

# By-Laws Ad Hoc Task Force

## Recommendations for changes to the Mount Zion By-laws

January 2021

*Ad-hoc Task Force Members: Jessica Griffith and Michael Wall, co-chairs; Andrea Berg, Chad Weinstein, and Anne Starr*

There are two categories of changes that the Task Force addressed: 1) updating rules related to the Nominating Committee and the size of the Board of Directors; 2) following up on some of the unfinished proposed changes related to the role of the fellow traveler. Some of these changes may be made by the Board and some require approval of the Congregation at an Annual Meeting.

### The Ad Hoc Task Force proposes that:

1. The Board consider rules related to the **Nominating Committee** in January and vote on them in March. These can be decided by the Board.
2. The Board consider rules related to the **size of the Board** in January and vote on them in March to bring to the May Annual Meeting for approval by the Congregation.
3. The Membership Committee, led by Interfaith/Mixed Roots Coordinator, Jessica Griffith, lead a process to discuss the **role of the fellow traveler vis a vis inclusion in the Board and voting by household** once we can meet in person. This process would then be followed by the By-Laws Task Force proposing changes to the Board and bringing the proposal to the congregation at a future Annual Meeting.

## **For approval at the March 2021 Board Meeting:**

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### **These changes can be made by the Board of Directors:**

#### **Nominating Committee (See Appendix A – Nominating Committee – Final Version, below)**

1. Article XV Section 1b: removes the members elected at the proceeding annual meeting to align with practice.
2. Article XV Section 1c: Simplifies process to align with practice.
3. Article XV Section 2: Reduces the number required for a quorum.
4. Article XV Section 3: Clarifies duties of the Nominating Committee Chair
5. Article XV Section 4: Reduces number of notifications in a single household
6. Article XV Section 6: Reflects actual nominating processes and clarifies how voting will work.

### **These changes require the recommendation of the Board of Directors and the approval of the congregation (to vote on at the Annual Meeting in May 2021)**

#### **Board of Directors (See Appendix B – Size of Board of Directors – Final version, below)**

1. Article V, section 3: Changing the size of a quorum to 12 Directors from 14 regardless of size.
2. Article V, section 5: Changing the affirmative vote requirements from 18 to 15 and simplifying language.

#### **Officers and Directors**

1. Article VI, Section 2: Reduces the minimum of required Directors from 27 to 22.
2. Article VI, Section 3: Reduces the minimum necessary for the President to add Directors.

**In Article XVII, “Selection of the Senior Rabbi,” and Article XX, (Unbudgeted Expenditures,” aligning required numbers of Directors and quora to correspond to the changes being proposed in Articles V and VI, noted above).**

***See below for actual language changes to bylaws.***

## Appendix A -- NOMINATING COMMITTEE—Final Version

The Board of Directors can vote on these changes. Approved - March 2021

Location	Current Language	Proposed Language	What is the change?
<p>Art. XV, Sec. 1 The Nominating Committee</p>	<p>The purpose of this committee is to nominate persons to be elected as Officers, Directors, and Nominating Committee members. The Nominating Committee shall consist of up to twenty-five (25) members, each of whom must be a member of the congregation in good standing. The membership of the nominating committee shall be constituted in the following manner.</p>	<p>The purpose of this committee is to nominate persons to be elected as Officers, Directors. The Nominating Committee shall consist of up to twenty-five (25) members, each of whom must be a member of the congregation in good standing. The membership of the nominating committee shall be constituted in the following manner.</p>	<p>The Nominating Committee does not nominate its own committee members</p>
<p>Art. XV, Sec. 1 The Nominating Committee</p>	<p>B. Twelve (12) members shall be elected by the congregation at the preceding annual meeting of the congregation.</p>	<p>Deleted</p>	<p>Reflects current process.</p>

<p>Art. XV, Sec. 1 The Nominating Committee</p>	<p>C. Twelve (12) members shall be presented by the President(s) for election by a majority of the Board of Directors at its meeting in the month of November of each year. Should any presented candidates fail to be elected by the Board of Directors, the President shall present replacement candidates for election at a later regular or special meeting of the Board of Directors.</p>	<p>B. The President(s) and/or President(s) Elect shall present a slate of up to twenty-four (24) members for election to the committee by a majority of the Board of Directors at its meeting in the month of November of each year. The slate will be developed after consulting with congregation leaders, the Leadership Team, and the Nominating Committee Chair, and should broadly represent the congregation.</p>	<p>Maximizes representation while streamlining process. Reflects the actual process.</p>
<p>Art. XV, Sec. 2 The Nominating Committee</p>	<p>A quorum of the committee shall consist of thirteen (13) members and no person shall be nominated by the Committee unless such person has the affirmative vote of at least eleven (11) members or two-thirds of members present, whichever is greater</p>	<p>A quorum of the Committee shall consist of ten (10) members and no person shall be nominated by the Committee unless such person has the affirmative vote of at least two-thirds of members present.</p>	<p>This reduces the number of nominating committee members required for a quorum.</p>

<p>Art. XV, Sec. 3 The Nominating Committee</p>	<p>soliciting nominations from the Members of the congregation; running the meeting(s) of the nominating committee and the nomination process; contacting nominees to inform them of their nomination, explain the duties associated with the role to which they are nominated, and ascertain whether they accept the nomination; and reporting the results of the nomination process to the President, Board, and congregation.</p>	<p>soliciting Board nominations from the Members of the congregation; running the meeting(s) of the Nominating Committee and the nomination process; maintaining records of elections, Nominating Committee and Board Membership and terms, and reporting the results of the nomination process to the President, Board, and congregation; serving as consultant of the nominating process to the President and Leadership Team.</p>	<p>Reflect actual tasks and responsibilities of the Chair.</p>
<p>Art. XV, Sec. 4, B The Nominating Committee</p>	<p>after consultation with the Rabbi</p>	<p>after consultation with the Senior Rabbi</p>	<p>Specifies which rabbi</p>

<p>Art. XV, Sec. 6 The Nominating Committee</p>	<p>A. The Nominating Committee shall nominate one candidate each for each Director position whose term shall expire. All Committee members may propose candidates and provide the committee with a synopsis of their qualifications.</p> <p>B. Once the floor is closed to new candidates, the Committee shall conduct an election using a process listed here, or one approved by the Board of Directors. All election processes shall ensure that no candidate is nominated without the required minimum number of affirmative votes, and the process should be selected to maximize the diversity of candidates nominated.</p> <p>(1). A series of paper ballots in which committee members cast votes for a limited number of candidates; or</p> <p>(2). A single ranked vote for the purpose of computer tabulation; or</p>	<p>A. Nominations should reflect identified needs (e.g. skills, experience, demographics) after consultation with the President and the Leadership Team.</p> <p>B. The Nominating Committee shall nominate one candidate each for each Director position whose term shall expire. All Committee members may propose candidates and provide the committee with a synopsis of their qualifications.</p> <p>C. The Nominating Committee Chair will have consulted with other Committee Chairs and congregational leaders to identify additional candidates who both fill such needs and broadly represent the congregation.</p> <p>D. The Committee shall conduct a discussion of the specific needs of the Board and the best candidate to fill that role, and decide by consensus each nominee for</p>	<p>Specifies process as identifying needs when terms expire. Reflects actual processes and clarifies how voting will work. (This row presented as a full section because of the combination of changes in text and order of paragraphs.)</p>
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	<p>(3). A two-phase vote where candidates are first evaluated by approval voting, and those who receive the required number of affirmative votes are then evaluated through another ranking mechanism.</p> <p>C. Absent a specific determination of new voting method, the committee shall continue to use the voting method from its prior year. The committee may rank alternate candidates to replace those who decline to stand for election. In the event that an insufficient number of candidates pass the approval threshold, the committee may re-open nominations for additional candidates.</p>	<p>each role and opening, creating a primary slate and any identified alternates to put to a majority vote.</p>	
<p>Art. XV, Sec. 4, B The Nominating Committee</p>	<p>The Members of the congregation shall be notified by written or electronic notice, mailed on or before April 15 of each year, of the names of the persons nominated and the office for which such persons are nominated.</p>	<p>Member households of the congregation shall be notified by written or electronic notice, mailed or transmitted on or before April 15 of each year, of the names of the persons nominated and the office for which such persons are nominated.</p>	<p>Member households will receive a single notification.</p>

## Appendix B -- SIZE OF BOARD OF DIRECTORS – Final Version

**Requires Board recommendation – March 2021 AND congregational vote—May 2021.**

**Includes provisions that would change to reflect the new size requirements of the Board.**

Location	Current Language	Proposed Language	What is the change?
Art. VI, Sec. 2 Officers and Directors	There shall be no fewer than twenty-seven (27) and no more than twenty-nine (29) regular voting Directors.	There shall be no fewer than twenty-two (22) and no more than twenty-nine (29) regular voting Directors.	This allows more flexibility regarding the size of the Board of Directors.
Art. V, Sec. 3A Board of Directors	A quorum of the Board of Directors for the transaction of business shall consist of fourteen (14) Article VI, Section 2 Directors, or fifteen (15) if the Board of Directors has 29 Directors. Only Directors present or participating via conference call or other electronic means may vote; there shall be no proxy voting.	A quorum of the Board of Directors for the transaction of business shall consist of twelve (12) Directors as defined solely by Article VI, Section 2. Only Directors present or participating via conference call or other electronic means may vote; there shall be no proxy voting.	This change reduces the number of Directors needed for a quorum to transact business. The prior number was fourteen (14) or fifteen (15) depending on the number of Directors on the Board at that time. The new number is twelve (12), regardless of the number of Directors on the Board at that time.
Art. V, Sec. 5 Board of Directors	The Board of Directors, upon the affirmative vote of at least two-thirds (2/3) of the Directors present, and the affirmative vote of at least 18 Directors elected in accord with Article VI, Section 2, or 20 if there are 29 Directors,	The Board of Directors, upon the affirmative vote of at least two-thirds (2/3) of the Directors present, and the affirmative vote of at least fifteen (15) Directors elected in accord with Article VI, Section 2 shall have the power	This changes the number of Directors required to remove an Officer or Director. The number will remain at fifteen (15) regardless of the number of Directors on the Board.

	shall have the power at any regular or special meeting to remove from office any Officer or any Director provided due notice is given to such Officer or Director five (5) days in advance of the meeting and at such meeting he or she is afforded a hearing by the Board of Directors.	at any regular or special meeting to remove from office any Officer or any Director provided due notice is given to such Officer or Director five (5) days in advance of the meeting and at such meeting he or she is afforded a hearing by the Board of Directors	
Art. XVIII, Sec. 3 Selection of Senior Rabbi	The Board of Directors at such meeting shall, by resolution adopted by the affirmative written ballot of at least two-thirds (2/3) of the Directors present, and the affirmative vote of at least 18 Directors elected in accord with Article VI, Section 2, or 20 if there are 29 Directors, select a Senior Rabbi and designate the term of office and the compensation.	The Board of Directors at such meeting shall, by resolution adopted by the affirmative written ballot of at least two-thirds (2/3) of the Directors present, and the affirmative vote of at least fifteen (15) Directors elected in accord with Article VI, Section 2, select a Senior Rabbi and designate the term of office and the compensation.	This adjusts the quorum for a meeting to select a new Senior Rabbi to reflect the new minimum number of Directors.

<p>Art. XVIII, Sec. 4 Selection of Senior Rabbi</p>	<p>Subject to any contractual obligation of the congregation fixing the term of office, the tenure of a Senior Rabbi of the congregation may be terminated by action of the Board of Directors at any regular or special meeting called for that specific purpose, pursuant to resolution adopted thereat by the affirmative, written ballot of at least two-thirds (2/3) of the Directors present and the affirmative vote of at least 18 Directors elected in accord with Article VI, Section 2, or 20 if there are 29 Directors.</p>	<p>Subject to any contractual obligation of the congregation fixing the term of office, the tenure of a Senior Rabbi of the congregation may be terminated by action of the Board of Directors at any regular or special meeting called for that specific purpose, pursuant to resolution adopted thereat by the affirmative, written ballot of at least two-thirds (2/3) of the Directors present and the affirmative vote of at least fifteen (15) Directors elected in accord with Article VI, Section 2.</p>	<p>This adjusts the number of Directors to align with the new minimum number of Directors on the Board.</p>
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<p>Art. XX, Sec. 5B Unbudgeted Expenditures</p>	<p>The Board of Directors may approve such expenditures or contracts only with the consent of sixty percent (60%) of the Directors present, and the affirmative vote of at least 16 Directors elected in accord with Article VI, Section 2, or 17 if there are 29 Directors.</p>	<p>The Board of Directors may approve such expenditures or contracts only with the consent of sixty percent (60%) of the Directors present, and the affirmative vote of at least 13 Directors elected in accord with Article VI, Section 2.</p>	<p>This adjusts the number of Directors to align with the new minimum number of Directors on the Board.</p>
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Note: Some provisions refer to Directors as defined by Article VI, Section 2. This includes elected or appointed Directors, but not Directors appointed for additional expertise or Directors who serve ex officio.