

Constitution of Congregation Beth Torah

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Constitution of Congregation Beth Torah

ARTICLE I: Name and Purpose

- Section 1. This Congregation shall be known as Congregation Beth Torah.
- Section 2. The purpose of this Congregation shall be to establish and maintain a synagogue and such educational, religious, welfare, social and recreational activities as are necessary to further the cause, objectives and philosophy of the Congregation, Judaism and the community.
- Section 3. This Constitution shall constitute the supreme authority for the direction, guidance and control of the Congregation.

ARTICLE II: Ritual

- Section 1. The Congregation is and shall forever remain a Conservative synagogue and the ritual observance of the Congregation shall be in accordance with the approved Conservative practices, as interpreted by the Rabbi. Equal participatory rights will be vested in all members, both men and women.

ARTICLE III: Membership

- Section 1. Any person of Jewish faith thirteen (13) years of age or older is eligible for membership in this Congregation.
- Section 2. There will be two types of membership, *regular* membership and *special* membership. Membership categories within each type will be established by the Board of Directors.
- Section 3. Applications for Membership shall be made in writing to the Membership Committee, which shall report on each application to the Board of Directors. The Membership Vice President, or other designee of the President, shall approve applications based on standards provided by the Board of Directors. The Membership Committee shall report to the Board of Directors at each regularly scheduled meeting as to the new members that have been approved
- Section 4. A member shall be a member in good standing upon election to membership and payment of all dues or other obligations that are currently due. A member shall no longer be in good standing when any financial commitment or payment schedule arranged with the Treasurer is more than sixty (60) days in arrears. Following written notification, the Treasurer, with the concurrence of the President, may suspend the privileges of membership. The term "member" when used in this Constitution hereinafter shall mean a member in good standing except when specified to the contrary.
- Section 5. A member may be suspended or expelled for cause by a two-thirds vote of the members of the Board of Directors at a meeting for which ten (10) days written notice of the reason for the proposed suspension or expulsion is given to the member.

ARTICLE IV: Dues

- Section 1. Dues and assessments shall be determined at the discretion of the Board of

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Directors.

Section 2. Dues and assessments are due and payable in full immediately upon election to membership and on the first day of the fiscal year thereafter.

Section 3 Any member who is unable to fully discharge his dues or assessments in accordance with the previous section may apply to the Financial VP or Treasurer for an adjustment or a schedule of payment. With the concurrence of the President, such application may be granted.

ARTICLE V: Privileges of Membership

Section 1. The following are considered to be the privileges of *regular* membership categories in the Congregation. The privileges of *special* membership categories will be established by the Board of Directors.

- (a) To be entitled, without obligation, to the services of the Rabbi at any Jewish ritual;
- (b) To attend all meetings of the Congregation and to have a voice and vote at such meetings;
- (c) To attend all open Board of Directors' meetings;
- (d) To hold office and serve on committees;
- (e) To worship and participate in activities of the congregation; and
- (f) To enroll children in the religious school of the Congregation, provided each child is Jewish as defined in Article III, Section 2, or the child is preparing for conversion to Judaism and has the consent of the Rabbi.

ARTICLE VI: Meetings

Section 1. The annual meeting of the Congregation shall be during the month of May, on such day as the President may designate. The Secretary shall give notice of the annual meeting to all members, not less than fourteen (14) days prior to such meeting.

Section 2. Special meetings of the congregation may be called by the President at any time, and shall be called by the President upon the written request of a majority of the members of the Board of Directors; or upon written petition of not less than thirty five (35) members of the Congregation. In the event that the President fails to issue a call for the special meeting within five (5) days after being properly requested to do so, any other officer may issue such a call.

Section 3. Notice of the annual meeting and any special meeting shall be given by the Secretary to all members of the Congregation. Such notices are to be sent not less than fourteen (14) nor more than forty (40) days prior to such meeting, and may be directed to their addresses as may appear on the books of the Congregation, or sent by email or phone tree.

Section 4. Only business stated in the meeting notice may be transacted at a special meeting.

Section 5. At all meetings of the Congregation a quorum for the transaction of business shall consist of thirty five (35) members. If a quorum is not present, the President shall adjourn the meeting to some future time, not less than six (6) nor more than thirty (30) days from that date, and in which event the Secretary shall give at least three (3) days notice by email or Phone Tree, of such adjourned meeting, to all members.

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- Section 6. Every action at a Congregational meeting shall be determined by the vote of a majority of the members present at the meeting.
- Section 7. Only members in good standing shall be eligible to vote at the Congregational meetings. No proxy vote shall be allowed.

ARTICLE VII: Board of Directors

- Section 1. The complete management of the affairs and business of the congregation and of all property belonging to it shall be vested in a Board of Directors to be constituted and empowered as hereinafter provided. The Board of Directors shall be responsible for all expenditures and distribution of congregational funds and property. The Board shall make such rules and regulations, as it may deem advisable for the furtherance of the general purposes of this Congregation.
- Section 2. The Board of Directors shall be composed as follows:
- (a) The officers of the Congregation.
 - (b) The Chairpersons of the Standing committees (Article XI, Section 1). Each committee should have 1 vote and 1 board slot (co-chairs have to agree on vote). An alternate or a representative may present committee reports but will NOT be eligible to vote.
 - (c) Ten (10) members elected by the general membership are considered at large directors and each should serve on at least one committee. Five directors are to be elected each year for a two-year term.
 - (d) The immediate past president for a two (2) year term. He/She should also serve as advisor to the nominating committee for the next 2 years.
 - (e) The Presidents of the Men's Club and Sisterhood provided that such people are members in good standing of the Congregation.
 - (f) The Rabbi of the Congregation shall be an ex-officio member of the Board, without voting rights.
 - (g) If any elected Board Member misses 3 meetings in a row, with the exception of health reasons, they may be asked to resign by the President.
- Section 3. The Board of Directors shall authorize the borrowing of money to be used by the Congregation for its operations and acquisition or construction of property and other items designated by the Board, provided that no money may be borrowed in excess of one thousand dollars except by a two-thirds vote of the members of the Board.
- Section 4. The Board of Directors shall meet regularly each month, except during the months of July, August and December, on such day as the President may designate. The agenda for all regular Board meetings shall be communicated to board members and posted on the Congregation's website and bulletin board at least seven (7) days prior to the meeting. A quorum shall consist of a majority of the members of the Board. No proxy vote shall be allowed.
- Section 5. Special meetings of the Board of Directors may be called at the President's discretion, or must be called upon receipt of the written request of seven (7) members of the Board. Said request shall state the reason for and the purpose of the meeting. In the event that the President fails to issue a call for a special board meeting within five (5) days after being properly requested to do so, any other Board member may issue such a call.
- Section 6. In the event of any vacancy of an Elected Board member, a successor shall be nominated to complete the unexpired term by the President, subject to confirmation

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by the Executive Committee. The nominee must be approved by the majority of the Board of Directors at an open Board of Directors meeting to be held not later than the second regularly scheduled Board meeting after the position becomes vacant. Notice of the intended election shall be given in the agenda for that meeting.

Section 7. A Nominating Committee Chair shall be elected by the Board of Directors at the January board meeting and a list of nominations presented to the Board of Directors by the April Board meeting. Immediate Past President shall be the advisor to that Committee. The Nominating Committee Chairman shall appoint a committee consisting of five (5) members of the general membership and two alternates. No member of the Committee is to be an officer of the Congregation. An officer not seeking reelection may act as advisor to the Nominating Committee. If any member any member or alternate on the Committee is selected as a nominee, such person shall immediately withdraw from membership of the Committee. At the annual meeting of the Congregation, the Nominating Committee shall name and present a list of candidates for a vote to fill officers and director positions scheduled to expire on June 30th of that year. In addition to the list presented by the Committee, any member in good standing may be nominated from the floor at the annual meeting of the Congregation to fill such position, for a member's name to be placed in nomination, the individual must either be present in person and accept, or have acknowledged to the President his acceptance of the nomination.

Section 8. Any officer or director may be removed from office by a two-thirds vote of the members of the Congregation who are present at a Congregational meeting called for that purpose in which a quorum is present. Such officer or director shall be given notice prior to the meeting at which his removal is to be voted upon.

ARTICLE VIII: Officers

Section 1. The officers of the Congregation shall consist of a President, and Executive Vice President, a Financial Vice President, four Vice Presidents, a Secretary, and a Treasurer, none of whom shall be related by blood or marriage. These officers shall comprise the Executive Committee of the Congregation and shall be responsible for the day to day administration of the Congregation subject to the guidance of the Board of Directors. The officers shall be elected for terms of one year, and may be re-elected twice. They shall not be eligible for four consecutive terms in the same office.

Section 2. Duties of Officers

(a) President:

The President shall be the chief executive officer of the Congregation, responsible for enforcing the Constitution, rules, regulations and policies promulgated by the Board of Directors and general membership. He/she shall preside over all meetings of the Congregation and of the Board of Directors and shall sign all agreements, contracts, deeds and other documents on behalf of the Congregation pursuant to appropriate resolutions or directions of the general membership or the Board of Directors. The President shall be an ex-officio member of all committees.

(b) Executive Vice President:

The Executive Vice President shall, in case of the absence, resignation, death or disability of the President; discharge the duties of the President and shall assist the President in the discharge of his duties Including the day-to-day administration of the Congregation and such other duties as may be determined from time-to-time. The Executive Vice President shall assist the President in the administration of the synagogue facilities, strategic planning, and assist in

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- program collaboration with the synagogue's auxiliaries.
- (c) Financial Vice President:
The Financial Vice President shall prepare the Congregation's annual budget, evaluate and plan for the Congregation's long-term financial requirements and at least once a year review the books and records maintained by the Treasurer and give a written report to the Board of Directors. He/she shall also assist the President in the discharge of his duties including the day-to-day administration of the Congregation and such other duties as may be determined from time-to-time.
- (d) Ritual Vice President:
The Ritual Vice President shall assist the President and Rabbi in the administration of ritual affairs, religious services, social action programs, and Jewish life-cycle activities.
- (e) Education Vice President:
The Education Vice President shall assist the President in the administration of educational programs and activities, such as the learning center, Preschool, Adult Education, and Bar/Bat Mitzvah tutoring assignments and hiring.
- (f) Development Vice President
The Development Vice President shall assist the President in the administration of fund raising programs as need to meet the operational and capital requirements of the congregation Education Vice President:
The Education Vice President shall assist the President in the administration of educational programs and activities, such as the Learning Center, Preschool, Adult Education, and Bar/Bat Mitzvah tutoring assignments and hiring.
- (g) Membership Vice President:
The Membership Vice President shall assist the President in the administration of membership recruiting and retention programs and activities, social programs and activities, and synagogue publicity.
- (h) Secretary:
The Secretary shall keep records of all meetings, of the Congregation, the Board of Directors, and the Executive Committee, shall be responsible for the correspondence of the Congregation and of the Board of Directors, shall issue notices of all meetings, shall assist the President in the discharge of his/her duties. The secretary shall be responsible for keeping the permanent record of this Constitution, amendments and policy manuals correct and complete. These documents shall be on file in the Synagogue and available for inspection by members of the congregation.
- (i) Treasurer:
The Treasurer shall keep an accurate and correct record of the receipts and expenditures of the congregation and of the accounts between the Congregation, its members and others, which records shall be opened for inspection by the Board of Directors at all times, other than for confidential schedules for payment of obligations that have been arranged with the Treasurer. He/she shall notify all members of the Congregation of their indebtedness to it. He/she shall receive all monies payable to the Congregation, giving his receipt therefore and cause the same to be deposited or invested as directed by the Board of Directors. He/she shall render a report of the finances of the Congregation at all regular meetings of the Board of Directors, at the annual meeting of the Congregation, and at such other times as may be directed by the Board of Directors. If the workload of the Treasurer warrants, an Assistant Treasurer may be appointed by the President with the concurrence of the Treasurer and the Financial Vice President. The Assistant Treasurer shall assist the Treasurer in the discharge of his duties and shall have the same access to confidential information as the Treasurer.

Section 3. Immediate Past President:

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The Immediate Past shall serve as an ex officio member of the Executive Committee and advisor to the Nominating Committee

- Section 4. In the event of the death, resignation, disqualification or removal of any officer other than the President, a successor shall be elected by the membership to complete the unexpired term as part of an open board of Directors' meeting to be held not later than the second regularly scheduled Board meeting after the position becomes vacant. Notice of the proposed election shall be given in the agenda for that meeting.

Article IX: Rabbi

- Section 1. The Rabbi shall initially be elected by the Congregation at a meeting called for that purpose. A two-thirds (2/3) vote of the members present at the meeting shall be required for election of the Rabbi. The renewal of the Rabbi's affiliation shall be decided by the Board unless there is submitted to the Board a petition signed by at least twenty percent (20%) of the members in good standing of the Congregation requesting that the matter be referred to a special meeting of the membership for a vote; at such meeting a two-third (2/3) vote of the members present shall be required for the renewal of the Rabbi's affiliation.
- Section 2. The terms of the contract under which the Rabbi shall be elected shall be determined by the Board of Directors. A committee selected by the President consisting of the President, the Financial Vice-President, and the Synagogue's Legal Council shall negotiate with the Rabbi and bring the agreement to the Board for approval. The term of the initial contract shall not exceed three years.
- Section 3. The Rabbi's performance shall be reviewed semi-annually by three members selected from the Board. The Rabbi shall have the option of picking one of the three members: the remaining members will be appointed by the President. The Rabbi's first duty is to his/her congregation membership and provisions in the contract and job description.
- Section 4. The Rabbi shall be a participating member of the Rabbinical Assembly, or if not a member at time of affiliation, shall secure such membership within one year of affiliation. The Rabbi shall lead the Congregation in the practice of Conservative Judaism and be the final religious authority for the Congregation.

Article X: Auxiliary Organizations

- Section 1. The Congregation shall have such auxiliary organizations as shall from time to time be approved by the Executive Committee.
- Section 2. The activities of all auxiliary organizations of this Congregation shall always be conducted in such manner as will advance the best Interest of the Congregation and the community.
- Section 3. Presidents of the Men's Club and Sisterhood will each have one vote on the Board

Article XI: Committees

- Section 1. Only the following Standing Committee Chairs or Co-Chairs have voting

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privileges as members of the Board of Directors:

- (a) Adult Education
- (b) Publicity
- (c) Strategic Planning
- (d) Membership
- (e) Ritual
- (f) Learning Center
- (g) Youth
- (h) Fundraising
- (i) Facilities
- (j) Pre-School
- (k) Holiday

- Section 2. The chairs of the Standing Committees shall be appointed to office and removed from office by the President with the approval of the Executive Committee pursuant to Article VII, Section 2(b). Such chairs shall remain in office until the end of the fiscal year. Prior to summer recess, in June, the newly elected President shall meet with the newly elected Executive Board to appoint or reconfirm standing committee chairs for the coming year.
- Section 3. The duties and responsibilities of the Standing Committees shall be determined by the Board of Directors and reviewed at least every 5 years.
- Section 4. Other ad hoc committees may be established by the President as the need arises. The chair of such committees shall be appointed to office and removed from office by the President with the approval of the Executive Committee. The duties and responsibilities of such committees shall be determined by the President. Such chair shall remain in office until the end of the fiscal year. Ad hoc committee chairs are welcome to attend and participate in Board Meetings; however they are not voting members.

Article XII: Fiscal Year

- Section 1. The fiscal year of the Congregation shall commence on July 1 of each year and end on June 30, of the following year.
- Section 2. An annual review of the books of the Congregation shall be made as soon after the close of each fiscal year as possible by the Financial Vice President and one other person selected by the Board and the results of such review shall be presented to the Board of Directors no later than its regularly scheduled meeting for the month of October.

ARTICLE XIII: Amendments

- Section 1. A proposal to amend the Constitution may be made by (1) a majority vote of the Board of Directors, or (2) a written petition signed by not less than thirty five (35) members in good standing, which is submitted to the Board of Directors.
- Section 2. Any proposed amendment made by the Board of Directors or by petition shall be presented to a meeting of the Congregation for a vote. The meeting shall be no sooner than thirty (30) days or later than ninety (90) days after the adoption of the proposal by the Board of Directors, or the submission of the petition to the Board. The notice of any such meeting shall include a copy of the proposal.

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Section 3. The proposed amendment shall be adopted upon receiving a favorable two-thirds vote of the members present at the meeting. The adopted amendment shall become effective immediately unless a different effective date is stipulated in the motion adopting the amendment.

Article XIV: Terms of Office

Section 1. The terms of office referred to in this Constitution shall run concurrently with the fiscal year of the Congregation.

Article XV: Indemnity

Section 1. The Congregation shall Indemnify each officer and member of the Board of Directors, and each former Board member and officer for expenses and costs (including attorney fees) actually and necessarily incurred In connection with any claim asserted against him/her, by action in court or otherwise, by reason of being a Board member or officer, except in relation to matters in which he/she shall have been judged guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

Article XVI: Dissolution

Section 1. If this Congregation is ever liquidated or dissolved, all remaining assets (after payment of bona fide Congregation liabilities) shall be turned over to one or more non-profit organizations currently engaged in furthering the cause of Judaism. The Board of Directors shall designate such recipient organizations at a special meeting called for that purpose.

A permanent record of the by-laws, amendments and policy changes will be public record and be available at Beth Torah.