

**CONSTITUTION AND BY-LAWS OF  
CONGREGATION MT. SINAI ANSHE EMETH AND EMES WOZEDEK OF  
WASHINGTON HEIGHTS, INC.**

Adopted on March 7<sup>th</sup>, 2010  
Revised on December 16<sup>th</sup>, 2018

**PREAMBLE**

We, the members of CONGREGATION MT. SINAI ANSHE EMETH AND EMES WOZEDEK OF WASHINGTON HEIGHTS, INC. (the "Congregation"), in order to perpetuate the faith and religion of our ancestors, instill and inspire our children with a love, a better understanding, and a keener appreciation of Jewish ideals and traditions, and to better discharge our individual duties to G-d and country, do hereby ordain this Constitution and By-Laws (this "Constitution") for our Congregation, whose principal aim and purpose shall be to embody in all its general activities, worship, the study of the Torah, public service, charity, and good fellowship among individuals. This Constitution, when ratified by two-thirds (2/3) of the members voting at a membership meeting, shall supersede all existing constitutions and by-laws now or ever having been in effect for the Congregation.

**ARTICLE I**

**SECTION 1.1: NAME**

The Congregation shall be known as Congregation Mt. Sinai Anshe Emeth and Emes Wozeдек of Washington Heights, Inc.

**SECTION 1.2: OBJECT AND PURPOSE**

The objects and purposes of the Congregation shall be those set out in the Preamble.

**SECTION 1.3: PRINCIPLES**

All religious services of the Congregation shall be held in accordance with the principles of "Orthodox Judaism" and the collective body of Jewish religious law, customs and traditions ("Halachah").

**SECTION 1.4: FISCAL YEAR**

The fiscal year of the Congregation shall be from January 1 - December 31.

**ARTICLE II: MEMBERS**

**SECTION 2.1: APPLICATION FOR MEMBERSHIP**

- (a) Any Jewish individual (as defined by Halachah) eighteen (18) years of age or older may apply for membership in the Congregation by submitting an application for membership to the Board of Trustees of the Congregation (the "Board") or its designee.
- (b) The Board may create any reasonable methods and guidelines for Jewish persons to apply for membership in the Congregation as it deems necessary and proper.

## **SECTION 2.2: APPROVAL OF MEMBERSHIP**

- (a) Any Jewish person who properly submits an application for membership in the Congregation in accordance with Section 2.1 shall have such application approved by the Board or the Membership Committee or its designee upon its determination that such person is of good moral character.
- (b) A person shall become a member of the Congregation (a "Member") upon approval of such person's application by the Board or the Membership Committee or its designee and payment of such person's annual dues, assessments, and fees.
  - 1. Each member of the Congregation in an individual membership unit at the time of the adoption of this Constitution shall be a Member. Each of the husband and wife who is a member of the Congregation in a family membership unit at the time of the adoption of this Constitution shall be a Member.
- (c) Any dependent child of a Member shall be considered a member of the Congregation (including for purposes of programs and events run by the Congregation) but shall not have any rights under this Constitution as a Member.

## **SECTION 2.3: DUES, ASSESSMENTS, AND FEES**

- (a) Membership dues shall be fixed annually by the Board.
- (b) The Board may fix different dues schedules for different Members based on the application type approved for such Member
- (c) Dues, assessments and fees shall be payable in advance on the first day of the fiscal year, or as otherwise provided by the Board.
- (d) A Member in good standing shall be any Member who has paid such Member's dues, assessments and fees in full through the immediate previous calendar quarter or who has made arrangements with the Finance Committee or the Board designee to pay any outstanding dues, assessments and fees (after taking into account any dues, assessments and fees waived by the Finance Committee or the Board designee).

## **SECTION 2.4: VOTING**

- (a) A Member shall be entitled to vote at any membership meeting after being a Member in good standing for fifty (50) days
  - 1. A Member previously in good standing for fifty (50) days but not in good standing at the time of a membership meeting may cure any deficiency at such meeting and be eligible to vote.
- (b) Each Member shall be entitled to cast one (1) vote for each matter brought to vote at a membership meeting.
- (c) The Board may make provisions for casting election votes outside of the regular membership meeting, subject to section 7.1.
- (d) Members may vote by written proxy given to another Member. All proxies shall be brought to the meeting. In addition to any laws of the State of New York governing proxies, the Board may set reasonable conditions and requirements for the effectiveness of proxies.
  - 1. A proxy to vote at a regular membership meeting shall not be valid for anything other than the immediate upcoming regular membership meeting. A proxy to vote at an upcoming special membership meeting must state that it is for said special meeting to be valid. Every proxy is revocable at the pleasure

of the Member executing it.

### **SECTION 2.5: FORMER MEMBERS**

- (a) A Member not in good standing for a period of one (1) year shall cease to be a Member.
- (b) The Board may expel any Member which the Board, by vote of two-thirds (2/3) of the Trustee voting at a Board meeting, determines no longer meets the criteria for approval as a Member, and, upon expulsion, such Member shall no longer be considered a Member and shall have no further rights as a Member.
  1. A Member shall be given a minimum of twenty (20) days notice by the Recording Secretary of any Board meeting where such Member's expulsion is on the agenda and such Member shall be allowed to present a statement, in person or in writing, to the Board prior to the vote to remove such Member.
  2. If requested, a Member who is expelled shall receive a pro-rata refund of any membership dues paid for the current fiscal year. Such refund shall be calculated by (i) multiplying the dues paid for the current fiscal year by the number of whole months remaining in the relevant fiscal year at the time the request is made and (ii) dividing the result by twelve (12).

### **SECTION 2.6: RECALCITRANT SPOUSE**

- (a) For purposes of Section 2.6, a "recalcitrant spouse" shall mean any person who is withholding issuance or receipt of a Get under the following circumstances:
  1. Where a married couple has either separated in contemplation of a divorce and been living apart for a year or been granted a civil divorce;
  2. One of the parties has filed for issuance of a civil divorce;
  3. One of the parties has made a verifiable, formal written request for the unconditional termination of the marriage by execution and receipt of a Get and;
  4. The other party has refused to comply with the request for a Get, as certified by Beth Din of America or its designee, or any rabbinical court that the Senior Rabbi or Beth Din of America deems reputable (hereinafter the "Beit Din").
- (b) Notwithstanding any other provision of this Constitution, a recalcitrant spouse shall:
  1. Have his or her membership in the Congregation suspended;
  2. Be ineligible for membership in the Congregation if not already a Member;
  3. Not be permitted to hold any appointed or elected position in the Congregation;
  4. If elected or appointed, be removed from any appointed or elected position;
  5. Not be permitted to serve as an employee of the Congregation;
  6. Not be granted any honor or privilege as part of liturgical services on any occasion whatsoever, including being called to the Torah, opening and closing the Ark, performing Hagba'ah or Gelilah, and leading the Congregation in prayer;
  7. Not serve in a leadership capacity as part of any committee or any other program or activity organized or sponsored by the Congregation, including but not limited to, programs marking the occasion of: Hanukkah, Purim, Yom Hashoah, Yom Ha'atzmaut, Yom Hazikaron, and Kristallnacht; and

8. Not be publically recognized as having made a donation or sponsorship to the Congregation.
- (c) The President, Vice-President, or Senior Rabbi, shall inform the recalcitrant spouse that his or her presence is not welcome in the Congregation. The recalcitrant spouse shall be asked to refrain from attending liturgical services or any other program or activity organized or sponsored by the Congregation. The name of the recalcitrant spouse shall be announced as part of the regular announcements following liturgical services and published in the primary periodic publication of the Congregation, with respect to his or her refusal to comply with the request for a Get. Additional sanctions may apply under extraordinary circumstances as determined by the Senior Rabbi in consultation with the Officers or when the Beit Din so determines.
  - (d) If the allegedly recalcitrant spouse appears before the Beit Din and the Beit Din rules that the sanctions described in this Section 2.6 should not be adopted or should be adopted in a modified fashion, then this Section 2.6 shall apply as though modified by the ruling of the Beit Din. The ruling of the Beit Din is determinative.
  - (e) The Board shall be notified in the event that a member meets the criteria of a recalcitrant spouse. The sanctions imposed by this Section 2.6 shall take effect twenty-four (24) non-issur-melakha hours following notification to the Board, unless two (2) Trustees object. Upon the objection of two (2) Trustees, a special Board meeting shall be called pursuant to Section 4.6, unless a regular Board meeting is scheduled to occur within seven (7) days. A copy of the order of the Beit Din shall be presented to the Board. If the Board determines, by a vote of two-thirds (2/3) of the Trustees voting at the Board meeting, that sanctions would be inappropriate, then this Section 2.6 shall not apply.
  - (f) At such time when the Beit Din determines that the recalcitrant spouse no longer meets the criteria for a recalcitrant spouse, his or her membership shall be reinstated.

### **ARTICLE III: MEMBERSHIP MEETINGS**

#### **SECTION 3.1: REGULAR MEMBERSHIP MEETINGS**

- (a) The President shall call three (3) regular membership meetings each year; one (1) in each of the first, second and fourth quarters of the calendar year. Notice of each such meeting shall be given to each Member at least seven (7) days prior to such meeting and shall contain the time, date and place of such meeting.
- (b) Elections of Trustees and Officers shall be held annually at the meeting in the second calendar quarter, pursuant to the provisions of Sections 2.4, and 7.1.
- (c) At the membership meeting in the fourth quarter, the Finance Committee shall present a budget for the upcoming year that was previously approved by the Board. The budget shall include the projected and actual amounts (pro rated for the current year) of expenses for each of the previous two years.
- (d) At either the membership meeting in the first or second quarter, the membership shall be presented with information in the form of balance sheets, cash-flow and income statements, or other similar forms and data as the Financial Secretary deems proper, detailing the financial condition of the Congregation. Such documentation shall provide quarter-over-quarter or year-over-year comparisons for each of the previous two years, as well as projections for the upcoming year. Copies of such documentation shall be made available to the membership.

### **SECTION 3.2: SPECIAL MEMBERSHIP MEETINGS**

- (a) Special membership meetings may be called in the President's sole discretion or upon the vote of a majority of the Trustees voting at a Board meeting. Notice of each such meetings shall be given to each Member at least seven (7) days prior to such meeting and shall contain the time, date, place, and purpose of such meeting. Such meeting shall be held at a practical and reasonable time.
- (b) The President shall call a special membership meeting if at least ten (10) Members in good standing petition the President, in writing, to call such a meeting. The petition shall set forth the purpose of the meeting and the meeting shall be limited to the matter or matters set forth in such petition. Such meeting shall be held within twenty-one (21) days of the date that the President is presented with the petition. Notice of such meeting shall be sent to each Member at least seven (7) days prior to such meeting. The meeting shall be held at a practical and reasonable time.

### **SECTION 3.3: QUORUM**

Members representing 10% of the total number of eligible votes to be cast must be present at any regular or special membership meeting to constitute a quorum for the transaction of business.

### **SECTION 3.4: PROCEDURES**

The President shall preside over each membership meeting. If the President is absent or disabled, the Vice-President shall preside or, if the Vice-President is also absent or disabled, the presiding Officer shall be selected by the Board or, failing action by the Board, by a majority of the Members present in person or represented by proxy. The Recording Secretary, or in the event of the Recording Secretary's absence or disability, an appointee of the presiding Officer, shall act as secretary of the meeting. Except as provided otherwise in this Constitution, the Board may make such rules or regulations for the conduct of membership meetings as it shall deem necessary, appropriate or convenient.

## **ARTICLE IV: BOARD OF TRUSTEES**

### **SECTION 4.1: ROLE**

The Board, when duly installed, shall be the supreme governing body of the Congregation and shall govern and regulate every activity of the Congregation. The Board shall take such action deemed in its judgment to best promote the welfare of the Congregation. It shall control all revenue and property belonging to the Congregation and shall possess all the rights, powers and duties which are ordinarily possessed by directors of corporate bodies and by virtue of the laws of the State of New York.

### **SECTION 4.2: COMPOSITION**

- (a) The Board shall be comprised of twenty-four (24) trustees (each, a "Trustee"), which shall include each of the following officers of the Congregation (each, an "Officer"): President, Vice-President, Recording Secretary, Treasurer and Financial Secretary.
- (b) If the person elected President at the immediately preceding election for President has successfully completed the entire term as President, such President shall be entitled to a seat on the Board for one (1) additional term.

### **SECTION 4.3: TERMS**

- (a) Trustees shall be elected by the Congregation at the regular membership meeting during the second quarter and shall serve for a term of one (1) year. An elected Trustee shall take office on the first day of the third calendar quarter or, if appointed or elected to fill a vacancy, shall immediately begin to serve for the unexpired portion of the term of the vacancy.
1. Notwithstanding anything to the contrary in this Constitution, no Trustee's term shall expire prior to the date of expiration of such Trustee's term in effect at the time of the adoption of this Constitution.

### **SECTION 4.4: REQUIREMENTS**

- (a) A Trustee must be a Member for at least six (6) months prior to assuming office. A Trustee must remain a Member in good standing throughout duration of the term. In the event that a Trustee is not a member in good standing, the Trustee shall be given twenty (20) days to cure the defect regarding his or her membership. Upon the conclusion of twenty (20) days, the Trustee shall be removed from the Board. A Trustee removed pursuant to this Section 4.4 may only be appointed or serve as a nominee for a Officer or Trustee position in the manner set forth in Section 4.10(b). If the Congregation has more than one hundred (100) Members at the time of any election, no person shall be elected as a Trustee if such election would result in (i) a husband and wife or (ii) a parent and child serving on the Board at the same time.
- (b) The President shall have been a Trustee for one (1) year prior to assuming office.
- (c) An Officer shall have been a Member for at least one (1) year prior to assuming office.
- (d) No person who has held a seat as an Officer or Trustee in the Congregation and resigned or been expelled from such position shall be eligible to be an Officer or Trustee unless agreed by the Board as outlined in Section 4.10(b).
- (e) Provided that there are more than one hundred (100) Members in the Congregation, no Officer or Trustee shall serve more than ten (10) consecutive years, nor shall any individual be eligible to be a nominee for an Officer or Trustee position if the election of such individual would result in such individual serving for more than ten (10) consecutive years.
1. Notwithstanding the above, a former President entitled to a seat on the Board under Section 4.2(b) shall be eligible to serve the full additional term even if such service results in greater than ten (10) years of consecutive service.
  2. Notwithstanding anything in this Constitution to the contrary, any Trustee on the Board at the time of the ratification of this Constitution who has served for more than six (6) years will be considered to have served for only six years for purposes of the term limits set forth in this Section 4.4(e).

### **SECTION 4.5: REGULAR MEETINGS**

The Board shall hold a regular meeting once every month, except that meetings during the months of July and August shall be optional. Such meetings shall be held at a practical and reasonable time.

### **SECTION 4.6: SPECIAL MEETINGS**

- (a) The President (i) may call special Board meetings in the President's sole discretion

- and (ii) shall call a special Board meeting if any two (2) Trustees petition the President, in writing, to call such a meeting, and notice of any special Board meeting shall be given to each Trustee at least five (5) days prior to the date of such meeting or, if the giving of such notice is not feasible, notice shall be given to each Trustee in person or at an email address or phone number designated by such Trustee for such purposes at least twenty- four (24) hours prior to the time of such meeting. If a special meeting is called upon less than five days notice, then no action can be taken except upon the affirmative vote of more than 25% of the total number of Trustees. Any special Board meeting shall be held at a practical and reasonable time.
- (b) Within ten (10) days after election or appointment, each Trustee shall provide an email address or phone number for purposes of notice for special meetings under this Section 4.6.

#### **SECTION 4.7: QUORUM**

A majority of the total number of Trustees must be present at any regular or special Board meeting to constitute a quorum for the transaction of business.

#### **SECTION 4.8: VOTING**

Each Trustee shall have one (1) vote. Unless otherwise provided in this Constitution, the affirmative vote of a majority of the Trustees voting shall be necessary for any action to be taken at any Board meeting.

#### **SECTION 4.9: OUTSIDE VOTING**

The Board may make provisions for voting on issues outside of a meeting by means reasonably determined by the Board.

#### **SECTION 4.10: VACANCIES**

- (a) An Officer or Trustee may resign from such individual's Officer or Trustee position by letter to the President, delivered to the President or Recording Secretary. An Officer may only resign from such Officer's position as a Trustee or an Officer if simultaneously resigning from both the Trustee and Officer positions. A resignation shall be effective upon acceptance by the Board. If a letter of resignation is outstanding, the Board shall either accept the resignation or remove the applicable Officer or Trustee at the next Board meeting and failing such action by the Board, the resignation shall be deemed accepted.
- (b) A former Trustee who did not successfully complete such Trustee's term may only be a nominee for an Officer or Trustee position if (i) the Board approves such nomination or (ii) the former Trustee requests, in writing, to be eligible to be an Officer or Trustee and the Board does not vote to deny such request at the regularly scheduled Board meeting immediately following the request.
- (c) If the offices of the President and Vice-President both become vacant, a Board meeting shall be called on five (5) days notice to select a new President and Vice-President from amongst the currently serving Trustees by secret ballot. Until a new President is selected, the office of the President shall be filled by the Recording Secretary, followed by the Financial Secretary, followed by the Treasurer.
- (d) Subject to clause (c) of this Section 4.10, a vacancy in any Officer or Trustee position of the Congregation shall be filled in the manner set forth in Article V Section 5.2. or

Section 7.10.

**SECTION 4.11: REMOVAL OF TRUSTEES**

- (a) A Trustee may be removed for good and sufficient cause by the vote of two thirds (2/3) of the Trustees voting at a regularly scheduled Board meeting or special Board meeting where removal is on the agenda.
- (b) Notwithstanding Section 4.11(a), a Trustee who misses (3) consecutive regularly scheduled Board meetings or six (6) meetings over any one (1) year period may be removed by the vote of a majority of the Trustees voting at a regularly scheduled Board meeting or special Board meeting where removal is on the agenda.
- (c) A Trustee shall be given a minimum of twenty (20) days notice by the Recording Secretary of any Board meeting where such Trustee's removal is on the agenda and such Trustee shall be allowed to present a statement, in person or in writing, to the Board prior to the vote to remove such Trustee.
- (d) All votes to remove a Trustee shall be submitted by secret ballot.

**SECTION 4.12: EMERGENCY POWERS**

- (a) In the event of an emergency requiring a vote of the Members, and where seven (7) days notice as set forth in Section 3.2, cannot be satisfied, the Board may stand in place of the membership at a special meeting and conduct business on behalf of the membership.
- (b) Provided that the Board acted without gross negligence or willful misconduct, no Trustee shall be held liable for the consequences of any vote taken pursuant to Section 4.12(a).
- (c) Nothing in this Section 4.12 shall be construed to limit the powers exercisable by the Board under Section 4.6.

**SECTION 4.13: HONORARY TRUSTEES**

The Board may recommend to the general membership the designation of honorary Trustee for former Trustees who have served the Congregation with distinction.

**ARTICLE V: OFFICERS**

**SECTION 5.1: OFFICERS, GENERALLY**

- (a) The Officers shall be the President, Vice-President, Recording Secretary, Financial Secretary, and Treasurer.
- (b) Each Officer shall also serve as a Trustee.
- (c) All designees are subject to board disapproval.

**SECTION 5.2: PRESIDENT**

- (a) The President shall preside at all membership meetings and Board meetings. The President shall enforce this Constitution and see that it is faithfully observed.
- (b) When present at a meeting, the President may, from time to time, appoint a Trustee to preside over a meeting or part thereof.
- (c) The President, or the President's designee, shall sign all official documents and payment instruments prepared by the Treasurer and approved by the Board.
- (d) The President shall have the right to authorize necessary expenditures of up to



\$750.00 for any single expenditure and \$2,500.00 in the aggregate per month without the consent of the Board. Both the monthly and per expenditure limits shall be indexed to the Consumer Price Index, with 2010 as the base year. All such expenditures shall be reported in a timely manner to the Board.

- (e) The President shall have the power to (i) appoint and disband standing committees and their chairpersons and members and (ii) appoint any special committee which may be required from time to time, except in each case as is otherwise provided in this Constitution.
- (f) The President shall have the power to call special Board meetings and special membership meetings.
- (g) In the event that a vacancy should occur in the office of the Vice-President, Financial Secretary, Treasurer or Recording Secretary for any reason whatsoever during the term of office of the respective incumbent, and in order that the affairs and activities of the Congregation may be carried on, the President shall be empowered to appoint a Member who complies with the requirements of Section 4.4 as a successor to any such vacated office, with the consent and approval of the Board at a regular or special Board meeting, and such new Officer shall serve for the remainder of the unexpired term of such vacated office.
- (h) In the event of a vacancy in a Trustee position for any reason whatsoever during the term of the respective incumbent, the President may appoint a Member who complies with the requirements of Section 4.4 to serve as a successor to any such vacated position, with the consent and approval of the Board through a 2/3 majority vote at a regular or special Board meeting. Such new Trustee shall serve for the remainder of the unexpired term of such vacated office.

### **SECTION 5.3: VICE PRESIDENT**

- (a) The Vice-President shall preside over all membership meetings and Board meetings in the absence of the President and shall perform all functions of the President during the President's absence or incapacity.
- (b) The Vice-President shall become President upon the President vacating the office and shall serve as such for the remainder of the vacating President's unexpired term.
- (c) The Vice-President shall assist the President in fulfilling the President's duties.
- (d) The Vice-President shall serve on the Finance Committee.

### **SECTION 5.4: RECORDING SECRETARY**

- (a) The Recording Secretary, or the Recording Secretary's designee, shall:
  1. Keep a roster of the names of all members of the Congregation with whatever data and information concerning such members that may be of value to the Congregation.
  2. Attend all membership meetings and Board meetings, keep minutes of all such meetings and preserve the same in a suitable record after approval by the Board.
  3. Issue notices of membership meetings and Board meetings.
  4. Be the custodian of the seal of the Congregation and affix the same, together with the Recording Secretary's signature, to all documents requiring the seal of the Congregation whenever directed.
  5. Be the custodian of the official copy of this Constitution.

## **SECTION 5.5: FINANCIAL SECRETARY**

- (a) The Financial Secretary, or the Financial Secretary's designee, shall:
1. Prepare and mail out statements, from time to time, for all dues, assessments and other fees that are owed by members of the Congregation.
  2. Maintain the financial records of the Congregation and be responsible for handling all accounts of the Congregation.
  3. Be the chairperson the Finance Committee.
  4. Prepare a budget for the fiscal year of the Congregation.
  5. Arrange quarterly schedules for cash receipts and cash disbursements and semi- annual reports for profits and loss.
- (b) The Financial Secretary shall not receive any monies belonging to the Congregation or give receipts therefor.

## **SECTION 5.6: TREASURER**

- (a) The Treasurer, or the Treasurer's designee, shall:
1. Receive all money belonging to the Congregation and issue and give receipts therefore, and to deposit all money so received in the name of the Congregation in whatever bank or banks are selected by the Board.
  2. Be the custodian of all valuable documents and records of the Congregation while in office, and turn over the same to the Treasurer's successor.
  3. Prepare payment instruments and present the same to the President or the President's designee to be signed. All payments shall be reviewed by at least two (2) Officers.
  4. Make reports to the membership and the Board as to the condition of the Congregation's treasury.

## **ARTICLE VI: COMMITTEES**

### **SECTION 6.1: GENERALLY**

Unless otherwise provided in this Constitution, the President shall have the authority to create and disband committees as well as appoint or remove members and chairpersons of committees. The President need not establish any committee with the exception of the Nominating Committee and the Finance Committee. Committees shall function to carry out the powers, policies, and programs of the Board and the Congregation. Committees shall make regular reports to the Board.

### **SECTION 6.2: FINANCE COMMITTEE**

- (a) The chairperson of the Finance Committee shall be the Financial Secretary.
- (b) It shall be the duty of the Finance Committee to assist the Financial Secretary in fulfilling the Financial Secretary's duties.
- (c) The Finance Committee shall report to the Board regarding the status of the budget.
- (d) The Finance Committee shall have the power to direct an audit of the accounts of the Congregation and its various Officers, committees and subordinate organizations.
- (e) In addition to any members the President may appoint, the Vice President, Treasurer and Financial Secretary shall be members of the Finance Committee.

### **SECTION 6.3: NOMINATING COMMITTEE**

- (a) The Nominating Committee shall consist of five (5) Members, of which no more than three (3) shall be Trustees and no more than one (1) shall be an Officer.
  1. Spouses may not serve together on the Nominating Committee.
  2. A parent and his or her child may not serve together on the Nominating Committee.
- (b) The Nominating Committee shall be chosen in the following manner:
  1. First, the President shall appoint one (1) Member to serve on the Nominating Committee.
  2. Second, the Board shall appoint four (4) additional Members to serve on the Nominating Committee upon a vote of two-thirds (2/3) of the Trustees voting at a Board meeting, which vote shall be held by secret ballot, provided that such appointments comply with this Section 6.3(b).
- (c) The Nominating Committee shall select its own chairperson.
- (d) The Nominating Committee shall nominate individuals for Officer and Trustee positions pursuant to Section 7.2(b).
- (e) The Nominating Committee shall review petitions for nominations for Officer or Trustee positions delivered to it for compliance with Section 4.4 and Section 7.4.
- (f) No person may serve on the Nominating Committee for more than two (2) consecutive years.

### **SECTION 6.4: MEMBERSHIP COMMITTEE**

If formed and appointed by the President, the Membership Committee or its designee shall continually devise ways and means of enrolling additional members to the Congregation and retaining its present membership in good standing. All applicants for membership must be approved by the Board or the Membership Committee or its designee.

### **SECTION 6.5: HOUSE COMMITTEE**

If formed and appointed by the President, the House Committee shall keep the building in good condition at all times.

## **ARTICLE VII: ELECTIONS**

### **SECTION 7.1: TIMING OF ELECTIONS AND NOTICE OF PROCEDURES**

- (a) Elections of Officers and Trustees who do not serve as an Officer (“General Trustees”) shall be held annually at the regular membership meeting held during the second quarter.
- (b) The Board may make provisions for casting election votes outside of the regular membership meeting.
- (c) The Nominating Committee shall inform the membership of the election procedures.
- (d) If the board makes or changes the provisions for casting election votes outside of the regular membership meeting, the membership must be informed of such provisions or changes the first year they are in effect, no fewer than ten (10) days before the date of the membership meeting. If the membership is not notified, no votes cast outside the membership meeting shall be effective.

## **SECTION 7.2: NOMINATIONS BY THE NOMINATING COMMITTEE**

- (a) An individual may apply to be nominated as an Officer or General Trustee by the Nominating Committee by submitting an application to the Nominating Committee.
- (b) The Nominating Committee shall nominate and recommend to the membership (i) an individual for each Officer position and (ii) subject to Section 7.9(a), nineteen (19) individuals for a General Trustee position. Each candidate nominated shall meet the requirements set forth in Section 4.4 and this Section 7.2.
- (c) Any individual nominated for an Officer or General Trustee position must consent to such nomination, provided that such consent may be implied if an application for nomination of such individual for such Officer or General Trustee position was delivered to the Nominating Committee.
- (d) The Nominating Committee may not nominate an individual for more than one (1) Officer position. The Nominating Committee may nominate an individual for both an Officer position and a General Trustee position, provided that such nominee's eligibility to be elected to a General Trustee position shall be contingent on such nominee not being elected as an Officer.

## **SECTION 7.3: PRESENTATION TO THE BOARD**

- (a) The Nominating Committee shall present to the Board a list of individuals nominated and recommended by the Nominating Committee for Officer and General Trustee positions and notify all individuals who have applied for nomination as to their status at least twenty-eight (28) days prior to the date of the election.
- (b) In the event that the Nominating Committee does not present to the Board a list of individuals nominated and recommended by the Nominating Committee for Officer and General Trustee positions at least twenty-eight (28) days prior to the election, the Board shall nominate and recommend individuals for Officer and General Trustee positions in accordance with Section 7.2(a).

## **SECTION 7.4: NOMINATIONS BY PETITION**

- (a) Subject to Section 7.4(b), nominations for any Officer or General Trustee position may be made by petition duly signed by the proposed nominee and Members representing at least 10%, but no fewer than ten (10), of the number of Members eligible to vote as of January 1 of that year.
- (b) Each nominee for an Officer or General Trustee position must comply with the requirements of Section 4.4 and no individual may be nominated by petition for more than one (1) Officer position. An individual may be nominated by petition for both an Officer position and a General Trustee position, provided that such nominee's eligibility to be elected to a General Trustee position shall be contingent on such nominee not being elected as an Officer.
- (c) Any petition for nomination for an Officer or General Trustee position shall be delivered to the chairperson of the Nominating Committee, or to the Congregation's office to the attention of the chairperson of the Nominating Committee, at least fourteen (14) days prior to the date of election.

## **SECTION 7.5: MEMBERSHIP NOTIFICATION**

At least seven (7), but no more than fourteen (14), days prior to the date of the membership meeting at which elections are to be held, the Nominating Committee (or, in the absence of such

action by the Nominating Committee, the Board) shall deliver to each Member a list of all nominations for Officer and General Trustee positions, including (i) a list of individuals nominated and recommended by the Nominating Committee for Officer and General Trustee positions and (ii) any nominee for an Officer or General Trustee position not included on such list that has complied with Section 7.4 and complies with the requirements of Section 4.4.

### **SECTION 7.6: VOTING**

Voting shall be by all Members in good standing for at least fifty (50) days.

### **SECTION 7.7: ELECTION PROCEDURE**

- (a) The nominating committee shall be responsible for administering the election, including verification of membership, verification of proxy validity and ballot counting pursuant to the provisions of Sections 2.4, 7.1, 7.6, and 7.8.
- (b) The nominating committee may recruit additional individuals to aid in the performance of the duties listed in section 7.7 (a).
- (c) The following individuals may not fulfill any of the duties listed in section 7.7(a):
  1. Any person listed on the ballot, as a nominee or petitioner, for a contested Officer or Trustee position
  2. The spouse, parent, or child, of a person listed in section 7.7(c)1.
  3. Notwithstanding the above, the Recording Secretary may count ballots, pursuant to section 7.8
- (d) For each Officer position, each Member voting shall vote for up to one (1) nominee for such Officer position. The ballot may provide a method for Members to vote for each nominee for an Officer position recommended by the Nominating Committee or the Board without voting for such nominees separately.
  1. For each Officer position, the nominee receiving the most votes shall be elected to such Officer position.
  2. In the event that two or more nominees for any Officer position are tied for the most votes, the chairperson of the membership meeting shall select one (1) of such nominees, and such nominee shall be elected to such Officer position.
- (e) Subject to Section 7.9(a), each Member voting shall vote for up to nineteen (19) nominees for a General Trustee position. The ballot may provide a method for Members to vote for each nominee for a General Trustee position recommended by the Nominating Committee or the Board without voting for such nominees separately.
  1. Subject to Section 7.9, the nineteen (19) nominees for a General Trustee position (excluding any nominees that have been elected to an Officer position) receiving the most votes shall be elected.
  2. In the event that two or more nominees for a General Trustee position are tied for the last vacant Trustee position, the chairperson of the membership meeting shall select the number of such nominees required to fill any remaining vacant Trustee positions, and such nominee(s) shall be elected to such Trustee position(s).
- (f) Any ballot that includes votes for more than one (1) nominee for any Officer position shall be null and void to the extent it relates to such Officer position and any ballot that includes votes for more than nineteen (19) nominees for a General Trustee (as such number may be reduced pursuant to Section 7.9(a)) shall be null and void to the extent it relates to the election of General Trustees.

### **SECTION 7.8: BALLOT TALLYING**

Ballots shall be counted by (i) the currently serving Recording Secretary, (ii) the chairperson of the Nominating Committee and (iii) two (2) other Members (excluding a spouse, parent or child of any other Member counting ballots) selected by the presiding Officer at the meeting, of which at least one (1) shall not be a Trustee and neither of which shall be a nominee or petitioner for any Trustee position.

### **SECTION 7.9: TRANSITION PERIOD AND PAST-PRESIDENT TRUSTEE SEAT**

- (a) The number of individuals nominated and recommended for a General Trustee position pursuant to Section 7.2(b) and the number of nominees that each Member may vote for and that are elected pursuant to Section 7.7(b) shall be reduced by the number of currently serving Trustees who remain Trustees for the upcoming year based on their term as determined by their election to the Board prior to the adoption of this Constitution, if any.
- (b) In addition, the number of nominees elected to the Board pursuant to Section 7.7(b) shall be reduced by one (1) if the currently serving President accepts the Trustee position granted to such President pursuant to Section 4.2(b), if applicable.

### **SECTION 7.10: SPECIAL ELECTIONS**

The Board may call special membership meetings to hold elections in order to fill empty seats on the Board. Elections at such meetings shall follow all provisions of this Article VII.

## **ARTICLE VIII: SENIOR RABBI**

### **SECTION 8.1: ENGAGEMENT**

The Congregation may engage a Senior Rabbi (which shall not be a Rabbi emeritus) for the Congregation (a "Senior Rabbi") upon the approval of (i) a majority of the Trustees voting at a Board meeting, which vote shall be held by secret ballot, and (ii) a majority of the Members voting at a membership meeting.

### **SECTION 8.2: DUTIES**

The Senior Rabbi shall act as the Halachic authority for the Congregation and perform any other duties set forth in the Senior Rabbi's contract with the Congregation. The Congregation shall not have more than one (1) Senior Rabbi at any given time.

### **SECTION 8.3: WRITTEN CONTRACT AND TERM**

Any engagement of a Senior Rabbi shall be evidenced by a written contract or statement, which shall not be for a term of greater than ten (10) years, signed by the proper Officers under the authority and direction of the Board.

### **SECTION 8.4: DISMISSAL**

The Congregation may dismiss a Senior Rabbi upon the approval (i) of a majority of the Trustees voting at a Board meeting, which vote shall be held by secret ballot, and (ii) a majority of the Members voting at a membership meeting.

### **SECTION 8.5: RENEWAL OR EXTENSION**

The Board may renew or extend an existing contract between the Congregation and the Senior

Rabbi upon the approval of a majority of the Trustees voting at a Board meeting, which vote shall be held by secret ballot.

## **ARTICLE IX: NOTICE**

### **SECTION 9.1:**

Whenever notice is required to be given under the provisions of this Constitution, such notice may be given by ordinary mail, electronic mail or facsimile, addressed to such person at his or her last known post-office address, electronic address or fax number, unless otherwise provided by this Constitution. All such notices shall be deemed given on the earlier of the date and time of the receipt of ordinary mail and the date and time of delivery of electronic mail or facsimile.

## **ARTICLE X: AFFILIATIONS**

### **SECTION 10.1:**

Organizations and societies commonly known as Auxiliaries, Sisterhoods, Youth Clubs and Men's Clubs and other organizations and societies of a similar nature may become affiliated with the Congregation. Such affiliated organizations and societies shall have full and complete autonomy so far as the regulation of their internal affairs is concerned, provided that all affiliated organizations shall at all times be subject to this Constitution and the jurisdiction of the Board.

### **SECTION 10.2:**

The Congregation shall not in any manner, directly or indirectly (i) cater to, or affiliate or connect itself with, any political organization or (ii) endorse, work for, campaign for or officially approve any individual running for political office. The Congregation shall not discriminate against any individual or organization based on such individual's or organization's political allegiance or adherence.

## **ARTICLE XI: INTERPRETATION**

### **SECTION 11.1:**

This Constitution shall be governed by the laws of the State of New York. Any dispute arising as to the interpretation or meaning of this Constitution shall be resolved by the Board, and such decision shall be final and binding. Except when in conflict with the laws of the State of New York or this Constitution, the parliamentary procedures and conduct of the Congregation shall be conducted in accordance with the latest edition of Robert's Rules of Order, provided that such procedures and conduct are recommended though need not be followed in every detail.

## **ARTICLE XII: DISSOLUTION PROVISION**

### **SECTION 12.1:**

In the event of dissolution, and in consultation with the Senior Rabbi, all remaining assets and property of the Congregation after the payment of necessary expenses of the Congregation shall be distributed to one or more "Orthodox Jewish Congregations" that shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; or, if no such Orthodox Jewish Congregation is available, to such other organizations as qualify under section 501(c)(3) of the Internal Revenue Code of 1986, or

corresponding provisions of any subsequent Federal tax laws; or to the federal government, or to a state or local government for a public purpose; or to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this Congregation was formed.

### **ARTICLE XIII: SEVERABILITY**

#### **SECTION 13.1:**

The provisions of this Constitution are severable and the invalidity or unenforceability of any provision will not affect the validity or enforceability of the other provisions of this Constitution. If any provision of this Constitution, or the application of that provision to any person or any circumstance, is invalid or unenforceable, a suitable and equitable provision shall be substituted for that provision in order to carry out, so far as may be valid and enforceable, the intent and purpose of the invalid or unenforceable provision.

### **ARTICLE XIV: HEADERS**

#### **SECTION 14.1:**

The headings in this Constitution are for reference only and do not affect the meaning or interpretation of this Constitution.

### **ARTICLE XV: AMENDMENTS**

#### **SECTION 15.1: AMENDMENTS BY BOARD**

Trustees may submit proposed amendments to this Constitution at any Board meeting for approval by a majority of Trustees voting at the meeting. After such approval, such amendment or amendments shall be submitted for a vote once again at a subsequent Board meeting and, if approved by a majority of Trustees voting at the meeting, shall be recommended and submitted to the membership for approval.

#### **SECTION 15.2: AMENDMENTS BY MEMBERS**

Any Member may submit proposed amendments to this Constitution, provided that such Member presents the text of the amendments to the President, along with signatures from Members equaling one-quarter (1/4) of the total number of Members eligible to vote at the beginning of the current calendar year. Such proposed amendments shall be placed on the agenda of a membership meeting taking place no less than thirty (30) days after the proposed amendment has been submitted.

#### **SECTION 15.3: NOTICE AND VOTING**

Notice of any proposed amendments to this Constitution to be voted on by the membership shall be given to each Member at least seven (7), but not more than fourteen (14), days prior to a membership meeting. The approval of two thirds (2/3) of the Members voting at such a meeting shall be required for the adoption of any amendment.



## **ARTICLE XVI: AVAILABILITY**

### **SECTION 16.1:**

Copies of this Constitution, a list of current Members and the number of Members as of January 1 of the current year and any budget and financial statements presented to the Congregation (and any actual financial statements relating to periods for which projected financial statements were presented to the Congregation) shall be made available to any Member in good standing upon request.