain in good standing members of the General Assembly shall attend at least 50% of all General Assembly meetings during his/her term and shall support the goals and objectives of United Synagogue in action and, except for those representatives serving by reason of Section 4.4.3, by making a financial contribution to United Synagogue, unless otherwise excused for good cause by the International President. The attendance requirement shall not apply to Past International Presidents.

4.4.7. The members of the General Assembly shall be elected to serve for a term of two years. During years when an International Convention is held, they shall be elected at the Convention. During years when an International Convention is not held, they shall be elected by a vote of the affiliates of the United Synagogue then in good standing in accordance with procedures established by the Board of Directors.

ARTICLE V - COMMITTEES AND COMMISSIONS

5.1: The President, upon election, shall appoint members to the Standing Committees and Commissions listed in Appendix A, which shall be revised from time to time as needed without constituting a revision to these Bylaws, and shall designate the Chair of each, subject to the approval of the Board of Directors, provided that the Chair of the Audit Committee shall be selected by the members of the Audit Committee. Members of Standing Committees and Commissions and non-standing committees and commissions need not be members of the Board of Directors.

5.2: There shall be a special committee for district affairs known as the **Council of District Leadership**. The principal function of the Council is to provide a forum and a vehicle for the districts to assist each other and their member Synagogues in providing services, leadership training and development for their congregations and the USCJ, and in otherwise fulfilling their missions to their constituents. Initially, the Council shall consist of the sitting International Vice-

President of each District, the sitting President, confirmed President Elect, and immediate Past President of each of the former regions making up the District, and the immediate Past Chair of the Council. At the conclusion of the term of the Chair of the Council in December, 2011, the Council shall then and thereafter consist of the sitting International Vice-President of each District, the immediate past International Vice-President of a District, three (3) other representatives elected by each District from among its governing body, and the immediate Past Chair of the Council.

The Chair shall be elected for a single term of two (2) years from among the membership of the Council at the Council's business meeting at such time and place as determined by the Council.

- 5.3:** Each Committee and Commission shall perform the usual functions incident to its designated name, or which may be conferred upon it by the Board of Directors, which shall have the right and power to fix and limit its powers and duties.

ARTICLE VI - POWERS AND DUTIES

- 6.1:** **CONVENTION.** At least every four years, the United Synagogue shall hold an International Convention to focus on the accomplishments of, and the challenges to, the United Synagogue and its members congregations. The Convention is a forum to bring together leadership from all over North America, Israel, and the rest of the world to discuss common concerns and issues and to showcase the achievements of the United Synagogue. Convention delegates may adopt resolutions, guidelines, and policy statements to assist the Board of Directors in governing the affairs of the United Synagogue and setting its agenda, and may take such other actions not inconsistent with the Bylaws, or not contrary to law, as they deem appropriate. In the year in which the International Convention takes place, the annual meeting of the General Assembly shall take place at that Convention and no separate General Assembly meeting shall be convened in that year unless otherwise determined by the President.

- 6.2:** **BOARD OF DIRECTORS.** The Board of Directors shall carry out the purposes and objectives of the United Synagogue. Among its other powers and duties, the Board shall:

6.2.1. Create and organize Districts geographically aligned, to which all Affiliates shall be assigned, and to regulate the operations of such Districts, including the approval of District Bylaws;

6.2.2. Establish or discontinue additional committees, commissions and subordinate groups, and designate their powers and duties;

6.2.3. Suspend, discipline or remove for cause any officer or member of the Board, or without cause any member of any subordinate group, commission or committee established, appointed or confirmed by the Board;

6.2.4. Determine when a vacancy occurs in the Officers and Board of Directors and recommend to the General Assembly that it fill such vacancy;

6.2.5. Fix and determine the date, time, place, duration and agenda of all conventions;

6.2.6. Establish and adopt policies to facilitate the operation of the United Synagogue;

6.2.7. Engage, regulate and terminate the services of executive and administrative personnel of the United Synagogue, which functions may be delegated, in whole or in part, by the Board of Directors to the Personnel Committee or the Executive Vice President, except as to the Executive Vice President, who shall be engaged, retained or terminated only by the Board of Directors;

6.2.8. Appoint a Parliamentarian, who shall interpret the Bylaws and all rules and procedures at the Convention, meetings of the Board of Directors and of the General Assembly, and shall advise the President concerning such matters;

6.2.9 Recommend dues and assessments to the General Assembly for approval; and

6.2.10 Approve the budget of the United Synagogue

6.3: OFFICERS. The day-to-day business and affairs of the United Synagogue, including such powers and duties as are usually assigned to the respective Officers, and which are not specifically reserved herein to, or otherwise preempted by the Board, shall be vested in the Officers.

6.3.1. The respective Officers shall have such further and additional duties as may be delegated to them from time to time by the Board.

6.3.2. The President shall preside at all meetings of the Board and General Assembly.

6.4: GENERAL ASSEMBLY. The General Assembly shall act on behalf of the United Synagogue in such matters as may be referred to it from time to time by the Board or by the President. In addition to authority otherwise delegated to it, the General Assembly shall have the power to:

6.4.1. Admit or reject, discipline, suspend or expel Affiliates;

6.4.2. Recommend to the Board that it establish and discontinue additional committees, commissions and subordinate groups, and that the Board designate their powers and duties;

6.4.3. Elect the Officers and members of the Board of Directors, and fill any vacancies in those positions;

6.4.4. Establish and adopt policies not in conflict with those adopted by the Board of Directors;

6.4.5. Approve dues rates and assessments for the United Synagogue upon recommendation of the Board of Directors;

6.4.6. Approve the plan recommended by the Board for the implementation of the Strategic Plan for the United Synagogue;

6.4.7. Receive the Audit Report of the United Synagogue;

6.4.8. Enact resolutions of interest to the United Synagogue.

ARTICLE VII - MEETINGS

7.1: CONVENTION. The International Convention shall be convened at least every four (4) years during November or December on a date determined by the Board. Notice of the date of the Convention shall be given not later than February 1 of the year in which the Convention will be held. When deemed appropriate by the Board, the Convention may be convened at times between the required meetings on not less than ten (10) months advance notice.

7.2: GENERAL ASSEMBLY. The General Assembly shall meet at least one (1) time every year, one of which meetings shall be held face to face in November or December, at a place, time, and date specified by the President or the Board. Notice of the Annual Meeting of the General Assembly shall be provided not less than 120 days in advance. The General Assembly shall meet in person, except that provision may be made for electronic participation of those members unable to attend in person. Except at the meeting held face-to-face, the General Assembly may meet and vote via electronic communications (including telephone, teleconferencing, facsimile transmission, and e-mail). Special meetings of the General Assembly may be convened at the direction of the President, upon written request of twenty-five (25) members of the Board, or upon written request of 35% of the membership of the General Assembly. Notice of a special meeting shall be provided not less than thirty (30) days in advance.

7.3: BOARD OF DIRECTORS. The Board shall hold its meetings at such times and places as the President or the Board shall designate from time to time, provided that a meeting shall be held at least four times during each calendar

year, and at least two (2) of those meetings shall be held face to face but shall not be consecutive meetings. Special Board meetings shall be held at the direction of the President or upon the written request of twenty-five (25) members of the Board. Except at the meetings held face-to-face, the Board may meet and vote via electronic communications (including telephone, teleconferencing, facsimile transmission, and e-mail). Notice of each meeting shall be given at least fourteen (14) days before the date set for such meeting, but if the President declares that an expedited or emergency meeting is needed, the amount of advance notice may be reduced or eliminated. When a special, expedited, or emergency meeting is held, its agenda shall be limited to the purpose(s) for which the meeting was called.

7.4: **NOTICES.** Notices of all meetings of the Board and the General Assembly shall be in writing (including use of electronic communications) and shall be sent to all members of the respective body. Notices of the International Convention shall also be sent to each Affiliate of the United Synagogue. Notices of all meetings shall set forth the purpose or purposes for which such meeting has been called and the time, date, and place of the meeting.

ARTICLE VIII – ELECTIONS

8.1: The Nominating Committee shall consist of the Immediate Past President of the United Synagogue as the Chair, six members of the Board of Directors appointed by the International President of the United Synagogue, the Past Presidents of the United Synagogue, all of the International Vice Presidents of the Districts plus one additional representative from each of the districts as appointed by the International Vice President of each District. The International Vice President of any district, with the approval of the chairman of the Nominating Committee of the United Synagogue, may designate another person within such district to serve in his/her place. The members of the Nominating Committee shall serve two-year terms. The Chair may appoint one additional person to the committee to ensure that there is an odd number of members.

8.1.1. The Nominating Committee shall prepare a single slate of proposed elected Officers, members of the Board of Directors, and members of the General Assembly, and shall present its written report of the slate, together with all other persons who will serve by virtue of their office or other designation, to each member of the Board of Directors and General Assembly, and to each Affiliate of the United Synagogue, not less than sixty (60) days before the Convention or annual meeting of the General Assembly at which elections will take place. All elections of Officers and members of the Board of Directors shall occur at the Convention, or at the annual meeting of the General Assembly in the year when there is no convention, unless a vacancy occurs during the year, in which case the vacancy shall be filled in accordance with Section 6.2.4. All elections of the members of the General Assembly shall take

place in accordance with Section 4.4.7. A complete report of the Nominating Committee shall be distributed to eligible voters at the time of the election.

8.1.2. Additional nominations may be made only by written petition in the following manner:

8.1.2.a. Nominations for elected Officers and members of the Board of Directors, shall be by written petition signed by at least two (2) members in good standing from each of not less than five (5) Affiliates in good standing, representing at least five (5) of the Districts.

8.1.2.b. All nominations by petition shall be submitted to the Nominating Committee at least thirty (30) days prior to the Convention, or annual meeting of the General Assembly in the year when there is no Convention, provided that in each case, the consent of any such nominee shall first have been obtained in writing and attached to the petition.

8.1.3. If nominations by petition are submitted to the Chair of the Nominating Committee in the manner provided herein, the Nominating Committee shall submit a revised report, setting forth the additional nominations, to all persons entitled to receive a copy of that Committee's report, not less than fifteen (15) days before the commencement of the Convention or the annual meeting of the General Assembly in the year when there is no Convention.

8.2: The election shall be held during the Convention or annual meeting of the General Assembly in the year when there is no Convention. The term of office will be the period from the Convention or the annual meeting of the General Assembly where elected until the next such meeting approximately two (2) years thereafter at which elections are held. All contested elections shall be by secret ballot. A majority vote of accredited delegates, or their alternates, present and voting shall constitute election.

8.2.1. In the event of multiple candidates, each voter shall rank the candidates in order of preference. If no candidate obtains a majority of the first-place votes, the candidate receiving the fewest first-place votes shall be eliminated. The process shall be repeated until one (1) candidate has obtained a majority vote.

8.2.2. Where no additional nominations are presented, the slate presented by the Nominating Committee shall be the electoral ballot.

8.3: Each person elected shall take office immediately following announcement of the results of the election, and shall serve for the following term of office, unless the term of such person has been sooner terminated by incapacity, resignation, removal from office or death:

8.3.1. The International President, Six Vice Presidents, Financial Secretary, Secretary, and Treasurer (10 individuals) shall serve an initial term of two (2) years and may be reelected for a second term of two (2) years. An officer of the United Synagogue shall not serve more than two (2) successive terms in the same office.

8.3.2. Members of the Board of Directors, other than those specified in Section 8.3.1, shall be elected for renewable terms of two (2) years. A member of the Board of Directors shall serve no more than four (4) consecutive terms (8 years in a row) not counting terms served as an officer, and no more than a total of six (6) two-year terms (12 years), in addition to years served as an Officer, Committee Chair, or Chair or member of the Council of District Leadership or the former Council of Regional Presidents. Service on the Board of Directors prior to the implementation of these bylaws shall not be counted in calculating these term limits and these limitations shall not apply to any Past International President of the United Synagogue.

ARTICLE IX - QUORUM

9.1: Quorums for the transaction of the business of the United Synagogue shall be as follows:

9.1.1. Convention: One hundred (100) accredited delegates (members of the United Synagogue), or ten percent (10%) of the total number of such delegates, whichever is less, representing at least five (5) Districts.

9.1.2. Board of Directors: Twenty (20) directors.

9.1.3. General Assembly: Thirty-five (35) members.

9.2: Any number less than a quorum may adjourn any meeting to a time certain, and from time to time, without notice other than announcement of such time and place. Any business may be transacted at such adjourned meeting which might have been transacted at the original meeting but for lack of a quorum.

ARTICLE X - VOTING

10.1: The names of Affiliates in good standing and the number of its members upon which the annual dues are based shall be certified by the Financial Secretary

and shall constitute the basis for representation under these Bylaws, unless otherwise determined by the Board of Directors.

- 10.2:** Unless otherwise expressly provided in these Bylaws, all motions, resolutions and other orders of business shall be determined by a majority of the authorized votes cast.
- 10.3:** Each authorized voting member shall be entitled to cast one vote. All voting shall be in person only and not by proxy, except as otherwise provided in Article VII or required by the Not-For-Profit Corporation Law of the State of New York.
- 10.4:** Except as otherwise provided in Articles VII and VIII, all voting, except for election of Officers the Board of Directors, and General Assembly, shall be by voice or show of hands, unless a closed ballot is requested at a face-to-face meeting by two-thirds (2/3rds) of the number present and voting.

ARTICLE XI - DUES

- 11.1:** The Board of Directors shall recommend annual dues and assessments, other than District dues and assessments, to the General Assembly for its approval.
- 11.2:** All dues shall be due and payable on July 1st of each year.

ARTICLE XII - RULES OF ORDER AND PROCEDURE

- 12.1:** The Board of Directors may establish such rules of order and procedure not inconsistent with these Bylaws, as they may deem appropriate in the transaction of all business of the United Synagogue. Such rules shall be adopted on approval by two-thirds (2/3rds) of the votes cast.
- 12.2:** In the absence of rules of order and procedure adopted by the Board, Robert's Rules of Order, Latest Revised Edition, shall govern; provided, however, that at the commencement of the plenary sessions at any Convention, the delegates present may adopt special rules for the conduct of business at that Convention on approval by two-thirds (2/3rds) of the votes cast.

ARTICLE XIII - ADOPTION AND AMENDMENTS

- 13.1:** Nothing herein contained shall invalidate any actions or proceedings undertaken pursuant to the Bylaws in effect prior to the adoption of any amendments hereof. Affiliations, membership and terms of office existing at the time of such adoption shall continue to the end of their term.

13.2: These Bylaws may be amended at any Convention or at any two (2) consecutive regular meetings of the Board of Directors by two-thirds (2/3rds) of the votes cast, provided a quorum is present.

13.3: For consideration at a Convention, an amendment may be initiated only by:

13.3.1. A proposed amendment approved by majority vote of the Board of Directors present at a duly called Board meeting, provided that such proposal was incorporated in the notice for that meeting; or

13.3.2. A petition signed by at least two (2) members in good standing from each of five (5) Affiliates in good standing in each of at least five (5) Districts and submitted to the Board of Directors at least ninety (90) days prior to the Convention.

13.3.3. In either event, the Board of Directors shall transmit the proposed amendment to its Affiliates and Associates at least thirty (30) days prior to the date appointed for the convening of the Convention, and shall present such proposed amendments to the Convention with its views thereon.

13.4: To amend these Bylaws at meetings of the Board of Directors, the following procedure shall be followed:

13.4.1. The text of a proposed amendment must be considered at two (2) consecutive regular meetings of the Board of Directors, provided that such proposal was incorporated in the notice for each meeting. This procedure may not be used to modify the power and duties of the Board of Directors or Officers specified in Sections 6.2 and 6.3 of these Bylaws.

13.4.2. A proposed amendment may be amended during discussion at the Board meetings, provided that any changes remain within the general scope of the original proposal.

13.4.3. Any proposed amendment must be approved by two-thirds (2/3rds) of the votes cast at two (2) consecutive regular Board of Directors meetings, the second of which must be face to face, provided a quorum is present.

13.4.4. Amendments may be proposed to the Board of Directors by members of the Board or by a petition signed by at least two (2) members in good standing from an Affiliate in good standing in each of at least five (5) Districts. In all cases, a proposed amendment must be submitted to the Central Office in sufficient time for distribution to the Board of Directors so that notice can be given at least fourteen (14) days prior to each Board of Directors meeting, in accordance with Article 7 of these Bylaws.

13.5: The Bylaws Committee is authorized to make technical changes in the Bylaws, such as grammar, subdividing, punctuation and renumbering, as appropriate for clarification, without making any substantive changes.

ARTICLE XIV - TRANSFORMATION/INTERIM PROVISIONS

- 14.1:** The United Synagogue of Conservative Judaism is undergoing a process of internal transformation that will create 6 Districts instead of the current 15 regions to provide for the improved servicing of its Affiliates. In order to insure for the smooth transition to this new structure, it is recognized that some of the provisions of these Bylaws should not become effective until the transformation process is complete.
- 14.2:** Notwithstanding anything contained in these Bylaws to the contrary, the United Synagogue of Conservative Judaism shall operate in accordance with the provisions of these Bylaws as modified by this Article XIV until the completion of the transformation process or December 31, 2010, whichever occurs first, unless extended due to extenuating circumstances for a maximum of six (6) months by two-thirds (2/3^{rds}) of the votes cast by the Board of Directors.
- 14.3:** Until the occurrence set forth in Section 14.2 above, the following Articles shall be in effect instead of the similarly numbered Articles in these Bylaws. Any Articles of these Bylaws not listed below will remain in effect during this interim transition period:

INTERIM ARTICLE IV - INTERNATIONAL GOVERNANCE

- 4.1:** **BOARD OF DIRECTORS.** The primary governance body of the United Synagogue shall be a Board of Directors. The Board of Directors shall have the duties and responsibilities enumerated in Article 6.2.
- 4.2:** The Board of Directors shall be comprised of not fewer than 40, nor more than 75, voting members as follows:
- 4.2.1. All elected International Officers - President, 6 Vice-presidents (one (1) Vice-President, Community Relations Group; one (1) Vice-President, Finance; one (1) Vice-President, Israel; one (1) Vice-President, Strategic Planning; one (1) Vice-President, Synagogue Services Group; one (1) Vice-President, Youth Services and Education Group); Financial Secretary, Secretary, and Treasurer
 - 4.2.2. The President of each of the regions.
 - 4.2.3. The Past International Presidents of USCJ
 - 4.2.4. The Chair of the Council of Regional Presidents,
The President of the Solomon Schechter Day School Association, and
The International President of USY

4.2.5. The Chairs of the following Committees of USCJ as appointed by the International President and approved by the Board of Directors:

Alumni Committee
Budget Committee
Commission on Jewish Education
Congregational Standards Committee
Development Committee
HAZAK Committee
Israel Commission
K'sharim Committee
KOACH/College Committee
Legal Affairs Committee
Strategic Planning Committee
Membership Committee
Personnel Committee
Public Affairs & Public Policy/Social Action Committee
Synagogue Services Committee
Youth Commission

4.2.6. Up to 6 individuals appointed by the President and approved by the Board of Directors.

4.2.7. Such number of at large members to be nominated by the Nominating Committee

(a) to ensure that each country, in which no fewer than 6 nor more than 250 Affiliates are located, is represented among the at large members of the Board by permanent residents of each country in at least direct proportion to the total number of Affiliates, but in no event fewer than one; and

(b) to bring the total number of Board members to 75.

4.2.8. The President may appoint each year up to 6 deserving individuals as honorary board members who shall serve a 1 year term without vote. These appointees will not be counted toward the maximum number of Board members set forth in 4.2.

4.2.9. The Executive Vice President of USCJ shall serve as an ex-officio member of the Board of Directors without a vote.

4.3: Board Functioning:

4.3.1. Each member of the Board of Directors shall be elected or appointed to serve for a term as described in Article 8.2 and Article 8.3.

4.3.2. The Board of Directors is authorized to carry on all necessary activities required to oversee the day to day operations of the organization.

4.3.3. Any vacancy on the Board of Directors due to resignation, removal or incapacity shall be filled by the General Assembly upon the recommendation of the Board of Directors. Such appointment shall last until the next election or the expiration of the filled term, whichever shall come first.

4.3.4. To remain in good standing each member of the Board of Directors shall attend at least 50% of all Board of Directors meetings and shall support the goals and objectives of USCJ in action and by making a financial contribution to United Synagogue, unless otherwise excused for good cause by the International President. This attendance requirement shall not apply to Past International Presidents.

4.3.5. The President, upon assuming office, shall designate, in a sealed communication to the Executive Vice President, an officer who shall serve in case of the inability of the President to do so. If such inability shall extend more than 90 days, the Board of Directors shall elect, from among the remaining officers, a President to serve out the remainder of the current term.

4.4: GENERAL ASSEMBLY. There shall be a General Assembly whose purpose shall be to provide guidance in matters of policy, program and leadership development to the Board of Directors and other such duties as enumerated in Article 6.4. The General Assembly shall consist of the following:

4.4.1. The members of the Board of Directors

4.4.2. One (1) congregation president or immediate past president from each of the regions and one (1) additional representative from each of the regions, who will be presented to the nominating committee by the regions.

4.4.3. A representative from each of the associates of the Conservative Movement listed in Section 2.2, and a representative from any other constituent organization of the Conservative Movement that may be designated from time to time by the Board of Directors, as chosen by their respective organizations.

4.4.4. The chairs of any USCJ committees not included in 4.2.5.

4.4.5. Such other members as shall be nominated by the nominating committee at large and elected, including at least one permanent resident of each country in which an Affiliate is located, and as to a country in which there are no fewer than 6 nor more than 250 Affiliates, such number of members so as to constitute at least the same proportion of the General Assembly as the ratio of that country's Affiliates is to the total number of Affiliates in United Synagogue.

4.4.6. To remain in good standing members of the General Assembly shall attend at least 50% of all General Assembly meetings during his/her term and shall support the goals and objectives of United Synagogue in action and, except for those representatives serving by reason of Section 4.4.3, by making a financial contribution to United Synagogue, unless otherwise excused for good

cause by the International President. This attendance requirement shall not apply to Past International Presidents.

4.4.7. The members of the General Assembly shall be elected or appointed to serve for a term of two years. During years when an International Convention is held, they shall be elected or appointed at the Convention. During years when an International Convention is not held, they shall be elected or appointed by a vote of the affiliates of the United Synagogue then in good standing in accordance with procedures established by the Board of Directors.

INTERIM ARTICLE V - COMMITTEES AND COMMISSIONS

- 5.1:** The President, upon election, shall appoint members to the Standing Committees and Commissions listed in Appendix A, which shall be revised from time to time as needed without constituting a revision to these Bylaws, and shall designate the Chair of each, subject to the approval of the Board of Directors, provided that the Chair of the Audit Committee shall be selected by the members of the Audit Committee. Members of Standing Committees and Commissions and non-standing committees and commissions need not be members of the Board of Directors.
- 5.2:** There shall be a special committee for Regional affairs known as the **Council of Regional Presidents**. The principal function of the Council is to provide a forum and a vehicle for the Regions to assist each other and their member Synagogues financially and otherwise in fulfilling their missions. The Council shall consist of the sitting President, the immediate Past President and the confirmed incoming President, if any, from each Region, and the immediate Past Chair of the Council. The Chair shall be elected for a single term of two (2) years from among the Regional Presidents and immediate past Regional Presidents, at the Council's business meeting at such time and place as determined by the Council.
- 5.3:** Each Committee and Commission shall perform the usual functions incident to its designated name, or which may be conferred upon it by the Board of Directors, which shall have the right and power to fix and limit its powers and duties.

INTERIM ARTICLE VI - POWERS AND DUTIES

- 6.1:** **CONVENTION.** At least every four years, the United Synagogue shall hold an International Convention to focus on the accomplishments or, and the challenges to, the United Synagogue and its members congregations. The

Convention is a forum to bring together leadership from all over North America, Israel, and the rest of the world to discuss common concerns and issues and to showcase the achievements of the United Synagogue. Convention delegates may adopt resolutions, guidelines, and policy statements to assist the Board of Directors in governing the affairs of the United Synagogue and setting its agenda, and may take such other actions not inconsistent with the Bylaws, or not contrary to law, as they deem appropriate. In the year in which the International Convention takes place, the annual meeting of the General Assembly shall take place at that Convention and no separate General Assembly meeting shall be convened in that year unless otherwise determined by the President.

6.2: BOARD OF DIRECTORS. The Board of Directors shall carry out the purposes and objectives of the United Synagogue. Among its other powers and duties, the Board shall:

6.2.1. Create and organize Regions geographically aligned, to which all Affiliates shall be assigned, and to regulate the operations of such Regions, including the approval of Regional Bylaws and the fixing of dues and assessments;

6.2.2. Establish or discontinue additional committees, commissions and subordinate groups, and designate their powers and duties;

6.2.3. Suspend, discipline or remove for cause any officer or member of the Board, or without cause any member of any subordinate group, commission or committee established, appointed or confirmed by the Board;

6.2.4. Determine when a vacancy occurs in the Officers and Board of Directors and recommend to the General Assembly that it fill such vacancy;

6.2.5. Fix and determine the date, time, place, duration and agenda of all conventions;

6.2.6. Establish and adopt policies to facilitate the operation of the United Synagogue;

6.2.7. Engage, regulate and terminate the services of executive and administrative personnel of the United Synagogue, which functions may be delegated, in whole or in part, by the Board of Directors to the Personnel Committee or the Executive Vice President, except as to the Executive Vice President, who shall be engaged, retained or terminated only by the Board of Directors;

6.2.8. Appoint a Parliamentarian, who shall interpret the Bylaws and all rules and procedures at the Convention, meetings of the Board of Directors and of the General Assembly, and shall advise the President concerning such matters;

6.2.9. Recommend dues and assessments to the General Assembly for approval; and

6.2.10. Approve the budget of the United Synagogue

6.3: OFFICERS. The day-to-day business and affairs of the United Synagogue, including such powers and duties as are usually assigned to the respective Officers, and which are not specifically reserved herein to, or otherwise preempted by the Board, shall be vested in the Officers.

6.3.1. The respective Officers shall have such further and additional duties as may be delegated to them from time to time by the Board.

6.3.2. The President shall preside at all meetings of the Board and General Assembly.

6.4: GENERAL ASSEMBLY. The General Assembly shall act on behalf of the United Synagogue in such matters as may be referred to it from time to time by the Board or by the President. In addition to authority otherwise delegated to it, the General Assembly shall have the power and duty to:

6.4.1. Admit or reject, discipline, suspend or expel Affiliates;

6.4.2. Recommend to the Board that it establish and discontinue additional committees, commissions and subordinate groups, and that the Board designate their powers and duties;

6.4.3. Elect the Officers and members of the Board of Directors, and fill any vacancies in those positions;

6.4.4. Establish and adopt policies not in conflict with those adopted by the Board of Directors;

6.4.5. Approve dues rates and assessments for the United Synagogue upon recommendation of the Board of Directors;

6.4.6. Approve the plan recommended by the Board for the implementation of the Strategic Plan for the United Synagogue;

6.4.7. Receive the Audit Report of the United Synagogue;

6.4.8. Enact resolutions of interest to the United Synagogue.

INTERIM ARTICLE VIII - ELECTIONS

8.1: The Nominating Committee shall consist of the Immediate Past President of the United Synagogue as the Chair, six (6) members of the Board of Directors

appointed by the International President of the United Synagogue, all other Past Presidents of the United Synagogue, and all Regional Presidents. The President of any Region, with the approval of the Chairman of the Nominating Committee, may designate another person within such Region to serve in his/her place. The members of the Nominating Committee shall serve two-year terms. The Chair may appoint one additional person to the committee to ensure that there is an odd number of members.

8.1.1. The Nominating Committee shall prepare a single complete slate of proposed elected Officers, members of the Board of Directors and the General Assembly, and shall present its written report of the slate, together with all other persons who will serve by virtue of their office or other designation, to each member of the Board of Directors, the General Assembly, and each Affiliate of the United Synagogue, not less than sixty (60) days before the Convention or the annual meeting of the General Assembly. All elections of Officers and members of the Board of Directors shall occur at the Convention or annual meeting of the General Assembly, unless a vacancy occurs during the year, in which case the vacancy shall be filled in accordance with Section 6.2.4. All elections of the members of the General Assembly shall take place in accordance with Section 4.4.7. A complete report shall be distributed to each delegate at the Convention or member of the General Assembly.

8.1.2. Additional nominations may be made only by written petition in the following manner:

8.1.2.a. Nominations for elected Officers, members of the Board of Directors, shall be by written petition signed by at least two (2) members in good standing from each of not less than five (5) Affiliates in good standing, representing at least five (5) different Regions.

8.1.2.b. All nominations by petition shall be submitted to the Nominating Committee at least thirty (30) days prior to the Convention or annual meeting of the General Assembly, provided that in each case the consent of any such nominee shall first have been obtained in writing and attached to the petition.

8.1.3. If nominations by petition are submitted to the Nominating Committee in the manner provided herein, the Nominating Committee shall submit a revised report, setting forth the additional nominations, to all persons entitled to receive a copy of that Committee's report, not less than fifteen (15) days before the commencement of the Convention or annual meeting of the General Assembly.

8.2: The election shall be held during the Biennial Convention or the annual meeting of the General Assembly. The term of office will be the period from the

Convention or annual meeting of the General Assembly when elected until the next such meeting approximately two (2) years thereafter at which elections are held,. All contested elections shall be by secret ballot. A majority vote of accredited delegates, or their alternates, present and voting, shall constitute election.

8.2.1. In the event of multiple candidates, each voter shall rank the candidates in order of preference. If no candidate obtains a majority of the first-place votes, the candidate receiving the fewest first-place votes shall be eliminated. The process shall be repeated until one (1) candidate has obtained a majority vote.

8.2.2. Where no additional nominations are presented, the slate presented by the Nominating Committee shall be the electoral ballot.

8.3: Each person elected shall take office immediately following announcement of the results of the election, and shall serve for the following term of office, or until his/her successor has been elected or otherwise qualified, unless the term of such person has been sooner terminated by incapacity, resignation, removal from office or death:

8.3.1. The International President, Six Vice-Presidents, Secretary, Treasurer, and Financial Secretary (10 individuals) shall serve an initial term of two (2) years and may be reelected for a second term of two (2) years. An officer of the United Synagogue shall not serve more than two (2) successive terms in the same office.

8.3.2. Members of the Board of Directors other than those specified in Sections 8.3.1 shall be elected for renewable terms of two (2) years, with a maximum term of service for a Board member being six (6) two-year terms, in addition to years served as an Officer, Committee Chair, or Chair or member of the Council of Regional Presidents. Service on the Board of Directors prior to the implementation of these bylaws shall not be counted in calculating these term limits and these limitations shall not apply to any Past International President of the Untied Synagogue.

INTERIM ARTICLE XIII - ADOPTION AND AMENDMENTS

13.1: Nothing herein contained shall invalidate any actions or proceedings undertaken pursuant to the Bylaws in effect prior to the adoption of any amendments hereof. Affiliations, membership and terms of office existing at the time of such adoption shall continue to the end of their term.

13.2: These Bylaws may be amended at any Convention or at any two (2) consecutive regular meetings of the Board of Directors by two-thirds (2/3rds) of the votes cast, provided a quorum is present.

13.3: For consideration at a Convention, an amendment may be initiated only by:

13.3.1. A proposed amendment approved by majority vote of the Board of Directors present at a duly called Board meeting, provided that such proposal was incorporated in the notice for that meeting; or

13.3.2. A petition signed by at least two (2) members in good standing from each of five (5) Affiliates in good standing in each of at least five (5) Regions and submitted to the Board of Directors at least ninety (90) days prior to the Convention.

13.3.3. In either event, the Board of Directors shall transmit the proposed amendment to its Affiliates and Associates at least thirty (30) days prior to the date appointed for the convening of the Convention, and shall present such proposed amendments to the Convention with its views thereon.

13.4: To amend these Bylaws at meetings of the Board of Directors, the following procedure shall be followed:

13.4.1. The text of a proposed amendment must be considered at two (2) consecutive regular meetings of the Board of Directors, provided that such proposal was incorporated in the notice for each meeting. This procedure may not be used to modify the power and duties of the Board of Directors or Officers specified in Sections 6.2 and 6.3 of these Bylaws.

13.4.2. A proposed amendment may be amended during discussion at the Board meetings, provided that any changes remain within the general scope of the original proposal.

13.4.3. Any proposed amendment must be approved by two-thirds (2/3rds) of the votes cast at two (2) consecutive regular Board of Directors meetings, the second of which must be face to face, provided a quorum is present.

13.4.4. Amendments may be proposed to the Board of Directors by members of the Board or by a petition signed by at least two (2) members in good standing from an Affiliate in good standing in each of at least five (5) Regions. In all cases, a proposed amendment must be submitted to the Central Office in sufficient time for distribution to the Board of Directors so that notice can be given at least fourteen (14) days prior to each Board of Directors meeting, in accordance with Article 7 of these Bylaws.

13.5: The Bylaws Committee is authorized to make technical changes in the Bylaws, such as grammar, subdividing, punctuation and renumbering, as appropriate for clarification, without making any substantive changes.

APPENDIX A

STANDING COMMITTEES AND COMMISSIONS OF THE UNITED SYNAGOGUE PURSUANT TO ARTICLE V, SECTION 5.1

Alumni Committee
Audit Committee
Budget Committee
Building Committee
Communications and Marketing Committee
Congregational Standards Committee
Convention Committee
Development Committee
Direct Mail Committee
Finance Committee
HAZAK Committee
Commission for Increasing Halacha
Israel Commission
Commission on Jewish Education
K'sharim Committee
KOACH/College Committee
Legal Affairs Committee
Membership Committee
Personnel Committee
Joint Commission on Placement
Project Reconnect Committee
Public Affairs & Public Policy/Social Action Committee
Strategic Planning Committee
Synagogue Services Committee
Youth Commission