

APPROVED BY RESOLUTION DATED JANUARY 14, 1993  
Marcia Schiffer, President  
APPROVED BY RESOLUTION DATED MAY 21, 1998  
Rick Krieger, President  
APPROVED BY RESOLUTION DATED MARCH 30, 2006  
APPROVED BY RESOLUTION DATED MARCH 31, 2016

**CONSTITUTION AND BY-LAWS**  
**SHOMREI TORAH:**  
**THE WAYNE CONSERVATIVE CONGREGATION**

**PREAMBLE, PURPOSE AND LIMITATIONS**

We, the founding members of Shomrei Torah, The Wayne Conservative Congregation, in order to fulfill the need for a conservative Jewish synagogue in our community, under the guidance of God do establish this constitution and organization for the purpose of maintaining a synagogue in the Township of Wayne, where divine worship and traditional religious observance may take place in accordance with the precepts and tenets of Conservative Judaism; where Hebrew consciousness may be fostered and strengthened through the cultivation of social intercourse, civil activities, community service, and educational pursuits; where its members will be provided with appropriate facilities for their spiritual and social needs; where Jewish thought and action might be instilled with a view to uniting Jewry in the bonds of fellowship.

Shomrei Torah, The Wayne Conservative Congregation, a New Jersey non-profit corporation, is organized exclusively for charitable, religious and educational purposes, including for such purposes, the making of distributions to organizations under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal Tax Code). Said corporation shall not conduct activities, which are not in furtherance of such purposes.

No part of the net earnings of Shomrei Torah, The Wayne Conservative Congregation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers or other private persons, except that said corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c)(3) purposes. No substantial part of the activities of said corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and said corporation shall not participate in, or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office (including the publishing or distribution of statements).

Notwithstanding any other provision of these by laws, Shomrei Torah, The Wayne Conservative Congregation shall not carry on any other activities not permitted to be carried on (a) by a corporation or organization exempt from Federal Income tax under Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code) or (b) by a corporation or organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).

## ARTICLE I

### **Name**

The name of this organization shall be Shomrei Torah, The Wayne Conservative Congregation (hereinafter "Shomrei Torah" or the "Congregation").

### **Organization Pursuant to Laws**

Shomrei Torah shall be formed pursuant to the Laws and Statutes of the State of New Jersey, and those of the United States of America. Shomrei Torah shall comply with all applicable statutes of the IRS Code and amendments thereto, including but not limited to, Section 501 (c) (3) et seq., required for formation of a non-profit corporation.

## ARTICLE II

### **Membership**

**Section 1.** Any person of the Jewish Faith, 18 years of age or older, and of good moral character, shall be eligible for membership.

**Section 2.** Shomrei Torah shall have four categories of members, which shall, for purposes of these By-Laws, be called REGULAR, HONORARY, ASSOCIATE and BOOK members. By vote of the Board of Trustees, there may be established categories of regular members with regard to the amount of dues to be paid by each group, but this dues variation shall not affect membership rights.

**Section 3.** Regular Members in good standing shall enjoy the following privileges:

- (a) To attend all meetings of the Congregation and Board of Trustees.
- (b) To have a voice and a vote at all Congregational Meetings. Each spouse shall have a separate vote.
- (c) To hold office in the Congregation as hereinafter provided.
- (d) To participate in divine worship at all religious services in the synagogue, subject to the rules and regulations, which may be established from time to time by the Board of Trustees.
- (e) To receive High Holiday tickets, subject to the rules and regulations which may be established from time to time by the Board of Trustees
- (f) To enroll their children in the Shomrei Torah Religious School, subject to rules and regulations which may be established from time to time by the Board of Trustees and the Religious School Committee.
- (g) To have their children become Bar and Bat Mitzvah in the synagogue, subject to the rules and regulations which may be established from time to time by the Board of Trustees.
- (h) To purchase burial ground, if and when available, subject to the rules and regulations which may be established from time to time by the Board of Trustees.
- (i) To be buried in the Congregational cemetery, if and when available, subject to rules and regulations, which may be established from time to time by the Board of Trustees.
- ((j) To enjoy such other and further rights and privileges as may be declared by the Board of Trustees from time to time.

**Section 4.** Honorary membership may be conferred upon any person by the Board of Trustees by a two-thirds vote of the members present. Such Honorary Members shall enjoy the privileges of a Regular Member except that they shall not vote, hold office, be obligated to pay dues or assessments, receive High Holiday Tickets, or send children to the Shomrei Torah Religious School.

**Section 5.** Associate Members shall be those members who are full dues paying members of another congregation who elect to also belong to the Congregation. They

shall have a lesser financial obligation to the Congregation. They shall have all the rights and privileges as established by the Board of Trustees except they shall not have a right to vote, receive High Holiday Tickets, hold office or send children to the Shomrei Torah Religious School.

**Section 6.** Book Members shall be those members who reside more than fifty (50) miles from Wayne, New Jersey. Their membership shall entitle them to receive selected synagogue mailings. Such Book Members may not vote, hold office, receive High Holiday Tickets or send their children to the Shomrei Torah Religious School.

**Section 7.** (a) Application for Regular Membership shall be in writing on an application form provided by the Membership Committee and approved as to form by the Board of Trustees.

(b) The Membership Committee shall refer the application together with its recommendation to the Board of Trustees where a majority vote of the members present shall be required for election.

**Section 8.** A member in good standing shall be one whose financial obligations are current as defined by the Board of Trustees for the fiscal year. Only Regular Members in good standing shall be entitled to vote, hold or run for office and have the other privileges of membership. The Financial Secretary shall certify whether or not any member is in good standing.

**Section 9.** (a) The Board of Trustees, by an affirmative vote of two-thirds of those present at any regularly constituted Board meeting, may suspend or expel a member for cause after an appropriate hearing.

(b) The Board of Trustees, by a majority vote of those present at any regularly constituted Board meeting, may terminate the membership of any member who shall be in default in the payment of dues, pledges or any other financial obligation to Shomrei Torah for a period in which such dues or other obligations are payable as certified by the Financial Secretary.

**Section 10.** Any member may resign by filing a written resignation with the Financial Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, pledges or other charges theretofore accrued and unpaid. In this connection, dues accrue on the first day on the fiscal year.

**Section 11.** Upon the written request of a former member filed with the Financial Secretary, the Board of Trustees, by a majority vote of those present at any regularly constituted Board meeting, may reinstate such former member to membership upon such terms as the Board of Trustees may deem appropriate.

### **ARTICLE III**

#### **Dues, Assessments and Budget**

**Section 1.** (a) Regular, Associate and Book members shall pay dues as proposed by the Board of Trustees and approved by the Congregation. The Financial Secretary may issue dues variances as deemed appropriate, except as may be hereinafter stated to the contrary. It is within the discretion of the Financial Secretary to appropriately adjust the dues of anyone applying for membership after the High Holy Days.

(b) Regular and Associate Members shall pay assessments approved by the Board of Trustees.

**Section 2.** (a) Any proposed changes in dues shall be sent to all members of the Congregation prior to the annual meeting. The Congregation shall be informed of any assessment deemed necessary by the Board of Trustees.

(b) The proposed budget shall be presented and approved at the Annual Congregational Meeting.

## ARTICLE IV

### Congregational Meetings

**Section 1.** An Annual Meeting of the Congregation shall be held at a time, date and place designated by the Board of Trustees, within the Township of Wayne, in the month of March of each year, beginning with the year 1999 for the purpose of electing officers and trustees, ratifying the annual budget and for the transaction of such other business as may lawfully come before the meeting. Notice of the Annual Meeting shall be sent in accordance with Article XV hereof, to all Regular members of the Congregation, not less than fourteen days nor more than thirty (30) days prior to such meeting. Such notice shall include an agenda of all matters previously approved by the Executive Board or by the Board of Trustees for which Congregational approval is contemplated but shall not limit discussion or approval of other matters coming before the meeting.

**Section 2.** Special meetings of the Congregation may be called by the President whenever, in the President's discretion, the President deems it necessary, or shall be called at the written request of one-fifth (1/5) of the Regular membership of the Congregation in good standing, or of five (5) members of the Board of Trustees in good standing. Said request shall state the reason for and the purpose of the meeting and shall be submitted to the President. Such meeting shall be called for a day not later than twenty (20) days after the call therefor.

In the event that, within five (5) days after such request, the President fails to direct the Recording Secretary to notify the membership of such Special Meeting, any other officer or trustee may issue such notice.

**Section 3.** Notice of a Special Meeting shall state as specifically as possible the business to be conducted and no other business shall be transacted at this Special Meeting. Notice of such Special Meeting shall be sent to all Regular members of the Congregation, not less than six (6) days nor more than twenty (20) days prior to such meeting.

**Section 4.** A quorum for the transaction of business at a meeting of the Congregation, regular or special, shall consist of thirty (30) members in good standing, including officers, but a majority of those present may adjourn the meeting to some future date, not less than six (6) nor more than twenty-one (21) days from the date thereof, and the Recording Secretary of the Congregation shall thereupon give at least three (3) days notice of such adjourned meeting to all members.

## ARTICLE V

### Board of Trustees

**Section 1.** The broad policy of the Congregation shall be established by its Board of Trustees, who may adopt rules and regulations for the conduct of the meetings and regulations for the management of the Congregation in accordance with these By-Laws. The Board of Trustees shall have the power to authorize appropriation of such sums of money and to make such contracts and agreements in the name of the Congregation as it deems necessary for the function, support and maintenance of the Congregation. The Board of Trustees shall have the power to authorize and approve the borrowing of money, pledging the credit of the Congregation and purchasing realty, making investments and have such other and further powers as fiduciaries may by law possess, provided, however, that any decision to purchase realty or borrow monies for in excess of a one-year term, shall require

ratification by the Congregation at a meeting called for such purpose. All Trustees shall be either active members of two (2) Congregational Committee(s) or the chairperson of one (1) Congregational Committee. The Board of Trustees shall be charged with and assume control of all of the property of the Congregation; shall designate the bank or banks wherein the funds of the Congregation shall be deposited and shall be responsible for all expenditures and disposal of congregational funds and property.

**Section 2.** There shall be a Board of Trustees comprised of:

- (a) no less than eighteen (18) and no more than twenty-five (25) elected trustees,
- (b) all elected officers as hereinafter provided,
- (c) all Past Presidents as of July 1, 2016, who are at that time and continue to be members in good standing,
- (d) the Immediate Past President,
- (e) a delegate from the Past Presidents Council as hereinafter provided, and
- (f) the President of the Men's Club and the President of the Sisterhood.

The President shall preside over the Board of Trustees. No dual voting by an individual shall be permitted on the Board of Trustees. There shall be no restriction against two or more members of the same family serving as members of the Board of Trustees.

**Section 3.** All Past Presidents as of July 1, 2016 who are at that time and continue to be members in good standing shall be Trustees ex-officio, with full voting rights, for life. Any Past President who is duly elected as a Trustee or officer shall only have one vote as a member of the Board of Trustees.

Section 3(a). Any person becoming an Immediate Past President after July 1, 2016 shall serve one (1) concurrent two-year term on both the Board of Trustees and the Executive Board. In addition, there shall be established a Past Presidents Council which shall consist of all Past Presidents of the Congregation who are members in good standing. It shall advise the President and provide guidance with regard to issues relating to the governance of the Congregation. The Past Presidents Council shall be chaired by the Immediate Past President of the Congregation. The Past Presidents Council may adopt a resolution to recommend action to the Executive Board and/or the Board of Trustees; provided however, that such resolution shall not be binding on either body. Any such resolution shall be presented at the next scheduled Executive Board or Board of Trustees meeting. Such resolution shall require a second from a member of such body who is not a member of the Past Presidents Council. No later than April 30 of each year, the Past Presidents Council shall, by majority vote, designate from its ranks one (1) member who may attend all Board of Trustee meetings as a voting member for a term of one year.

**Section 4.** The term of office for each of the elected Trustees shall be two years. At each Annual Meeting, a portion of the Trustees shall be elected. An elected Trustee shall not be eligible to serve more than three consecutive terms on the Board of Trustees. By a two-thirds vote of the members present, the number of Trustees may be expanded by the Board of Trustees to a maximum of forty (40). The vacancies created by said expansion may be filled by the Board until successors are elected at the next Annual Meeting and installed.

**Section 5.** In the event of a vacancy on the Board of Trustees by reason of death, resignation or any other cause, the same may be filled by election by a majority vote of the members present at a Board Meeting until the next Annual Meeting of the Congregation. Notwithstanding the foregoing, in the event of a vacancy on the Board of Trustees resulting in the number of elected Trustees falling below 18, the President shall designate, and the Board shall approve by majority vote, a replacement who shall serve until the next Annual Meeting of the Congregation.

**Section 6.** The Recording Secretary shall keep a list of the members present for regular meetings. Absence by any elected Trustee from three (3) regular meetings, in any fiscal year, without reasonable cause, may be the basis for a declaration of vacancy by the President, without further action of the Board of Trustees or Congregation required. Any Board member, elected or not, including but not limited to Officers, Past Presidents, delegates, and Presidents of auxiliary organizations, who has missed two out of the previous three regular Board meetings shall be ineligible to vote, but shall nevertheless be included in determining if a quorum is present. The preceding attendance prerequisite shall not apply to new Trustees or Officers attending their first two (2) meetings after being elected, so as to allow new Trustees and Officers the ability to vote at their first two meetings.

**Section 7.** The Board of Trustees shall meet monthly, on such day as the President may designate. A quorum shall consist of one-half (1/2) of the Board of Trustees.

All matters shall be decided by majority vote of the members present except as herein otherwise provided. In determining the number necessary to constitute a quorum, the elected Trustees, the elected Officers and the Immediate Past President shall be counted, but the ex-officio members (all Past Presidents other than the Immediate Past President) and any delegates (from the Past Presidents Council, Men's Club and Sisterhood) shall not be counted, but their presence may be included in determining if a quorum is present. Notwithstanding the foregoing, a quorum shall not exist if there are fewer than 10 members present who are eligible to vote.

**Section 8.** Special meetings of the Board of Trustees may be called by the President at the President's discretion, or shall be called by the President at the written request of five (5) members of the Board of Trustees. Said request shall state the reasons and purpose of the meeting. Such meeting shall be held not later than seven (7) days after the call thereof. In the event the President fails to issue a call for a Special Meeting within five (5) days after being requested to do so, any other officer may issue the call. Notice of a Special Meeting shall state its purpose and no other business shall be transacted at this Special Meeting. A notice of such Special Meeting shall be given by the Recording Secretary, to all members of the Board of Trustees, in accordance with Article XV hereof, not less than four (4) nor more than six (6) days prior to such meeting.

**Section 9.** Checks shall require the signatures of two (2) of the following officers, one of which must be the President or Treasurer: President, a Vice President, the Treasurer or the Financial Secretary.

**Section 10.** The order of business and rules of order of the Board of Trustees shall be governed by the latest edition of "Roberts Rules of Order."

## **ARTICLE VI** **Officers**

**Section 1.** The officers of this Congregation shall be elected at the Congregational Meeting for a term of two (2) years and shall be as follows:

- (a) President
- (b) Executive Vice President/President-Elect
- (c) Education & Youth Vice-President
- (d) Membership & Programming Vice President
- (e) Finance & Fundraising Vice President
- (f) Recording Secretary
- (g) Financial Secretary
- (h) Treasurer

An officer shall not be eligible for more than two consecutive terms in the

same office.

**Section 2.** The President shall preside at all meetings of the Congregation and the Board of Trustees. The President shall forthwith execute and discharge all resolutions adopted by the Board of Trustees of the Congregation. The President shall call all meetings of the Congregation and the Board of Trustees; shall sign all agreements, contracts, deeds and other documents for the Congregation or authorize another officer to do it in the President's stead, pursuant to appropriate resolutions by the Congregation or the Board of Trustees. The President shall appoint all committee members and committee chairperson(s) to serve at the President's pleasure and may establish special committees from time to time. The President shall be an ex-officio member of all committees, but without the right to vote. The President shall appoint a parliamentarian.

**Section 3**(a) The Executive Vice-President shall be the President-Elect of the Congregation and, except as setforth in Article VI Section 3(b) become President for a two (2) year term commencing two (2) years after being elected Executive Vice-President. The Executive Vice-President shall assist the President in the discharge of any duties. The Executive Vice-President shall supervise long-range planning, leadership training activities, Ritual, Personnel, and Law Committees. The Executive Vice-President shall be an ex-officio member of all committees, except the Nominating Committee, without voting rights.

(b) In the event that the President shall not complete the term of office, then the following shall occur:

(1) If there are twelve (12) months or less remaining in the term of the President, the Executive Vice-President shall complete that term as President and serve as President for next two (2) years.

(2) If there are more than twelve (12) months remaining in the term of the President, the Executive Vice-President shall complete that term as President but shall not serve as President for the next two- (2) years. The succeeding term of President shall be determined by Congregational election with that of the other members of the Executive Board.

(3) Upon the vacating of the office of Executive Vice-President/ President-Elect, the Nominating Committee upon consultation with the new President shall nominate a person for Executive Vice President to be elected by Congregational vote at a Special Meeting. The new Executive Vice-President shall serve out the same term of years as the new President and be required to seek election with that of all other officers.

**Section 4.** The Education & Youth Vice President shall supervise the Religious School, Adult Education, Youth, Junior Congregation, Koach (college student outreach), PTO, and Library Committees and all associated activities involved with these Committees and/or areas of these committees associated with Congregational life. This Vice President shall assist with or supervise other Congregational needs as designated by the President.

**Section 5.** The Membership & Programming Vice President shall supervise the Programming, Social Action, Volunteer Coordination and Membership Committees as well as committees whose goals are to address the needs of seniors, singles, young couples and all associated activities involved with these committees and/or areas of Congregational life associated with these committees. This Vice President shall assist with or supervise other Congregational needs as designated by the President.

**Section 6.** The Finance & Fundraising Vice President shall supervise the Finance, House, Fundraising and Gifts and Memorials Committees, any capital campaign and all associated activities involved with these Committees and/or areas of Congregational life associated with these committees. The Finance & Fundraising Vice President shall be responsible for maintaining controls on the finances of the Congregation; maintaining control over the receivables, payroll, disbursements, record keeping, payables, etc. of the Treasury; shall be in charge of administering the keeping of all records, maintaining the budget, good

accounting practices and financial planning; shall be responsible for coordinating all administrative personnel on all collections and disbursements; shall present monthly coordinated financial statements by category of the assets and liabilities of the Congregation; shall prepare annual financial reports to be presented to the Board of Trustees and the Congregation; and shall maintain a long term financial plan and prospectus as to the Congregation's finances.

The Finance & Fundraising Vice President shall be responsible for supervising and coordinating the work of the Financial Secretary and Treasurer.

The Finance & Fundraising Vice President shall have responsibility to audit any accounts maintained by the Congregation, its committees or auxiliary organizations.

The Finance & Fundraising Vice President shall be permitted to give an advisory opinion as to all contracts relating to personnel, purchases, and all other disbursements of the Congregation. This Vice President shall supervise and assist with other Congregational needs as designated by the President.

**Section 7.** The Recording Secretary shall keep an accurate record of all the proceedings of the Congregation, the Executive Board, and the Board of Trustees; shall issue all notices for meetings; sign such instruments or documents as may be necessary to effectuate the proper directions of the Congregation, the Executive Board, or the Board of Trustees. In addition, the Recording Secretary shall execute all deeds, instruments and other documents of the Congregation along with the President. The Recording Secretary shall maintain an indexed electronic record of all motions voted on by the Executive Board and Board of Trustees, including the precise language of each motion and the number of votes cast. This Secretary shall assist in and supervise other Congregational needs as designated by the President.

**Section 8.** The Financial Secretary shall maintain records regarding billing and collection of dues and other assessments, and shall be responsible for billing and remittances regarding the same. The Financial Secretary shall make deposits and advise the Treasurer of the same and shall prepare a monthly written statement of income. The Financial Secretary shall certify a list of members for purposes of voting or petitioning. The Financial Secretary shall review applications for dues variances and make appropriate determinations in connection therewith. This Secretary shall assist in and supervise other Congregational needs as designated by the President.

**Section 9.** The Treasurer shall maintain records concerning all monies paid out by the Congregation; shall have custody of the banking books; and shall be generally responsible for making remittances on accounts payable. The Treasurer shall keep the Trustees apprised of the balances at all times and shall prepare a monthly written statement of expenses. The Treasurer shall be an authorized signatory on any accounts on funds managed and maintained by the Shomrei Torah. The Treasurer shall assist in and supervise other Congregational needs as designated by the President.

**Section 11.** Each elected officer shall perform such other duties as may be designated from time to time by the Board of Trustees.

**Section 12.** An Officer may be removed from office by a two-thirds vote of those members of the Board of Trustees present upon the occurrence of any of the following:

(a) Absence from three (3) meetings of the Board of Trustees or Executive Board pursuant to the requirements stated in Article V, Section 6 concerning the removal for lack of attendance.

(b) Failure to be a member in good standing

(c) Dereliction of duties as required by these By-Laws.

An officer may be replaced by a two-thirds vote of those members of the Board of Trustees present except that of Executive Vice-President which shall be governed by the procedures set forth in Article VI, Section 3(b)(3).

**Section 13.** The officers, plus the Immediate Past President, shall serve as the

Executive Board of Shomrei Torah with the following responsibilities, powers, and duties:

(a) To execute any actions or instructions required to maintain the administration or the functioning of the synagogue, buildings and personal property, personnel or any other activities or responsibilities of and for the members of the Congregation.

(b) To make emergent decisions involving the assets and liabilities of the Congregation, and any financial expenditures relating thereto.

(c) To oversee all personnel employed by the Congregation and any subcontractors who supply goods and/or services on behalf of the Congregation. With the exception of the Rabbi, Executive Director, and Principal of the school, these responsibilities shall include but not be limited to the emergent suspension of employees for cause within the terms of the employee's contract. Final decisions with respect to the Rabbi, Executive Director and Principal of the school shall be that of the Board of Trustees.

(d) To make any decisions in the normal course of operating and managing Congregational property

(e) To formulate, maintain and effectuate the fiscal Budget of the Synagogue, including collection of monies and the payment of debts and obligations of the Congregation

(f) To report to the Board of Trustees decisions made by the Executive Board, to provide strategic directions to the Board of Trustees as to administration of the Synagogue, maintaining and updating of financial controls and records, report on long term implications affecting the Congregation

(g) To provide and maintain ongoing leadership training for the members of the Board of Trustees and members of the Congregation

(h) Such other responsibilities, duties and powers as from time to time may be delegated by the Board of Trustees

## **ARTICLE VII**

### **Auxiliary Organizations**

**Section 1.** Shomrei Torah shall have such auxiliary organizations as shall from time to time be authorized and constituted by the Board of Trustees.

**Section 2.** The activities of all auxiliary organizations of this Congregation shall always be conducted in such manner as will advance the best interests of the Congregation.

**Section 3.** The By-Laws and other regulations of all auxiliary organizations shall be consistent with the constitution, by-laws and policy of the Congregation.

**Section 4.** Each organization so constituted shall be represented on the Board of Trustees by its President, who shall be a voting member of the Board of Trustees.

**Section 5.** Each organization shall submit annually a copy of its Financial Statement to the Treasurer at the end of the fiscal year, June 30th.

## **ARTICLE VIII**

### **Nomination and Election of Officers and Trustees**

**Section 1.** No later than the November Board of Trustees meeting of each year, the President shall appoint, with the approval of the Board of Trustees, a Nominating Committee consisting of five (5) members, including the most immediate past president available, who shall be the committee chairman. No more than two (2) Trustees whose term of office expires at the end of the current electoral year shall be eligible for membership on the Nominating Committee. The Nominating Committee shall operate by majority vote. No member of the Nominating Committee shall serve for more than two (2) consecutive years. If there is a violation of this requirement, the deliberations of the Nominating Committee shall not be ruled invalid, unless written objection to the President is raised within seven (7) days

of the approval of the appointment of the Committee.

**Section 2.** The Nominating Committee shall select a slate of officers and trustees to fill vacancies by election at the Annual Meeting, which slate shall be formally reported to the Board of Trustees and then published to the membership. The Nominating Committee need not fill all the permissible positions to the maximum permitted but need only fill at least the minimum number of eighteen (18) trustees and all officers.

**Section 3.** Independent nomination may be made by petition signed by (5) five members of the Congregation in good standing setting forth the names of the nominees and the offices for which they are placed in nomination. Such petition shall be presented to the Recording Secretary not later than the first day of February. No member may sign more than one petition for each available office or trusteeship position.

**Section 4.** In the notice of the Annual Meeting, the Recording Secretary shall provide a copy of said slate containing the names of all nominees and the offices for which they have been nominated, which notice shall designate that slate as selected by the Nominating Committee.

**Section 5.** Whenever more than one candidate is nominated for one office, the Recording Secretary shall prepare a written ballot for use at the annual election.

**Section 6.** At the Annual Meeting to be held in the month of March, election for officers shall take place prior to the election of trustees. Each losing candidate for a position as officer shall automatically be placed on the ballot as a candidate for trusteeship.

**Section 7.** The President shall appoint inspectors to supervise the election, none of whom shall be nominees or members of the Nominating Committee.

**Section 8.** If no candidate for an office receives a majority vote, then there shall be successive run-offs among the candidates receiving the highest votes, deleting from each successive run-off the candidate receiving the lowest number of votes, until one candidate receives a majority. Trustees shall be elected based on plurality.

**Section 9.** Officers and Trustees shall serve until their successors are installed which installation shall occur during the month of April at a time and place to be determined by the Board of Trustees.

## **ARTICLE IX**

### **Standing Committees**

**Section 1.** The President shall appoint all the Standing Committees of the Congregation and Chairperson.

**Section 2.** Standing Committees shall be appointed for a term of two (2) years. There shall be a minimum of three (3) members per Committee unless otherwise stated. Upon the installation of new officers, each committee chairperson shall be deemed to have submitted a resignation, but shall continue to function until either re-appointed or replaced by the President, and shall continue to serve at the pleasure of the President until a successor is appointed. A list of committee members will be on file in the Synagogue Office. Each committee shall submit within two (2) weeks of all committee meetings a report of all its activities to

the President and Executive Board. All personnel names shall be deleted from the minutes provided to the Board of Trustees involving personnel, negotiations, reprimands and matters requiring discretion.

Each committee shall prepare its own rules and regulations, subject to approval by the Board of Trustees. Absence by any committee member from three (3) regular meetings, in any fiscal year, without reasonable cause, shall be the basis for a declaration of vacancy from that committee by the President, without further action of the Board or Congregation required. A committee member's voting privileges will be suspended for the next meeting if he has not attended two (2) of the last three (3) committee meetings.

**Section 3.** The Standing Committees of this Congregation and their duties shall be as follows:

(a) Finance Committee. This Committee shall consist of at least five (5) members of the Congregation. The Treasurer and the Financial Secretary shall serve as members of the Committee. The Finance Committee shall make periodic reviews of the financial operations of the Congregation and shall report its findings and recommendations from time to time. It shall also present a proposed budget for the following fiscal year for approval.

The Committee shall recommend a system of accounting based upon generally accepted accounting principles; observe the operating of the accounting offices with reference to proper methods of internal control of receipts and disbursements; determine by independent verification that funds are spent for purposes designated; assist in the preparation of financial reports requested by the President of the Congregation.

(b) Religious School Committee. This Committee shall supervise the school or schools of the Congregation, on the elementary and secondary levels, and shall determine policy and formulate rules and regulations for the administration of such school or schools, subject to the approval of the Board of Trustees. The Religious School Committee shall consist of at least five members. The Principal of the Religious School shall serve on the Committee without any voting rights. The chairperson shall report monthly to the Board of Trustees on the condition and progress of the school together with such recommendations that they may deem worthy of adoption.

(c) Ritual Committee. The Ritual Committee shall offer to the Clergy such advice and guidance as it may consider appropriate with respect to the character and mode of the various services. It shall be responsible to encourage the spiritual and ritual growth and education of the membership in the synagogue, at home, at work and in daily living. It shall serve as the initial forum for all discussions involving matters of Jewish law and policy. It shall be responsible for the continuation of all ongoing and special services in the absence of the clergy. It shall also be responsible for such activities as planning and organization for the High Holidays, ushers, daily minyanim, shiva minyanim and religious programming.

(d) Membership Committee. This Committee's goals shall include, but not be limited to, potential membership outreach, welcoming of new members, membership integration into the Congregation, satisfaction and retention of current members and exit strategies for departing members.

The Committee shall be charged with the responsibility of seeking out and keeping in touch with Jewish families in the community who are not affiliated with any congregation, particularly with new families, with the view of inviting them to become members of the Congregation. This Committee shall also receive applications for membership, investigate such applications, investigate any resignations of members, and make presentations for appropriate action to the Board of Trustees. It shall also promote Congregational unity among its members.

The Committee shall request of any new applicants their previous congregation affiliations, list of outstanding financial obligations still due to previous congregations and require for membership that a prospective member be in good standing with any congregation with which the applicant was previously affiliated.

(e) Adult Education Committee. This Committee shall be charged with the

responsibility of developing and promoting a program of adult education for the Congregation which could include courses, seminars, lectures, a scholar-in-residence program, Shavuot study program, an Adult Education Shabbat, film festivals, adult B'nai Mitzvah and/or confirmation classes, distribution of Jewish educational pamphlets, educational articles in the Congregation's newsletter and/or website, and operation and maintenance of the Congregation's library. It shall also determine policy and formulate rules and regulations for the administration of such programs and activities.

(f) Youth Activities Committee. This Committee shall be charged with the responsibility of developing and promoting a program of youth activities for the Congregation. It shall also determine policy and formulate rules and regulations for the administration of such activities.

(g) Programming Committee. This Committee shall be charged with the responsibility of developing and promoting a year-round program of activities aimed at furthering fellowship, social, and cultural interaction among members of the Congregation. It shall also have the responsibility of arranging for appropriate programs for the various events, which it may sponsor, subject to approval of the Board of Trustees. It is understood that some functions may require planning with or input from the Ritual and/or Fundraising Committees.

(h) House Committee. The House Committee shall be in full charge of the physical properties, equipment and furnishings of the physical premises of the Congregation. It shall plan and recommend all repairs relating to such premises and properties.

(i) Social Action Committee. This Committee shall be charged with the development and promotion of activities and programs for the fulfillment of *mitzvot* through direct outreach service, community involvement, education and advocacy. It shall also become aware of and work to help with special needs of congregants including, but not limited to, illness, bereavement, financial distress, disabilities and extended confinement to home.

(j) Gifts and Memorials Committee. This Committee shall be charged with making memorials of various kinds available in the Synagogue and shall promote and encourage their purchase and develop financial guidelines for same. It shall maintain a listing of those gifts and memorials received. It shall also promote and encourage gifts, bequests and devises to the Congregation and be responsible for the maintenance and upkeep of all existing memorials.

(k) Fund Raising Committee. This Committee shall be charged with developing and promoting suitable means for raising money for the welfare of the Congregation.

(l) Personnel Committee. This Committee shall be responsible for establishing guidelines for a continuing review of all personnel employed by the Congregation. The Personnel Committee shall make an annual evaluation of all personnel and make an annual report on each employee's evaluation to the Board of Trustees. The Personnel Committee shall be responsible for recommending all changes in personnel. As set forth in Article VI, Section 13(c) above, final decisions with respect to the Rabbi, the Executive Director and the Principal of the Religious School shall be determined by the Board of Trustees.

(m) The Law Committee. This Committee shall consist of at least seven (7) members of the Board of Trustees whose duty shall be to consider all proposed changes of this Constitution submitted to it, and to make recommendations thereon to the Board of Trustees. It shall further be charged with the responsibility of initiating changes, alterations or amendments to this Constitution and By-Laws, as it may deem necessary or advisable. Questions concerning interpretation of the Constitution shall be referred to the Law Committee for their recommendations to the Board.

The Committee shall prepare all legal documents required by the Congregation and its committees; it shall be in charge of all legal matters; it shall render such legal and procedural opinions as may be required from time to time. The Parliamentarian shall be the chairperson of the Law Committee and he/she shall be the final and binding authority on the interpretation of the By-Laws, subject to Roberts Rules of Order.

**Section 4.** All Standing Committees and others maintaining bank accounts in the Congregation's name shall submit financial reports annually to the Board of Trustees.

**Section 5.** A Special Committee, from time to time, may be established by the President, who shall also appoint a Chairperson, state the purposes for its formation and the date for its termination. The report of the Special Committee shall be sent to the President within the time specified.

## **ARTICLE X**

### **Indemnification**

Every person who is an officer, trustee, employee or agent of Shomrei Torah shall be indemnified by the Congregation to the fullest extent allowed by law, including the indemnifications permitted by N.J.S.A. 15A:3-4(b) and (c). Shomrei Torah shall defend, indemnify, and hold harmless any past or present officer, trustee, employee, or agent against every civil action, claim, suit and/or proceeding whether or not the officer, trustee, employee or agent is determined to be negligent. The right to be defended, indemnified and held harmless shall not exist if the officer, trustee, employee, or agent engaged in willful misconduct and/or fraud.

## **ARTICLE XI**

### **Distribution of Assets Upon Dissolution**

Upon the dissolution of Shomrei Torah, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code (or the corresponding section of any future Federal Tax Code) to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal Tax code).

## **ARTICLE XII**

### **Financial Reporting**

A financial report of the Shomrei Torah's efforts shall be prepared annually and published to the membership within four months of the close of the fiscal year.

## **ARTICLE XIII**

### **Amendments**

**Section 1.** Any change of major religious significance shall require the approval of two-thirds (2/3s) of those members of Shomrei Torah voting at a special meeting called to consider the question. What is an issue of major religious significance shall be determined by the Board of Trustees.

**Section 2.** (a) An amendment to these by-laws may be proposed by a majority vote of the Board of Trustees or by petition of twenty (20) per cent of the members of the Congregation setting forth the proposed amendment.

(b) Any such amendment shall be voted upon by the membership at the next Congregation meeting either regular or special, as called in accordance with these by-laws; provided, however, that with the notice of the meeting the entire text of

the proposed amendment shall be provided.

(c) A two-thirds vote of those voting at the Congregational Meeting shall be required to approve an amendment.

(d) No amendments may be entertained at a meeting other than those procedurally made in compliance herewith.

#### **ARTICLE XIV**

##### **Gender**

In all references herein to any parties or persons the use of any particular gender or the plural or singular number is intended to include the appropriate gender or number as the text may require.

#### **ARTICLE XV**

##### **Electronic Notices**

All notices to be sent hereunder shall be sent by email to the recipient's email address on record with the synagogue's office. Notwithstanding the foregoing, any congregant who informs the synagogue office that he or she prefers to receive notices by regular mail and any congregant for whom the synagogue office does not have an email address shall receive all notices hereunder by regular mail to their addresses as they appear on the synagogue's record books. The synagogue office shall keep a current list of all congregants who prefer to receive notices by regular mail.

#### **ARTICLE XVI**

##### **Remote Attendance at Meetings**

Congregants shall be permitted to attend Congregational meetings remotely by conference call. Board members shall be permitted to attend up to 3 Board of Trustee meetings a year remotely by conference call, provided however that the Board of Trustees may change this number from time to time by majority vote. Any person attending a meeting remotely shall count towards a quorum and have all the same rights and responsibilities, including but not limited to the right to vote, that they would have if they were attending the meeting in person.

##### **Effective**

**Section 1.** This Constitution and By-Laws shall take effect immediately upon adoption by a majority vote of those members present at a meeting of the congregation.

**Section 2.** All existing resolutions and regulations of the congregation, Board of Trustees and all committees thereof in effect at the time of the adoption of this Constitution and any amendments thereto shall remain in full force and effect, unless contrary to the provisions hereof.

**Section 3.** A copy of this Constitution and By-Laws shall be made available to all members.