

**CONSTITUTION AND BY-LAWS
OF
CONGREGATION KNESES TIFERETH ISRAEL**

(As restated at the Annual Meeting -January 11, 1983)
(As Amended at the Special Congregation Meeting - May 20, 1986)
(As Amended at the Annual Meeting - January 17, 1989)
(As Amended at the Annual Meeting- January 30, 1996)
(As Amended at the Congregational Meeting - May 20, 1997)
(As Amended at the Annual Meeting - January, 20, 1998)
(As Amended at the Congregational Meeting - January 28, 2003)
(As Amended at the Congregational Meeting – May 11, 2010)
(As Amended at the Congregational Meeting – January 30, 2018)

ARTICLE I

NAME

This Congregation shall be known as ***CONGREGATION KNESES TIFERETH ISRAEL***.

ARTICLE II

PURPOSES

Congregation Kneses Tifereth Israel is a progressive egalitarian Conservative synagogue, which comes together as a community for life-cycle, spiritual, learning, and social events. The purposes of the Congregation include: to maintain an egalitarian synagogue for worship and religious observances according to the tenets, precepts and laws of Conservative Judaism; to maintain a Religious School, a preschool, and such other schools and educational facilities as may be appropriate to provide enriching educational programs for all ages in a supportive educational environment; to establish social, cultural, educational and recreational programs and activities; to own, operate and maintain cemetery property, or to otherwise provide for the burial of members in the manner provided by Jewish Law and tradition; to

render acts of charity and benevolence for needy individuals and worthwhile organizations; to be respectful to and welcoming of persons of all faiths and lifestyles; and to engage in any activities, projects and programming required to accomplish any of the foregoing purposes.

ARTICLE III

DURATION

The duration of the Congregation shall be perpetual.

ARTICLE IV

MEMBERSHIP

A. Any person of the Jewish faith, married couple of the Jewish faith, or spouse/domestic partner of a person of the Jewish faith of good character and reputation, shall be eligible for membership. Acceptance of such person or married couple to membership may be on such terms or conditions as the Board of Trustees, in its sole discretion, may impose.

B. The various categories of membership are as follows:

1. *Household Membership* - Married couple, domestic partners, or individuals with or without children, including unmarried children between the ages of 18 and 25 living in their household.

Interfaith Member: If either of two adults in a Household Membership is not of the Jewish faith, he/she shall enjoy the full benefits of membership and participate in congregational activities, to the extent permissible under Jewish Law as determined by the Rabbi. He/she shall be permitted to serve on all congregational committees except for the Ritual Committee, High Holy Day Committee, and the Religious School Board, and shall not be permitted to serve as either an officer of the Congregation or a

member of its Board of Trustees. Such member shall not be permitted burial privileges in the Congregation's cemetery, unless such cemetery permits interfaith burials.

2. *Honorary Membership* - Such membership shall be conferred upon the Rabbi of the Congregation and the Rabbi's spouse, and the Cantor of the Congregation and the Cantor's spouse, and may be conferred upon such other persons, as in the opinion of the Board of Trustees, are deserving of this honor.
3. *Non-Resident Membership* - Members in any category who are about to or have moved from the community (defined as being more than 100 miles from the synagogue), but wish to retain some of the benefits of membership. Such member shall enjoy the benefits of membership as deemed appropriate by the Board Trustees, except that such member shall not hold office, be counted in a quorum, nor vote at Congregational Meetings. Such members shall not be entitled to enroll their children in the Religious School without first attaining full membership status. Such members are entitled to cemetery privileges.
4. *Senior Membership* - Members shall become entitled to Senior Membership when they have paid their membership dues for forty years. Senior Members shall enjoy the full privileges of membership in the Congregation.
5. *Associate Membership* - Shall be granted to a person who or a household which is a member in good standing of another congregation, and otherwise eligible for membership in this congregation. Such member shall enjoy the benefits of membership as deemed appropriate by the Board Trustees, except that such member shall not be allowed to hold office, to be counted in a quorum, to vote at congregational meetings, nor be entitled to cemetery

privileges. Such members shall not be entitled to enroll their children in the Religious School without first attaining full membership status.

C. Application for membership shall be made in writing to the Secretary, upon the form adopted by the Board of Trustees, and must be accompanied by the fee designated by the Board of Trustees. The Board of Trustees may, in its discretion, refer any of such applications to the Membership Committee for the purpose of investigating the character and reputation of the applicant and making recommendations to the Board of Trustees.

D. A majority vote of the members of the Board of Trustees present at a regular meeting shall be required to elect an applicant to membership.

F. A person's age shall be determined by the person's Hebrew birth date.

ARTICLE V

DISCIPLINE

A. A member may be censured, suspended or expelled from membership, and an officer or trustee removed from office, for any one of the following reasons:

1. Acts or conduct which shall bring discredit to Judaism or the Jewish people.
2. Acts or conduct which shall adversely affect the reputation of the Congregation.
3. Unlawful conduct in any manner relating to the Congregation's property or activities.

B. No member shall be expelled or suspended from membership, or censured, nor shall any officer or trustee be removed from office, except upon written charges and specifications signed by at least three members of the Congregation in good standing. Any such charges and specifications shall be

filed with the Secretary, who shall forthwith cause a copy of said charges and specifications to be served upon the accused individual, by registered or certified mail, return receipt requested. The Board of Trustees, shall at its next regular meeting after service of a copy of said charges and specifications as aforesaid, select a committee consisting of three members of the Congregation, none of whom shall have participated directly or indirectly in making the charges, to investigate the charges and specifications against the accused person. The committee may examine witnesses or other evidence against the accused, and shall permit the accused and his or her counsel to be present at all stages of the proceedings, except for their deliberations. The accused or his or her counsel shall be permitted to produce their own witnesses or other relevant evidence to disprove or discredit the charges and specifications. The committee shall file a decision with the Secretary within ten days after the conclusion of its final hearing on the charges and specifications. If the decision shall sustain the charges and specifications, in whole or in part, the Board of Trustees shall at its next regular meeting take the matter under consideration for final determination. The Board of Trustees may by a two-thirds vote of its members present at such meeting, suspend or expel the accused party from membership; remove the accused as a trustee or officer, or censure the accused. The provisions of this article shall not apply to the suspension or expulsion of members for non-payment of dues or assessments.

ARTICLE VI

FISCAL YEAR

The fiscal year shall begin the first day of January in each year, unless otherwise determined by the Board of Trustees.

ARTICLE VII

DUES

A. A dues structure shall forthwith be established by the Board of Trustees and no change in the dues structure shall thereafter be made by the Board of Trustees, unless such change is approved by the majority of the membership present at a meeting of the Congregation held in accordance with the laws of the State of New York and these By-Laws.

B. Assessments may, from time to time, be imposed by the Board of Trustees, with the approval of seventy-five percent of the voting members of the Congregation present at a meeting of the Congregation held in accordance with the Laws of the State of New York and these By-Laws.

C. Members who fail to pay dues, pledges, other charges or assessments within six (6) months of the due date shall be deemed to be delinquent members and shall be suspended from all or any of the rights of membership, provided that at least fifteen (15) days prior to the effective date of the suspension, a written notice from the Secretary by registered or certified mail, return receipt requested, shall have been forwarded to the member advising him or her of his or her delinquency. In the event that the member's obligations shall not be paid in full within sixty (60) days after such notice of delinquency, the Board of Trustees, may in its discretion, expel a member from the Congregation. In the event a member is expelled for non-payment of dues, pledges, other charges or an assessment, such member cannot be re-admitted to the Congregation except upon application as a new member.

ARTICLE VIII

PRIVILEGES OF MEMBERSHIP

A. Members of any category of membership in good standing, except as otherwise provided

herein, shall enjoy the following privileges:

1. To attend meetings of the Congregation and to have a voice and vote at such meetings; to serve as an officer of the Congregation or a member of the Board of Trustees; to attend religious services at the Synagogue and otherwise participate in religious observance; to enroll their children in any of the schools of the Congregation; to have cemetery privileges; to participate in cultural, social, educational and recreational programs; to have such other or additional benefits and privileges as shall hereafter be established by the membership or the Board of Trustees.

2. *Voting Rights:* Each adult member or unmarried child between the ages of 18 and 25 living in the membership household, with a maximum of one vote per person and two votes per Household, may be counted towards the quorum requirement of Article IX, Section D and may vote at Congregational Meetings, subject to the provisions of the Congregation's dues structure.

B. No benefit shall hereafter be made available to any member unless such benefit is otherwise made available to every member in the same category of membership. All benefits are subject to the rules and regulations established by the Board of Trustees or any of its Committees, and the additional charges or fees that may be imposed.

ARTICLE IX

MEMBERSHIP MEETING

A. The annual meeting of the membership for the purpose of electing officers and trustees, and for

the transaction of such other business as may properly come before the meeting, shall be held on the second Tuesday in January, or on such other date as may be established by the Board of Trustees.

B. Special meetings of the Congregation may be called by the Board of Trustees on its own motion, and must be called by the President upon the written request of at least fifteen (15) voting members of the Congregation in good standing. The motion or written request shall state the specific purpose for the call of the special meeting, and no business shall be transacted at such meeting except as stated in the notice.

C. In addition to any other notice required by law, a written notice of the annual meeting or of a special meeting shall be sent by first class mail or electronic communication to all members of the Congregation at their last known address at least seven days prior to said meeting.

D. A quorum for the transaction of business at all meetings of the membership shall consist of at least twenty-five (25) voting members of the Congregation. A lesser number may adjourn the meeting for not less than five nor more than ten days upon motion duly made and carried. If a quorum be present at such an adjourned meeting, then any business may be transacted at such meeting which might have been transacted at the original meeting.

ARTICLE X

TRUSTEES

A. The management and administration of the affairs of this Congregation shall be vested in a Board of Trustees which shall consist of the following:

1. The elected officers of the Congregation.
2. Seventeen (17) additional voting members, elected for three-year (3) overlapping terms, so that in each year, as nearly as possible, the terms of office of one-third (1/3) of such additional members shall expire;
3. The Chairperson of the Religious School Committee;
4. The Liaison to the Early Childhood Program , who shall be appointed by the President;
5. The President of the Men's Club and the President of the Sisterhood, or a member of the Board of each organization who shall be selected for a one-year (1) term by the board of the respective organization; and
6. The Immediate Past President of the Congregation, defined as the most recent former President. In the event that the most recent former President is unable to or declines to serve as a member of the Board, the seat shall remain vacant until such time as the current President becomes the Immediate Past President.

B. The Board of Trustees shall have the general power and responsibility to supervise, regulate and coordinate the activities and functions of the Congregation, and to control and manage the real and personal property of the Congregation, which powers shall include, but not be limited by reason of specification, the following:

1. To rent the facilities of the Congregation and set fees and charges for the use of the facilities and related services; establish tuition fees for the Religious School and any other schools of the Congregation; establish fees for any other activities or functions sponsored by the Congregation or any of its Committees.
2. Except as to the position of the Rabbi, to employ and dispense with the services of all

personnel employed by the Congregation and set the salaries, bonuses and fringe benefits to be paid to all personnel.

3. To prepare a budget for submission to and approval by the membership and to make all expenditures under said budget; to make additional expenditures, other than approved budgetary expenditures in an amount not exceeding \$ 5,000.00 for any single purpose and not exceeding the sum of \$ 20,000.00 during any fiscal year.

4. Except as herein otherwise provided, all actions by the Board of Trustees shall be taken, upon motion duly made, seconded and passed by a majority of the Board of Trustees present and voting on the proposal or matter under consideration. The Board of Trustees shall have the authority to adopt rules and regulations, not inconsistent with these By-Laws, for the proper conduct of their meetings and for the furtherance of the general purposes of the Congregation. The President or person acting in such capacity shall only be entitled to cast a vote in the event of a deadlock.

C. Any member of the Board of Trustees or any officer, who shall not be in attendance at three (3) consecutive meetings of the Board or any four (4) meetings in a fiscal year, without having been duly excused by the President, shall be deemed to have resigned as a member of the Board of Trustees. The office of such individual may be declared vacant by the Board of Trustees at any regular meeting.

D. Regular meetings of the Board of Trustees normally shall be held once a month, on such day as the Board of Trustees may designate. At all meetings of the Board of Trustees, a quorum for the transaction of business shall consist of a majority of members of the Board of Trustees then holding office, but a lesser number may adjourn the meeting without notice to another date. At any such meeting at which a quorum may be present, any business may be transacted which might have been

transacted at the original meeting.

E. Special meetings of the Board of Trustees may be called by the President at his or her discretion, and must be called by the President at the request of four (4) members of the Board of Trustees. Notice of any special meeting shall be given at least twenty-four (24) hours in advance of the meeting, and such notice may be given in person, by telephone, email, or by first class mail to the Board of Trustees. In the event that the President shall fail to issue a call for a special meeting of the Board of Trustees within three (3) days after any such request, any other officer may issue the call in the manner hereinabove provided.

F. In the event of the death, resignation, disability or expulsion of a member of the Board of Trustees, a successor may be elected by the Board of Trustees to fill the office until the next annual meeting of the Congregation, at which time the vacancy shall be filled by the membership for the balance of the unexpired term.

G. Any member of the Board of Trustees, except Officers, who has served two consecutive full terms shall not be eligible for re-election until the lapse of one year after the termination of such consecutive service on the Board of Trustees.

ARTICLE XI

OFFICERS

A. The Officers of this Congregation and their duties shall be as follows: Officers shall be elected for a term of one year and may be re-elected for two additional consecutive terms of one year each. Such member shall not thereafter be eligible for re-election to the same office for a period of one year, with the exception of the Treasurer and Secretary.

B. The President shall preside at all meetings of the Congregation and of the Board of Trustees; call all special meetings of the Board of Trustees; sign all agreements, contracts, deeds, notes and other documents on behalf of the Congregation; appoint all committees and their chairs and serve as an *ex-officio* member of all committees, without right to vote; prepare and send to the membership, together with notice of the Annual Meeting, the annual report and agenda of the Annual Meeting.

C. The First Vice President shall assist the President in the discharge of his or her duties. In the event of the President's resignation, expulsion from office, death or permanent disability, the First Vice President shall succeed to the office of the President. In the event of the President's absence or temporary disability, the First Vice President shall assume the duties of that office during such period of absence or disability.

D. The Second Vice President shall also assist the President in the discharge of his or her duties. In the event a vacancy shall exist in the office of First Vice President, the Second Vice President shall succeed to the office of First Vice President. In the event of the First Vice President's absence or temporary disability, the Second Vice President shall assume the duties of that office during the period of such absence or disability.

E. The Secretary, or such other person as may be designated by the Board of Trustees, shall be Trustees; he or she shall be responsible for recording minutes of all meetings of the Congregation and the Board of Trustees.

F. The Treasurer, or such other person as may be designated by the Board of Trustees, shall be responsible for keeping an accurate record of the receipts and expenditures of the Congregation and of the various accounts of the Congregation, which records shall be open for inspection by the Board of

Trustees and the Finance Committee; notify all members of the Congregation of their indebtedness to the Congregation, receive all monies which shall be payable to the Congregation and cause said monies to be deposited or invested as directed by the Board of Trustees or the Finance Committee; issue checks, vouchers, or make withdrawals upon the direction of the Finance Committee or the Board of Trustees, which checks shall be countersigned by the President or First Vice President; render a written report of the finances of the Congregation at all meetings of the Board of Trustees and at the annual meeting of the Congregation, which report shall also be affixed to the minutes of the meeting at which it is presented.

G. The officers of the Congregation shall also perform such other functions and duties as may from time to time be delegated to them by the Board of Trustees.

H. In the event of a vacancy in the office of Second Vice President, Treasurer or Secretary, the Board of Trustees shall elect one of its members to fill the vacancy for the unexpired term of such office.

ARTICLE XII

NOMINATIONS, ELECTION AND QUALIFICATIONS OF OFFICERS AND TRUSTEES

A. At least forty (40) days prior to the annual meeting of the membership, the President shall appoint a nominating committee for the purpose of recommending a slate of nominees to be presented to the membership at its annual meeting. The nominating committee shall consist of five members, three of whom shall be members of the Board of Trustees. One of the members of the nominating committee appointed by the President shall be designated by him or her as chair of the committee.

The nominating committee shall notify the President at least twenty-five (25) days before the annual meeting of the membership of the names of the nominees approved by a majority of the committee. No nominee shall be submitted who has not indicated, in writing, his or her willingness to serve as an officer or trustee, if duly elected by the membership. Members of the nominating committee shall be disqualified from being selected as a nominee for any office.

B. A written notice setting forth the names of all the nominees proposed by the nominating committee shall be sent to each member of the Congregation at least twenty days (20) prior to the annual meeting of the membership. Additional nominations may be made for any office by serving a written notice of such nomination upon the President or Secretary of the Congregation, at least ten (10) days prior to the date of the annual meeting. Such written notice must be signed by at least ten (10) members of the Congregation in good standing, and must also be accompanied by a written statement signed by the nominee for that particular office indicating his or her willingness to serve, if elected to office. No nominations from the floor shall be accepted at the annual meeting, except in those cases where no nominees for an office have been submitted in the manner hereinabove provided.

C. No person shall be eligible to be nominated for any office unless he or she shall have been a member in good standing for at least one year prior to the annual meeting. No member shall be eligible to be nominated for the office of President unless he or she shall have been a member of the Board of Trustees for at least two (2) years.

D. In the event there shall be a contest for any office, the vote shall be by secret ballot. Each candidate for a contested office shall be entitled to appoint an inspector of election who shall,

together with the other inspectors, supervise the preparation and the counting of the ballots. The Secretary, prior to the commencement of the election, shall determine if any nominee or person seeking to participate in the election is not a member in good standing. It shall be the duty of the Secretary to challenge any member not in good standing, and any dispute on this issue shall be resolved by the membership by a hand vote. Any member found not to be in good standing shall not be allowed to be a nominee for any office, or to participate in the election.

ARTICLE XIII

PULPIT

A. The pulpit of this Congregation shall be occupied by a Conservative Rabbi who shall have been (a) ordained by an established rabbinic authority, institution or seminary; and (b) elected by the membership at its annual meeting or at a special meeting called for such purposes, as provided by the laws of the State of New York. The Board of Trustees shall have the duty to investigate and recommend candidates for this position.

B. The terms of employment under which the Rabbi shall be retained must be approved by the Congregation, as provided by the laws of the State of New York. The Board of Trustees shall have the duty to negotiate the terms of a written employment agreement, which agreement shall be subject to ratification by the Congregation, as provided by the laws of the State of New York.

C. The Rabbi shall have the responsibility of organizing and supervising all the religious services, observances and rituals of the Congregation, and any activities related thereto, and shall assist the officers and trustees in carrying out the objectives and purposes of the Congregation. The Rabbi shall seek the advice and guidance of the Board of Trustees and its committees, and shall perform the rabbinic

functions subject to the general supervision of the Board of Trustees and the officers of the Congregation.

ARTICLE XIV

CANTOR

A. The position of Cantor of this Congregation shall be occupied by a Cantor whose candidacy is recommended by the Cantorial Assembly of the United Synagogue of America, if at all possible, and who is elected by the Board of Trustees. The Board of Trustees shall have the duty to investigate and recommend candidates for this position.

B. The Board of Trustees shall have the duty to negotiate the terms of a written employment agreement with the Cantor.

C. The Cantor, as a religious leader of the Congregation, shall lead the Congregation in prayer and shall be expected to officiate, together with the Rabbi, at all religious services and shall serve as the guide to the Congregation in all matters pertaining to the liturgical chant of the Congregation and in all areas of Jewish music in consultation with the Rabbi. The Cantor shall serve the pastoral, cultural and educational needs of the congregation under the supervision of the Rabbi. The Cantor shall seek the advice and guidance of the Board of Trustees and its committees and the Rabbi, and shall perform the functions of such office, as defined by the Board of Trustees, subject to the general supervision of the Board of Trustees and the officers of the Congregation.

ARTICLE XV

AUXILIARY ORGANIZATIONS

The Congregation may have such auxiliary organizations as shall from time to time be authorized by the Board of Trustees, including, but not limited to a Sisterhood, Men’s Club, and a Parent Teacher Organization.

ARTICLE XVI

COMMITTEES

A. Unless otherwise provided for in these By-Laws, the President shall appoint Standing and Special Committees and their chairs. The President and the First and Second Vice-Presidents shall be members of every committee, ex officio, and shall receive notice of all committee meetings. Committees shall exercise only such powers and authority as may be delegated to them by the Board of Trustees. No monies may be expended by any Committee in excess of the amount of its budget without the consent of the Board of Trustees.

B. *STANDING COMMITTEES:* The Standing Committees of this Congregation and their general duties shall be as follows:

1. **EXECUTIVE COMMITTEE**

- a. The Executive Committee shall be composed of the President, First Vice President, Second Vice President, Treasurer, Secretary, Immediate Past President, and two members of the Board of Trustees who shall be elected annually by said Board.
- b. The powers, duties and functions of the Executive Committee shall be:
 - i. To act with the full powers of the Board of Trustees between meetings of said Board except as otherwise specified in these By Laws. Any action taken by this Committee shall be reported to the Board of Trustees at its next regular meeting or at a special meeting;
 - ii. To negotiate personnel-related contracts, subject to approval by the Board of Trustees;

- iii. To establish and implement a strategic plan for the growth and development of the Congregation;
- iv. To oversee the daily operations of the Congregation and its personnel;
- v. To review the recommendations "of the Standing and Special Committees of the Congregation;
- vi. To determine the appropriate level of staffing, evaluate the performance of the employees and contractors of the Congregation, establish the terms and conditions of employment of employees and retention of contractors, to hire or engage such persons, to dispense with the services of employees and contractors, and to adjust grievances, within guidelines set by the Board and subject to the annual budget established by the Congregation;
- vii. To establish rules concerning use of the premises and to resolve conflicts which may arise in connection therewith;
- viii. In conjunction with the General Counsel, to handle all questions and interpretations of statutory law or the Constitution and By-Laws, and the drafting of all proposed amendments to the Constitution and By-Laws;
- ix. To investigate and make final decisions as to any hardship matter, including but not limited to, dues, other charges, assessments, tuition and seats for the High Holy Days; and
- x. Such other responsibilities as may be delegated by the Board of Trustees.

2. FINANCE COMMITTEE

- a. The Finance Committee shall be composed of:
 - i. The Treasurer of the Congregation;
 - ii. The Immediate Past Treasurer of the Congregation;
 - iii. At least three (3) other members selected by the President.
- b. The Committee shall concern itself with all matters pertaining to the finances of the Congregation, including:
 - i. Maintenance and oversight of the books and records of the Congregation;

- ii. Development of an annual budget of estimated income and expenses for the succeeding year, which shall be submitted for approval of the Board of Trustees and for the adoption by the Congregation at its annual meeting;
- iii. Examination of the books and records of all committees and auxiliary organizations of the Congregation;
- iv. In conjunction with the Fund Raising and Membership Committee, to monitor the development and implementation of fund raising efforts;
- v. Making recommendations to the Board of Trustees on investment of assets of the Congregation and its Committees, Special Committees and Auxiliary Organizations;
- vi. To review and make recommendations regarding the financial aspects of all non-personnel contracts to be entered into by the Congregation;
- vii. To review and make recommendations to the Executive Committee regarding dues, fees, and other revenues;
- viii. To review and recommend for approval by the Board of Trustees all settlement and payment authorizations for the resolution of liability actions against the Congregation;
- ix. To review and make recommendations to the Board of Trustees on proposed expenditures not specifically included in the approved budget; and
- x. To perform such other duties and functions as may be delegated to it by the Board of Trustees or the Executive Committee.

C. *SPECIAL COMMITTEES:* The Special Committees of the Congregation shall include but not be limited to:

1. RELIGIOUS SCHOOL COMMITTEE

- a. The Religious School Committee shall be composed of:
 - i. The Chairperson shall be a member of the Board of Trustees who is appointed by the President;
 - ii. Three other members of the Board of Trustees selected by the Executive Committee;
 - iii. Seven members from the Congregation-at-large selected by the Committee.
- b. The powers and duties of this Committee shall be as follows:

- i. To review and make recommendations concerning the management and content of the educational programs of the Congregation including, but not limited to, the Religious School, Adult Education, and Family Education.
- ii. To review and monitor periodically the performance of selected personnel including the Director/Administrators and other paid personnel. These periodic evaluations would then be forwarded to the Executive Committee;
- iii. To review and make recommendations on improvements in the facilities where educational programs are conducted; and
- iv. To review and assess programs, including but not limited to curriculum, staff development, enrichment, scheduling, and administrative policies, and to make policy recommendations to the Board of Trustees.

2. FUND RAISING COMMITTEE and MEMBERSHIP/MARKETING COMMITTEE

- a. The Fund Raising Committee and Membership/Marketing Committee shall be composed of:
 - i. The Chairpersons shall be appointed by the President;
 - ii. At least three other members of the Board of Trustees selected by the Executive Committee;
 - iii. At least three other members from the Congregation-at-large selected by the Committee.
- b. The powers and duties of this Committee shall be as follows:
 - i. To review and recommend to the Board requests for new fund raising and/or membership/marketing programs, which will also include a recommended prioritization;
 - ii. To review and develop a program for fund raising and/or membership/marketing and to act and be responsible for the on-going recruitment and retention of members;
 - iii. To develop and recommend to the Board of Trustees a plan on fund raising activities and/or membership/marketing programs and to be responsible for its implementation;
 - iv. To make policy recommendations to the Board of Trustee; and
 - v. To coordinate the activities of the various Auxiliary Organizations and Committees of the Congregation , as may be necessary to ensure the success of the aforesaid activities.

3. BUILDING AND GROUNDS COMMITTEE

- a. The Building and Grounds Committee shall be composed of:
 - i. The Chairperson shall be a Board Member who is appointed by the President;
 - ii. An officer shall serve as a member of the Committee;
 - iii. Two members of the Board of Trustees selected by the Executive Committee; and
 - iv. Three members from the Congregation at large selected by the Committee.
- b. The powers and duties of this Committee shall be as follows:
 - i. To review and act upon all recommendations pertaining to the day-to-day maintenance and use of the Congregation's physical facilities and equipment;
 - ii. To review and thereafter recommend to the Board all capital improvements;
 - iii. To establish a subcommittee, defined as the Cemetery Committee, whose responsibility, in collaboration with the Buildings and Grounds Committee, will be to insure the operations of the Congregation's cemetery and perpetual care. The Chairperson of the subcommittee, who will be a member of the Buildings and Grounds Committee, shall be appointed by the Chairperson of the Buildings and Grounds Committee. The subcommittee shall have at least three other members from the Congregation at large, who shall be appointed by the Buildings and Grounds Committee;
 - iv. To insure the on-going and continuous safety and security of all physical facilities of the Congregation; and
 - v. To develop and implement a schedule of regular maintenance of the physical facilities and equipment.

4. RITUAL AND HIGH HOLY DAYS COMMITTEES

- a. The Ritual and High Holy Days Committees shall be composed as follows:
 - i. The Chairpersons shall each be a member of his/her respective Committee appointed by the President;
 - ii. Two members of the Board of Trustees selected by the Executive Committee;
 - iii. Three members of the Congregation- at- large selected by the Committee; and

- iv. The clergy of the Congregation.
- c. The powers and duties of these Committees shall include:
 - i. To formulate rules and policies for the conduct of all religious services of the Congregation, including weddings, funerals, and Bar and Bat Mitzvahs;
 - ii. To appoint "gabbaim" and ushers for the High Holy Days;
 - iii. To establish and implement policies and procedures for seating arrangements and sale of seats during the High Holy Days.

5. MISCELLANEOUS SPECIAL COMMITTEES

- a. The Miscellaneous Special Committees shall include the following Special Committees:
 - i. Adult Education Committee
 - ii. Social Action Committee
 - iii. Israel Committee
 - iv. Hesed Committee
 - v. Keruv Committee
 - vi. Green Committee
- b. Each Special Committee provided for herein shall be composed as follows:
 - i. The Chairperson of each Miscellaneous Special Committee shall be a member of such Committee who is appointed by the President;
 - ii. Members of the Board of Trustees and/or Congregation-at-large. The determination of the number of members and who shall have the authority to select said members is left to the discretion of the Executive Committee;
- c. The purpose and/or goals of each Special Committee shall be set forth by the Board of Trustees and/or Executive Committee.

D. GENERAL PROVISIONS:

- 1. The activities of each Standing and other Committees shall be reported to the Board of Trustees at its regular meetings.

2. Unless otherwise specifically prohibited or limited by this document, eligibility of membership on Committees shall be a benefit of all categories of membership as itemized in Article IV hereof.

3. The Congregation shall have such other and additional Special Committees as shall from time to time be deemed advantageous to the Congregation and as authorized by the Board of Trustees.

ARTICLE XVII

MISCELLANEOUS

A. The rules of procedure at all meetings of the Congregation, Board of Trustees and Committees,

both Standing and Special, shall be those set forth in Robert's Rules of Order, Revised, except as otherwise provided herein to the contrary.

B. This Constitution and By-Laws supersede the Constitution and By-Laws adopted by this Congregation at a meeting held December 2, 1947, and all duly adopted amendments thereto.

C. If any provision of this Constitution and By-Laws is held to be illegal, invalid or unenforceable for any reason whatsoever, all other provisions shall nevertheless continue in full force and effect. This Constitution and By-Laws is not intended to, and shall not impair any contractual rights or obligations of the Congregation.

ARTICLE XVIII

AMENDMENTS

This Constitution and By-Laws may be amended, either in part or in its entirety, in the following manner:

A proposal to amend any one or more of the articles of this document, or to introduce new articles, shall be submitted in writing to the Board of Trustees for their consideration and approval. Upon approval by the Board of Trustees of the proposal by a two-thirds vote of the members of the Board of Trustees present at a regular meeting, the proposal shall then be submitted to the Congregation at the next annual meeting of the Congregation or at a special meeting of the Congregation called for such purpose. The proposal shall be deemed approved and the Constitution and By-Laws duly special meeting favor the proposal. In the event such proposal is not approved by two-thirds of the members of the Congregation present at such meeting, the proposal shall be deemed defeated and no similar proposal may be re-submitted for the consideration of the Congregation for a period of at least 12 months.

ARTICLE XIX

BOARD RESOLUTION: USE OF FUNDS FROM SALE OF ASSETS

In the event that any capital asset of the Congregation, including but not limited to real property, is sold or otherwise disposed of, then, in that event, the proceeds of any such sale or disposition shall be held in a separate fund, designated for the perpetual endowment of the Congregation. Annual income from the fund, to the extent of 80% thereof, may be combined with the general funds of the Congregation for the purpose of paying and defraying ordinary operating expenses or otherwise as determined in accordance with the provisions respecting the creation of annual budgets and payment of expenses. However, in no event shall more than 80% of the income be so expended, with the balance of not less than 20% being reinvested in the fund and becoming part of the perpetual endowment of the Congregation.