



New York State Synagogues & By-Laws

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By-laws are Vitally Important to the Health of a Synagogue.

This memo will focus on New York State Religious Corporations Law and By-laws. Many problems occur when synagogue members do not live by their By-laws or have actually lost them.

Remember - consult with a lawyer who is familiar with NYS's laws - this is important business and not just any attorney will do. By-laws are essential for running any synagogue. If congregations don't use them on an ongoing basis to help determine synagogue operations and decisions, when they are really needed in a crisis they will be useless or even harmful. Unfortunately, many synagogues adopt their by-laws when they are being organized and never look at them again. By-laws are not parliamentary procedure guides such as Robert's Rules of Order, rather they are rules for making decisions by a group of people who wish to fulfill and perpetuate a synagogue's purpose under the aegis of state, federal and religious law.

Constitutions or By-laws?

The terms seem to be used interchangeably and what belongs in one or the other is not delineated anywhere. Unless a denomination requires both, use only one to keep things simple. Many times congregations change one and forget to change the other which is a recipe for disaster

Laws - Synagogues are governed by the New York State's Religious Corporation Law (RCL), Articles 1, 2 and 10

The RCL sets out the basic structure and requirements for religious corporations and your By-laws need to incorporate such requirements. There are basic relationships about power and authority which need to be understood in writing By-laws.

In NYS most of the power rests with the congregation and not the trustees. The congregants are considered the "true owners". In addition to electing the trustees and officers, the congregants have the power to:

- hire and fire the rabbi
- set salaries
- determine when religious services are to be held
- determine or change the type or denomination of services
- decide to sell, transfer, lease or mortgage the synagogue's property

A System of Structure & Change

A synagogue is a corporation set up under NYS law to “exist in perpetuity”. The way to exist in perpetuity is to set up a structure for operations that is not based on a person or persons. So law and structure, not personality, should be the focus in writing By-laws.

By-laws set up:

- responsibilities of different statuses and offices
- relationships between congregants, trustees, officers and staff
- timing requirements for meetings and other important congregational events
- how simple and difficult decisions are to be made.

Remember to Maintain your By-Laws

Anything which has been created, such as a synagogue, is constantly changing. This means that many things which were prepared a long time ago, like your By-laws, are probably out-of-date, need to be fixed and then constantly maintained – just like your building. I always suggest that a group should live with their new By-laws for a while. About every three (3) years or so, an ad hoc committee should review the By-laws and the congregation’s operational practices to see where the two are diverging. If the committee finds that the diverging practice makes more sense for the operation of the synagogue – then change the By-laws to reflect the practice. If the practice is not such a great idea, stop it and either follow the original By-laws or change the By-laws to something new. Amendments to the By-laws can be proposed on a more ad hoc basis as it becomes apparent that something else makes more sense for the synagogue’s operations.

When Do You Need to Use the By-Laws?

1. Meetings and Daily Life - By-laws are needed to organize the decision-making process at meetings. Clear rules and expectations are important regarding how and when specific issues are handled and by whom. The By-laws should contain some sections dealing with membership criteria – what are your synagogue’s expectations. It is important to note that a complete application process (with yearly family information updates) is more effective than merely accepting payment of dues. Disagreements can occur over membership qualifications when there are no clear criteria and/or sloppy bookkeeping of dues. Election procedures, number of votes per family, eligibility for voting in particular elections should be clearly delineated. Other questions include: Who can call meetings? How much notice should be given? How should members be contacted for a meeting? What topics should be discussed? When By-laws are used constantly, a congregation will have clear expectations about their specific duties, privileges, and obligations. Unpleasant encounters with members who feel they are being excluded from decision-making processes can occur when By-laws are not followed properly.

Note – Minutes, the written records of a synagogue meeting, are part of the institutional memory. Minutes are invaluable for the running of any corporation because individuals can forget what they publicly promised to do or even what they decided. The minutes are not writing out what everyone said at a meeting, rather it is about what was decided, or not decided – the corporate actions. Keeping track of all congregational and board of trustee decisions is important. Minutes are also useful when interacting with other corporations (banks, foundations, vendors, etc.) as well as governmental agencies.

2. Crisis - Most calls for assistance happen when there is a synagogue crisis, which can be either good or bad. Examples of "good" crises are when the synagogue is in a growth spurt and needs to strategize to keep its new members involved or is considering the purchase of a new building with a new mortgage. Bad crises can occur when a congregation is declining and is concerned that it will not have a minyan soon, or there is no more money and they must refinance or sell the building. Your congregation does not need to be fighting over the understanding of its By-laws for conducting congregational business during a crisis. A worse scenario can occur when no one is in possession of the By-laws. Often a vehement disagreement about the By-laws is really about resisting change. If a controversial or painful decision needs to be made by a congregation, the situation can become more difficult, if a member stops the process because the meeting was not held in compliance with the By-laws. Synagogues have been forced by the courts to reconvene meetings because one member was able to prove noncompliance with By-laws. Keeping your membership lists up-to-date, issuing proper meeting notices, following your By-laws in the congregation's accepted ways of conducting business ensure that decisions are made in a timely and proper manner.

Important Issues

1. Number of Trustees - In NYS the trustees run and care for the synagogue on behalf of the members. Under the RCL the number of trustees should be a multiple of three (3) with three "classes" of staggered three-year terms. The number of trustees should be determined somewhat by the size of the congregation. However, if the board is too big, it will be difficult to monitor the responsibilities of individual trustees, and the result will be just a few peoples doing everything. If your By-laws do not have the staggered terms or call themselves something else, it is not fatal – just follow what you have.

2. Quorums for Meetings - A quorum is the minimum number of members of the congregation or board of trustees which is required to hold a meeting to make official decisions of the synagogue. The quorum for ensuring that an official meeting has been held can be different for trustees and congregations.

(a) Trustees - In NYS a majority of the trustees is needed for a quorum and proxy voting cannot be used since trustees must be at the meeting in person. Try to make it easy for your trustees to attend meetings-- conference calls are allowed by the law so

this procedure should be in your By-laws. Conference calls are very useful, especially if your synagogue membership is aging or very busy.

(b) Congregations – In NYS the basic quorum for a congregational meeting is six (6) members. This has been interpreted as the minimum, if a synagogue's By-laws do not state otherwise. The RCL allows proxy voting to be used in matters of the synagogue's real property, consolidation with another synagogue, or (for New York City only) the election of trustees. Make your meetings accessible for people to participate and be involved.

3. Criteria for Board Members -There should be some general criteria for being a trustee. It is useful to have board members who understand finance, law, personnel issues, marketing, etc. in addition to caring about the spiritual health of the synagogue. Your synagogue will have a more well-rounded board and will be better able to handle building maintenance, employee situations, and event planning. Boards should not consist only of a group of friends in which one is afraid to "rock the boat." It is the place to make important decisions about congregational business and operations.

4. Expelling members, trustees, or officers - There should be a system already in place for assisting a congregation in the painful process of dealing with a member, trustee or officer who is undermining the integrity, health or legality of the synagogue.

5. Lay Leaders' Responsibility - The general outline of trustees' and/or officers' duties and responsibilities should be set out in the By-laws. Committees should be established for specific areas of operation such as finance, personnel, legal, nominating, membership, youth programming, religious school, ritual, etc.

6. Employees. The congregation, trustees and rabbi are in a unique relationship. Under NYS law the rabbi is an employee and the power over the rabbi's contract is with the congregation, not the trustees. Because the trustees are more involved in the daily workings of the synagogue, and deal with the various employees on a more regular basis, they may forget that the Board of Trustees is not the "power broker". Sometimes the rabbi forgets that he is an employee – after all he is the spiritual leader. This all makes for interesting times in crisis.

Summary

By-laws are not some far off goal to be attained in the future. You want compliance and success now. They are meant to be read and used on an ongoing basis so everyone understands them and is familiar with conducting the synagogue's business under them. Your By-laws are an agreement about how your congregation will conduct itself under the law. It is not a work of literary art. It must be logical and the language that is used must be consistent. The last thing any synagogue needs is to be working with out-of-date or unfamiliar By-laws during a crisis.

Remember: Practice makes perfect!