



NORTH AMERICAN ASSOCIATION OF SYNAGOGUE EXECUTIVES
CONSTITUTION AND BY-LAWS

*AS AMENDED AT THE 70TH ANNUAL CONFERENCE
OF THE ASSOCIATION ON MARCH 11, 2019*

*THIS CONSTITUTION, SINCE ITS ADOPTION ON APRIL 1, 1958,
HAS BEEN AMENDED AS FOLLOWS:*

MARCH 11, 2019
MARCH 14, 2016
MARCH 12, 2014
MARCH 10, 2008
MARCH 12, 2007
MARCH 6, 2006
MARCH 16, 2004
MARCH 13, 2001
FEBRUARY 15, 1999
MARCH 10, 1996
MARCH 18, 1993
MARCH 11, 1992
MARCH 21, 1990
MARCH 30, 1989
FEBRUARY 29, 1988
FEBRUARY 6, 1986
DECEMBER 6, 1984
MARCH 26, 1984
FEBRUARY 21, 1983
FEBRUARY 27, 1979
MARCH 14, 1976
APRIL 20, 1975
MARCH 25, 1969
JUNE 16, 1964
APRIL 1, 1958

PREAMBLE

This organization, formerly known as the National Association of Synagogue Administrators, changed to North American Association of Synagogue Executives at its 46th Annual Convention on March 18, 1993, is organized for and on behalf of Executive Directors in the Conservative Movement. It is, therefore, open to any individual of the Jewish faith, who serves the Synagogue in this capacity. Such person is eligible for affiliation in this Association and is subject to the rules as hereby set forth in these By-Laws.

ARTICLE I – NAME

The name of this organization shall be the North American Association of Synagogue Executives (NAASE), hereinafter referred to as the “Association.”

ARTICLE II – AFFILIATION

This Association shall be an affiliate of the United Synagogue of Conservative Judaism and associated with the Jewish Theological Seminary of America.

ARTICLE III – MISSION, VISION and VALUES

MISSION

The North American Association of Synagogue Executives is a Jewish membership organization serving the professional needs of executives of Conservative Synagogues.

VISION

NAASE serves as the central resource for professional development, job placement, information-sharing, and peer support for executives serving in Conservative congregations, and to raise the profile of the Association in the Conservative Movement and the Jewish Community by:

Bringing together synagogue executives to further the development of their professional skills, thus enabling each member to serve his or her congregation as effectively as possible.

Providing the necessary resources to achieve success as a synagogue executive.

Raising the level of awareness among clergy and lay leadership about the value and expertise qualified executives bring to their synagogues.

Fostering an appreciation of Jewish values, Klal Yisrael and Conservative Judaism.

Developing positive and collaborative relationships with other organizations that foster our mission.

VALUES

Community / Kehilla . . .

We value a caring and welcoming NAASE community in which we share our knowledge, experience, and collective wisdom. We value spending time with our colleagues in person, at conferences, at opportunities for study, and online in our listserv, webinars and administrative resource center.

Education / Limud . . .

We value professional education as a career-long endeavor to become more effective and professional Executive Directors thereby ensuring the highest level of service to our congregations. We also value continuing Jewish education as it enhances our understanding of the communities we serve.

Ethical Standards / Musar . . .

We value a community whose members behave in a fair and ethical manner, as defined by the Torah and our sages, and in keeping with our religious traditions.

Love of Israel / Ahavat Yisrael . . .

We value our ties with Israel and its people. We value the importance of the State of Israel to the continued existence of the Jewish people, and the opportunity to actively promote Israel in our congregations and communities.

Respect / Derech Eretz . . .

We value and respect every member of NAASE both personally and professionally. We expect this respect to guide our decisions, attitudes and behavior at all times. We value treating all people with kindness and respect.

ARTICLE IV – MEMBERSHIP

A. Classification of Members shall be:

1. Regular
2. Associate
3. Affiliate
4. Friend of NAASE
5. Life
6. Honorary

B. All members shall:

1. be currently performing duties of an Executive Director in a synagogue or Jewish communal organization on a full time salaried basis (except Affiliate, Friends, and Life Members);
2. have the right (except Friends and Honorary Members) to vote;
3. be eligible to participate in any insurance program(s) of the Association (except Friends);
4. be obligated for a dues rate as may be established by the Association each year at the Annual Meeting;
5. have the right to attend the Annual Meeting of the Association;
6. have the privileges of the services of the Joint Commission for the placement of Executive Directors (at established fees);
7. have the right to participate in continuing education and professional development

Section 1

“Regular Membership” in the Association shall be open to any Synagogue Executive Director who

(a) is employed as such by a Conservative Congregation affiliated with the United Synagogue of Conservative Judaism, or by a synagogue that defines itself as Conservative and meets such standards as

shall be set forth from time to time by the Association, at the time of their acceptance as a member;

(b) is currently performing the duties of a synagogue Executive Director on a full-time salaried basis for a Conservative Congregation;

(c) holds a Bachelor's degree from an accredited institution of higher learning;

(d) shall have the right to hold elective office on the Executive Board and/or Board of Governors of the Association

Section 2

“Associate Membership” shall be open to any Synagogue Executive Director serving a Conservative congregation, but who does not meet all of the requirements stipulated in Article IV, Section 1, or is serving as a “Professional Staff Member” of the United Synagogue of Conservative Judaism.

(a) Associate members shall not hold elective office in the Association.

Section 3

“Affiliate Membership” shall be open to any synagogue Executive Director at a non-Conservative congregation or an executive employed as such in the Jewish communal field, and approved by the Board of Governors.

(a) Affiliate members shall not hold elective office in the Association or chair standing committees but may participate.

Section 4

“Life Membership” shall be conferred on any Past President of the Association who is retired or no longer in the field. Life membership may also be awarded to a retired member of NAASE **who has accepted significant leadership responsibilities in NAASE**. To be eligible, the retired individual must have reached the age of sixty-five (65), have served a minimum of fifteen (15) years preceding retirement as an Executive Director of a Conservative Congregation, and been a **dues-paying** member in good standing of the Association during that period of time. All Life Members of NAASE are nominated by the Executive Board and elected by a majority vote of those present and voting at a meeting of the Board of Governors. Such honor shall be conferred at the next Annual Meeting of the Association. Life Members shall be given the privilege of attending and voting at the Annual Meeting of the Association.

Section 5

“Friend of NAASE” membership shall be open to salaried part-time professional-level Executive Directors, working at least 20 hours per week in a USCJ-affiliated congregation.

(a) “Friends of NAASE” shall not hold elective office, nor serve as committee chairs in the Association, nor have voting privileges, nor qualify for FSA certification.

Section 6

Grandfather Clause: Any member of the Association, regardless of membership classification prior to April 1, 2001, shall be *grandfathered* into the respective membership category as defined within the Constitution of NAASE as of April 1, 1999.

Section 7

Should a synagogue employing a Regular Member of NAASE become disaffiliated for any reason from the United Synagogue of Conservative Judaism, neither the NAASE membership status nor the privileges thereof of that member shall be affected.

Section 8

The appropriate person(s) of the United Synagogue of Conservative Judaism, Jewish Theological Seminary of America, or other appropriate position or institution may be appointed as an Honorary Member of the association by the Board of Governors upon recommendation of the Executive Board. (No rights or benefits apply to this membership category.)

Section 9

All membership applications shall be subject to the acceptance by a majority present and voting at a meeting of the Board of Governors.

ARTICLE V – BOARD OF GOVERNORS

Section 1

(a) The affairs and management of the Association shall be vested in a Board of Governors consisting of twenty-one (21) Regular Members in good standing, elected by the Membership, seven (7) of whom shall be the Officers of the Association (the Officers being the Honorary President, President, three Vice Presidents, Treasurer and Secretary) and fourteen (14) Board members. The Executive Director of the Association shall serve *ex-officio*.

(b) One (1) additional member of the Board of Governors can be appointed by the President during his/her term in office, with the approval of the Board of Governors.

(c) All Past Presidents, except for the Honorary President, provided that they have retained their NAASE membership and remain in the field of synagogue administration, shall be *ex-officio* members of the Board of Governors with a vote.

(d) The actions of the Board of Governors shall be subject to review by the Association at any regular meeting of the Membership or at any special meeting called for that purpose. The Board of Governors may make rules and regulations consistent with this Constitution and By- Laws and for the furtherance of the general purposes of the Association.

Section 2

In addition, any retired NAASE member who may have become a Life Member should be permitted to continue to participate in the administration and function of the organization on behalf of the Association. Said member shall perform such duties as may be assigned, from time to time, by the Officers and Board of Governors of the Association. In this manner, the retired member can bring their expertise to serve and benefit the entire organization. Said retired or Life Member may also provide certain primary or major services for the Association

Section 3

The President, who shall previously have served a minimum of two years as an Association officer, shall serve for one (1) term of two (2) years only. The other Officers may serve in each office (as Secretary, Treasurer and three Vice Presidents) consecutively for no more than one (1) term, for a total of ten (10) consecutive years, prior to the Presidency, if so elected. However, Officers shall be eligible for election to an office previously held after two (2) years shall have intervened. It is the intent hereunder that no Board member shall be elected for more than three (3) consecutive terms or a total of six (6) years. However, such members shall be eligible for election again after two (2) years shall have intervened.

Section 4

The Board of Governors shall meet at least three (3) times annually as well as at the request of the President or upon the written request of ten (10) or more members of the Board for a special meeting. The request shall state the purpose thereof and at least twenty-one(21) days notice shall be given the members of the Board.

Section 5

The Board of Governors, by a $\frac{3}{4}$ vote may suspend from membership or deprive of Placement Services, any member who violates the Code of Standards or the rules of NAASE Placement Guide (unanimously adopted at the 1963 annual Meeting of the Association), both of which are on file with the President or Secretary of the Association, provided the member has had an opportunity for a hearing before a three (3) member board of Inquiry especially appointed by the President for this purpose. Any member subjected to such a vote shall be duly notified at least twenty-one (21) days before such meeting and this matter shall appear on the Secretary's notification for such a meeting.

ARTICLE VI - EXECUTIVE BOARD

The Executive Board shall consist of the President, Vice Presidents, Secretary, Treasurer, and Honorary President. The Executive Director of the Association shall be an *ex-officio* member of the Executive Board. At the discretion of the President and upon concurrence by the officers, additional Past Presidents or Committee Chairs may be invited to attend Executive Board meetings for specific purposes. Members of the Executive Board shall take up such matters and attend meetings as determined by the President, and bring their recommendations to the Board of Governors.

ARTICLE VII - OFFICERS

Section 1

The officers of this Association shall be an Honorary President, President, three (3) Vice Presidents with portfolio (Senior Vice President for Programming, Vice President for Membership, Vice President for Professional Development), Secretary, and Treasurer. All must be Regular Members in good standing in the Association, and have achieved certification as a Fellow in Synagogue Administration.

Section 2

The President shall preside at all meetings of the Association and Board of Governors, shall sign all warrants upon the Treasurer; shall appoint all committees; call special meetings as herein provided for; be the custodian of all documents of the Association as are not used by the Secretary or the Treasurer; cast the deciding vote in the event of a tie; and discharge all general duties as are incidental to his/her office. the President shall be the representative of the Association on such bodies as the United Synagogue of

Conservative Judaism may designate. In the President's absence, or in the event of the President's disability, or should the office of the President become vacant for any reason, the Senior Vice President shall assume the duties of that office for the full unexpired term.

Section 3

The Honorary President shall be the Immediate Past President of the Association, who continues to meet all requirements of Article VII, Section 1; shall serve on the Executive Board of Governors; shall serve as the Chairperson of the Nominating Committee, except as otherwise provided in Article XI, Section.1.

Section 4

The Officers shall be responsible for supervision (as the President may direct) of all committee activities of the Association. The Senior Vice President shall perform all the duties of the President in event of the latter's absence or disability. Should the office of the President become vacant for any reason during his/her term of office, the Senior Vice President shall automatically become President and assume all duties pertaining to that office. The office of the Senior Vice President shall be filled by the Board of Governors during this interim. Such interim periods shall not be counted as a "term" under Article V, Section 3, of this Constitution.

Section 5

The Secretary shall attend all meetings of the Association and the Board of Governors, shall keep a record of written minutes of all such meetings, shall mail out minutes of meetings within four (4) weeks of such meetings, shall be custodian of the membership roster and other documents as are necessary to the management of the Association. The Secretary shall annually send an updated membership roster to every member of the Association and issue all meeting notices of the Association and the Board of Governors.

Section 6

(a) The Treasurer shall bill and collect dues and have charge of all funds of the Association and shall disburse them upon warrant of the President. The Treasurer shall furnish financial statements at meetings of the Association and the Board of Governors. The Treasurer shall inform the Board of Governors of members who are not current in their Association obligations and are, therefore, not in good standing, requiring appropriate action as in Article XIII, Section 2.

(b) An annual compilation and reconciliation of the books is to be done by an independent accounting firm within ninety (90) days of the fiscal year end and to be reported to the Board of Governors at the meeting following the completion of the Report.

ARTICLE VIII - COMMITTEES

(a) The President shall appoint within thirty (30) days after the close of every Annual Meeting of the Association, the chairpersons of standing committees which shall be composed of not less than three (3) members. *Ad hoc* and special purpose committees may also be established. The chairpersons, selected from the elected members of the Board of Governors, shall, in turn, within three (3) months thereafter, appoint the remaining members of the committee with the consent of the President or his/her designated officer. The President, or the President's representative, shall be an *ex-officio* member of every committee.

(b) The Standing Committees (and officer liaisons) of the Association shall be:

1. Membership (Vice President for Membership)
2. Conferences (Senior Vice President)

3. Ethics (President)
4. Budget and Finance (Treasurer)
5. Placement (Vice President for Membership)
6. Surveys / Data Bank (Secretary)
7. Nominating (Honorary President)
8. Journal / Publications (Vice President for Professional Development)
9. Certification and Continuing Education (Vice President for Professional Development)
10. Regional Groups (Vice President for Membership)
11. Annual Week of Study (Senior Vice President)

ARTICLE IX - SUBSIDIARY ORGANIZATIONS

The Association may, from time to time, establish such subsidiary organizations(s) as may be needed, at the discretion of the Board of Governors and subsequent plenary, to enhance its efforts.

ARTICLE X - MEETINGS

Section 1

Regular meetings of the Association shall take place annually, be guided by Roberts Rules of Order, with the date and location designated by the Board of Governors at its Convention meeting. Only members in good standing are eligible to attend. Special meetings of the Association may be called on the initiative of the President or, if requested in writing before the Annual Meeting subject to the provisions contained in Section 2 hereof, by twenty (20) or more members in good standing who shall state the purpose for said meeting. A minimum of twenty-one (21) days written notice shall be required for all special meetings.

Section 2

If the President deems it necessary to have a vote of the membership before its next meeting, the President may take a vote of the membership by regular or electronic mail with the prior approval of a three-quarters (3/4) majority of the Board of Governors.

- a) The President must take a vote of the Members by mail if so requested by three-quarters (3/4) of the Board of Governors or if requested from fifty (50) Members in good standing.
- b) All notices shall be addressed to the last known address of the Member and be mailed on the same date and include an explanation of the issue(s) upon which the vote will be taken.
- c) All ballots received by return regular or electronic mail, postmarked date of mailing the ballots, shall be counted. All returned ballots bearing a later postmarked date shall be void. The returned ballots must not be opened until the twenty-one (21) day period has elapsed and must be opened within one (1) week thereafter by the Executive Committee or designee. Upon completion of the counting of the ballots, the President and/or the Executive Committee and/or the Board of Governors must take immediate action to implement the majority vote.
- d) The results of the vote of the special meeting or a special vote must be circulated to the entire membership within fourteen (14) days of the counting of the vote.

Section 3

By three-quarters (3/4) vote, the Board of Governors may choose to conduct a NAASE meeting by telephone, video conferencing or other such media.

Special meetings may be called by the President by a majority of the Board of Governors or fifty (50) members in good standing in NAASE. The business of special meetings shall be limited to the purpose(s) stated in the notice to the membership as stated by the person or persons requesting said meeting. Notice of the special meeting shall be mailed (by regular mail or electronically) to the Members within seven (7) days of receipt by the President. Such special meetings shall be scheduled at a place convenient to the greatest number of members and no sooner than twenty-one (21) days or later than forty-five (45) days from the date of the mailing.

ARTICLE XI - NOMINATIONS AND ELECTIONS

Section 1

At least four (4) months prior to the Annual Meeting at which elections are required, the President shall appoint a Nominating Committee, with the approval of the Board of Governors, with the Honorary President as its chairperson, consisting of five (5) additional members at least two (2) of whom shall **not** be members of the Board of Governors. In the event the Honorary President is not available, or unable or ineligible to serve, the President shall appoint a chairperson. Members of the Nominating Committee shall be eligible for nomination and election to any office in the Association. The report of the Nominating Committee, containing the list of Nominees for their respective offices, shall be delivered to the Secretary of the Association who shall send this report to the Membership at least sixty (60) days before the Annual Meeting subject to the provisions contained in Section 2 hereof.

Additional candidates for various offices are to be placed in nomination by notification to the Secretary in writing, subscribed to by at least ten (10) members in good standing, at least thirty (30) days before the date of the meeting. The Secretary shall within five (5) days thereafter, send notice of the names of the additional nominees to the Association.

Section 2

In the event that any nominated officer or member of the Board of Governors is unable to serve and this is known prior to the Annual Meeting, and too late for the Nominating Committee to select a replacement within the prescribed period of sixty (60) days, a successor shall be nominated and elected by the Membership at large, at the Plenary Session of the next Annual Meeting of the Association.

Section 3

All nominees must be in good standing prior to the published report of the Nominating Committee and be a Regular Member for at least twelve (12) months, in order to be eligible to hold office in the Association. The Chairperson of the Nominating Committee must check with the Treasurer to determine eligibility of each candidate to be nominated.

Section 4

All contested elections at meetings of the Association must be by secret ballot, and the candidates for the respective offices receiving the greater number of votes shall be declared duly elected. In case of ties, a run-off election between the tied candidates shall be held immediately.

ARTICLE XII - QUORUMS

Section 1

Twenty (20) members of the Association shall be considered a quorum in order to hold an Annual Meeting, except as provided for by Article X, Sections 2 and 3. A quorum for a Board of Governors meeting shall be nine (9) members of the board.

Section 2

There shall be no voting by proxy or other form of representation.

ARTICLE XIII - DUES

Section 1

Dues shall be set by the membership at each Annual Meeting.

Section 2

No member shall be considered in good standing (i.e. entitled to the rights, privileges, publications and placement services) whose dues are in arrears ninety (90) days prior to the Annual Meeting of the year in question. At that time insurance premiums and other benefits accruing to that member shall be canceled or discontinued.

ARTICLE XIV - CERTIFICATION AND COMMISSIONING

(a) The Association may establish rules, regulations and other special requirements for certification of its members. Upon the successful completion thereof, the Association shall certify those qualified as Fellows in Synagogue Administration (FSA).

(b) The Association shall jointly administer the *Amin Tzibur* Commission with the Jewish Theological Seminary of America and the United Synagogue of Conservative Judaism.

ARTICLE XV - AMENDMENTS

Section 1

This Constitution and By Laws may be amended at any Annual Meeting of the Association or at any Special Meeting of the Association called for that purpose by a vote of two-thirds (2/3) of the members present and voting, provided that any proposed amendment shall have been communicated to every member, by regular or electronic mail, at least thirty (30) days prior to the meeting at which it is to be considered.

Section 2

Any member may propose an amendment which shall be submitted, in writing, to the Secretary, and is signed by fifteen (15) members in good standing, in sufficient time to meet the provisions set forth herein.

ARTICLE XVI - SUSPENSIONS AND REGULATIONS

Section 1

Except as provided for in Article V, Section 4, the Association, by majority vote, shall have the power to suspend from membership any officer, member of the Board of Governors, or member for violation of ethical, moral or professional standards.

Section 2

Seventy-five (75) days in advance of the Annual Meetings, the Treasurer shall submit to the President a list of those members whose dues are in arrears. The President shall then, within seven (7) days submit this list to the Board of Governors, who will have up to twenty-one (21) days in which to present to the President any pertinent information they may acquire regarding the members in question. If no extenuating circumstances are determined, the delinquent members in questions shall be sent a letter by the President, by certified mail and return receipt requested, informing them that unless payment is made and their account brought up to date within thirty (30) days prior to the Annual Meeting, they will be subject to suspension. If no response is received in the allotted time, a recommendation for suspension of the delinquent member shall be made to the Board of Governors at their next meeting, prior to the Annual Meeting.

Section 3

Delinquent Member – Any member or former member of the Association who is now or at the time he/she left the Association, delinquent in dues or any other NAASE obligation and has not made contact or established a valid and acceptable reason (to the Board of Governors) for failure to meet said responsibility, that could permit an exception or wavering of the delinquency, shall be denied the benefits and/or services of the Association.

Section 4

A member may resign at any time, by giving written notification to the Secretary or President. Dues of such members should be paid in full to the date of resignation.

ARTICLE XVII - FISCAL PERIOD

The fiscal period of the Association shall be from July 1 of one year to June 30 of the following year, commencing July 1, 2007.

ARTICLE XVIII - VACANCIES

Vacancies in the offices of the Association or its Board of Governors shall be filled by the Board of Governors for the unexpired term of office. Such appointees shall not have counted against their eligibility for election the time they serve under such interim appointment.

ARTICLE XIX - DISSOLUTION

In the event of dissolution, the assets of the Association must be distributed to the United Synagogue of Conservative Judaism, the Jewish Theological Seminary or other appropriate non-profit organization, provided that said organization is a 501(c) 3 exempt organization as defined in the Internal Revenue Code of 1986 as amended. Such distribution shall be determined by a two-thirds vote of those members of the Association present and voting at an annual meeting or special meeting called for said purpose.

ARTICLE XX - EFFECTIVE DATE

This amended Constitution and By-Laws shall supersede all previous Constitutions and By-Laws of the Association and shall be in full effect immediately after its adoption at the Annual Meeting (Conference Plenum) of the Association on March 11, 2019.

Authorized signature of the presiding officer at time of amendments

President: _____

Susan Z. Kasper, FSA

Note: The original of this document bears the authorized signature as indicated above.