

# CONSTITUTION OF TEMPLE SINAI

Summit, New Jersey

(organized pursuant to Title 16, Chapter 1, Article I of Revised Statutes of New Jersey)

Adopted March 1952

as amended April 1982, January 1985, May 1992, June 1994, July 1999, April 2003, October 2003, April 2006, April 2008, October 2010, November 2014 and June 2019.

## **Article I: Name and Purpose**

1. This Congregation shall be known as Temple Sinai.
2. Temple Sinai is a Reform Jewish congregation dedicated to the spiritual fulfillment of its members. We value religious observance enhanced by Tikkun Olam (our obligation to repair the world), intellectual challenge, lifelong Jewish learning, and inspiring worship. Our welcoming community nurtures personal connections through active participation in vibrant synagogue life.
3. The Congregation shall follow the forms, practices, and usages of a liberal interpretation of Judaism and shall affiliate itself with the Union for Reform Judaism or its successors.

## **Article II: Membership, Voting, and Dues**

1. Any person of the Jewish faith or seeking to be associated with those upholding the Jewish faith, over the age of eighteen (18) years, may be elected to membership in the Congregation on approval of his or her application by the Board of Trustees or any committee to which the Board shall delegate such responsibility. The Board of Trustees may, upon a two-thirds (2/3) vote of those present and voting, revoke such membership.
2. The Board of Trustees may establish special membership classifications with such provisions as it deems advisable.
  - 3.1. Member in good standing. A member shall pay such annual dues and assessments as shall be determined and fixed by the Board of Trustees and approved by the Congregation at the Annual Meeting. This may be modified on an individual member basis by the Board or its designees. A member who is current in the payment of all annual dues, assessments, and fees shall be deemed to be a "member in good standing."
  - 3.2. A member in good standing has the following rights and privileges, subject to the rules of the Congregation and payment of mandated fees:

- (a) To vote at all Congregational Meetings, each member in good standing above the age of eighteen (18) shall have one (1) vote;
- (b) To have the members' children receive religious education, be prepared for Bar or Bat Mitzvah or Confirmation, with such children having the right to become a Bar or Bat Mitzvah and Confirmed in the Temple;
- (c) To participate in all activities of the Temple;
- (d) To have a seat at religious services and High Holy Days provided, however, that no seat shall be specifically assigned to any member; and
- (e) To have such other rights as the Board of Trustees may establish.

3.3 The Board of Trustees may at a regular or special meeting adopt rules or regulations setting forth the circumstances under which a member in good standing may be denied some or all of the rights or privileges of membership by reason of delinquency in dues payment or assessments.

4. Junior members. Non-self-supporting unmarried children of a member in good standing shall be "junior members." Junior members shall have all the rights, duties, and privileges of members in good standing, except a junior member shall not have (i) the right to vote at any meeting or upon any proposal, (ii) the right to initiate any petition provided for by this Constitution, (iii) the privilege to serve as an Officer or Trustee, and (iv) the duty to pay dues and assessments, unless otherwise provided herein.

5. Honorary Members. Honorary members shall be elected by a two-thirds (2/3) vote of the Board of Trustees. Honorary members shall have all the rights and privileges of a member in good standing but shall not be required to pay dues and assessments.

6. The resignation of any member shall not relieve the member of the payment of any obligation, including but not limited to dues and assessments due to the Congregation at the time of such resignation.

7. Persons other than members in good standing may be granted any of the rights listed in Article II, Section 3.2 other than subsections (a) and (d) upon two thirds (2/3) vote of a quorum of the Board of Trustees.

### **Article III: Board of Trustees**

1. The Congregation's Annual Meeting should be held no later than June of each year. At the Congregation's Annual Meeting the members in good standing of the Congregation and any other members who have voting privileges shall elect Trustees to serve on the Board of

Trustees from among its members in good standing. The election shall be for those Trustees whose terms are expiring or otherwise vacant.

2. The Board of Trustees shall be composed of no more than nineteen (19) individuals, consisting of Trustees and Officers (see Article V Section 1), each of whom shall be elected to serve other than the Immediate Past President who shall serve ex-officio. All Trustees elected subsequent to the date of adoption of this amended Constitution shall serve a two-year term.

3. The newly elected members of the Board of Trustees shall take office at the next regularly scheduled meeting of the Board of Trustees following the Annual Congregational Meeting.

4. The Board of Trustees shall govern the affairs of the Congregation, control its revenues and property, determine dues and assessments, employ and discharge employees, except as otherwise provided in Articles VI and VII, adopt policies, adopt by-laws and take such other action as shall in its judgment best promote the welfare of the Congregation consistent with New Jersey Law, subject to actions at Congregational meetings.

5. The Board of Trustees shall meet at least ten (10) times during the calendar year and at the call of the President on twenty-four (24) hours' notice, written or oral. Meetings are to be held on a definite day each month which will be determined at the first meeting of any newly constituted Board of Trustees. The first meeting of the newly constituted Board of Trustees shall be held on the next regular meeting day of the preceding Board following the Annual Congregational Meeting and shall be a meeting open to both the outgoing members of the Board of Trustees and the incoming members of the Board of Trustees. The outgoing Trustees and Officers shall not have a vote at the first meeting of the newly constituted Board of Trustees.

6. A majority of the members of the Board of Trustees shall constitute a quorum at any meeting of the Board. All members of the Board of Trustees shall be permitted to attend and vote by means of electronic communication pursuant to which all those in attendance can hear and may be heard.

7. A majority of the members in good standing present at a Congregational meeting at which there is a quorum may overrule an action of the Board of Trustees within two (2) months after giving notice to the membership of such action. Where notice of the action is not given except by way of formal report of the Board of Trustees at the Annual Meeting, then the action may be overruled by a majority of the members in good standing present at the Annual Meeting, subject to Article IV, Section 3.

8. Any Trustee or Officer may be removed from office by a two-thirds (2/3) vote of the total membership of the Board of Trustees. Any Trustee (or Officer) who is absent without good and sufficient cause for three (3) successive meetings may be declared vacant by a majority vote of those present and voting of the Board of Trustees. No removal of a Trustee (or Officer) or declaration that the office is vacant shall be done except after notice by certified mail to the

Trustee (or Officer). The Trustee (or Officer) shall have the right to request a hearing by the Board of Trustees and to have a hearing. Any vacancy on the Board of Trustees shall be filled in accordance with Article V, Section 7.

9. All actions of the Board of Trustees shall be by a majority of those present and voting unless otherwise provided herein. The adoption and amendments of the By-Laws shall require the affirmative vote of two-thirds of the Board of Trustees present at a meeting at which there is a quorum.

10. The Executive Committee of the Board of Trustees, consisting of the President, one Immediate Past President, and the Vice-Presidents, shall have the power to act for the Board of Trustees between meetings of the Board of Trustees. The Executive Committee shall report to the Board of Trustees all of its actions no later than the next regular meeting of the Board of Trustees. All actions of the Executive committee shall be subject to ratification by the Board of Trustees at its next regularly scheduled meeting. The Executive Committee shall not take any of the following actions at its meetings (1) buy, sell or lease property, (2) contractually bind the Congregation, (3) any action that would otherwise require a 2/3 vote of the Board of Trustees.

11. The Past Presidents, except the Immediate Past President, shall be Honorary members of the Board of Trustees without vote.

12. Any member in good standing has the right to attend Board meetings and may request of the President the opportunity to address the Board of Trustees. Such request shall be in writing no less than 2 weeks before the Board of Trustees meeting in question and shall identify the subject or subjects which the member wishes to bring before the Board. Such request shall be rejected only for good cause. Notwithstanding the above, at the President's discretion, the request can be deferred for presentation at the next subsequent Board of Trustees meeting.

13. The Board of Trustees may meet in closed session to discuss personnel matters, lease negotiations, the purchase or sale of property, other contract negotiations, pending litigation, security response protocol or other matters deemed appropriate by the President.

#### **Article IV: Congregational Meetings**

1. The Annual Meeting of the Congregation shall be no later than June of each year, upon such date as the President shall designate. The Secretary shall give email notice of the date and place of this meeting to the members in good standing and any other members who are entitled to attend the Congregational meeting at least fifteen (15) days prior to the date chosen. Elections of Officers and Trustees shall be held during the Annual Meeting.

2. Not less than twenty (20) days before the Annual Congregational Meeting at which elections are to be held, the Nominating Committee shall give notice to the Congregation its recommendations for Officers and Trustees. Such notification shall include brief biographical

statements concerning each candidate. The notice shall indicate the right and procedure of nomination by petition. Any additional candidates, running by petition, shall submit for circulation to the Congregation a similar one paragraph statement not less than eighteen (18) days before the meeting; such information shall be circulated to the Congregation no less than fourteen (14) days prior to the Congregational Meeting. Except as may be waived by the Nominating Committee or the President in any specific case, each candidate shall be present at the election meeting and shall subject himself or herself, as the case may be, to questioning by the Congregation.

3. Special meetings of the Congregation may be called by the President, or may be called at the request of a majority of the Board of Trustees or on written application of ten (10) percent of the membership of the Congregation. The call for a special meeting shall set forth the purpose of the meeting and written notice thereof shall be given to members of the Congregation at least fourteen (14) days prior to the time of such meeting. No business shall be transacted at such meeting except that specified in the call.

4. At any meeting at which an election is to be held, and in any event at the Annual Congregational Meeting, an official quorum count shall be made by the secretary of the meeting and recorded in the minutes of the meeting. Election shall be by proxy or by written ballot in the case of a contest, in which case two (2) Inspectors of Election shall be appointed by the President to collect and count the votes.

5. At least twenty (20) days prior to the Annual Meeting, the Finance Committee, upon the approval of the Board of Trustees, shall cause the publication to the Congregation of the proposed operating and capital budget for the following fiscal year together with the plan for meeting the budget, including the dues schedule. These shall be submitted to the Congregation at the Annual Meeting for approval by a majority of those present and voting in person or by proxy. Both the budget and the plan for meeting the budget must be approved by the Congregation before either becomes effective.

6. A quorum of any meeting of the Congregation shall exist when twenty-five percent (25%) of the members in good standing shall have been counted as present. Congregants who have voted by proxy, even if not present physically, will be counted as present.

7. In the event that less than a quorum shall appear for any meeting of the Congregation, inclusive of proxy votes, the presiding officer of the meeting may direct that the business of the meeting be transacted by the members then present. Any action taken by such members under such circumstances shall be advisory only. Such action shall thereafter be voted upon by the Board of Trustees within three (3) months and shall be valid if passed by a vote of not less than a majority of the whole membership of the Board of Trustees.

8. Votes must be cast in person or by proxy.

9. If there is less than a quorum, inclusive of proxy votes, for the Annual Meeting:

(a) The slate of Officers and Trustees submitted by the Nominating Committee shall be deemed elected;

(b) The newly elected Board of Trustees shall, at its first meeting, consider business from the Annual Meeting, including approval of the budget; and

(c) If any business from the Annual Meeting is not passed by a majority of the whole membership of the Board of Trustees at its first meeting, it shall not be discussed at the next Board of Trustees meeting but may be brought up as ordinary new business at any subsequent meeting.

10. Congregants may designate in writing (including via electronic communication) a proxy to vote on their behalf at any annual or special meeting of the membership of the Congregation. Any proxy shall be deemed to be automatically revoked by a later dated proxy. No proxy shall be valid for more than six months.

#### **Article V: Officers**

1. Included among the members of the Board of Trustees are a President, a First Vice President, such other Vice Presidents as the Board shall designate, a Secretary, and the Immediate Past President, collectively referred to herein as Officers. The Congregation, at its Annual Meeting, shall elect such Officers. Every person elected to an office shall be deemed to have been elected at the same time to the Board of Trustees for a term of two (2) years. Nominations of all Officers and Trustees shall be made by a Nominating Committee. Nominations for any office or for a voting Trustee may also be made by petition, subscribed to by at least ten (10) members of the Congregation.

2. Nominations of the Nominating Committee must be filed and read at a Board of Trustees meeting at least thirty (30) days prior to the election to be held at any subsequent Annual Meeting. Nominations by petition must be filed with the Secretary at least twenty (20) days prior to such election.

3. The President shall preside at all meetings of the Congregation and Board of Trustees; shall call Special Meetings of the Board of Trustees; shall be an ex-officio member of all Committees and shall make an annual report of the activities of the Board of Trustees and of the status of the Congregation at its Annual meeting. The President shall have the same voting right, at any meeting of the Board of Trustees or of the Congregation, as any Trustee or member, respectively, would have at the said meeting.

4. In the absence of the President, the First Vice-President shall assume, during said absence, all of the President's duties and responsibilities and, during such absence, shall also be an ex officio member of all Committees.

5. In the absence of the President and the First Vice President, another Vice President designated by the vote of the Trustees shall assume all of the President's duties and responsibilities and during said absence, shall also be an ex-officio member of all committees.

6. The Secretary shall take and read minutes, report communications, be custodian of the Congregation's Seal, issue all notices of meetings, and perform such other duties as the office requires.

7. In the event of vacancy of any office or voting trusteeship, the Board of Trustees may appoint a successor to such office or trusteeship for the unexpired term thereof.

## **Article VI: Clergy**

### **1 The Rabbi**

1.1. The Board of Trustees shall have full and exclusive authority to select, engage and retain a Rabbi for an initial period or periods not to exceed an aggregate of three years on such terms and conditions as the Board of Trustees deems to be in the best interests of the Congregation. The members of the Search Committee formed to choose a new Rabbi shall be selected in the same manner as are members of the Nominating Committee as provided in Article IX.

1.2. The Rabbi shall be selected from the membership of the Central Conference of American Rabbis ("CCAR").

1.3. At least six (6) months prior to the end of the final contract year during which any Rabbi has provided services to the Temple, the Board of Trustees shall advise the Congregation of its decision as to whether the services of the Rabbi will or will not be continued.

1.4. A Rabbi may be granted Emeritus status by the Board of Trustees after having served for a minimum of ten (10) years at Temple Sinai.

1.5. An Assistant Rabbi may be hired by the Board of Trustees from the membership of the CCAR if it deems it appropriate, on such terms as it deems in the best interests of the Congregation, and in concert with the Rabbi.

1.6. The Rabbi, and Assistant Rabbi, shall perform all duties incumbent upon and in accordance with the office. The Rabbi shall be responsible to the Board of Trustees, and the Assistant Rabbi to the Rabbi, and the Rabbi Emeritus to the Rabbi.

1.7. The Board of Trustees or its designees will negotiate appropriate salary, compensation, and terms of any contract of employment with the Rabbi, Assistant Rabbi and Emeritus Rabbi. The salary, compensation and terms of any such contract are subject to approval by the Board of Trustees.

1.8. The Rabbi, and Assistant Rabbi and Rabbi Emeritus, shall be ex officio members of the Congregation, with all the rights and privileges thereof.

## 2 The Cantor

2.1. The Board of Trustees shall have full and exclusive authority to select, engage and retain a Cantor for an initial period or periods not to exceed an aggregate of three years on such terms and conditions as the Board of Trustees deems to be in the best interests of the Congregation. The members of the Search Committee formed to choose a new Cantor shall be selected in the same manner as are members of the Nominating Committee as provided in Article IX.

2.2. The Cantor shall be selected from the membership of the American Conference of Cantors, if available.

2.3. At least six (6) months prior to the end of the final contract year during which any Cantor has provided services to the Temple, the Board of Trustees shall advise the Congregation of its decision as to whether the services of the Cantor will or will not be continued.

2.4. The Board of Trustees has the authority to terminate the Cantor upon the Cantor's loss of membership in the American Conference of Cantors.

2.5. The Cantor shall perform all duties incumbent upon and in accordance with the office and as detailed in a job description.

2.6. The Cantor shall be an ex officio member of the Congregation with all the rights and privileges of a member.

## **Article VII: Director(s) of Education**

1. The Board of Trustees may engage a Director(s) of Education who shall serve as the professional responsible for the educational activities of the Congregation. The Director(s) of Education shall report to the Board of Trustees and/or its designee.

2. The Director(s) must meet the qualifications of the National Association of Temple Educators and should be a member of the Association but need not be a certified principal.

3. The Board of Trustees shall have the exclusive and full power to select and engage a Director(s) on such terms and conditions as the Board may deem to be in the best interest of the Congregation. The members of the Search Committee formed to choose a new Director(s) shall be selected in the same manner as are members of the Nominating Committee as provided in Article IX.

4. The Director(s) shall perform all duties incumbent upon and in accordance with the office.

### **Article VIII: The Executive Director**

1. The Board of Trustees may engage a professional administrator who shall have the title of Executive Director.
2. The Board of Trustees shall have the exclusive and full power to select and engage an Executive Director on such terms and conditions as the Board may deem to be in the best interest of the Congregation. The Executive Director shall report to the Board of Trustees and/or its designee.
3. The Executive Director shall be responsible for the day-to-day functioning of the Temple and the day-to-day financial affairs of the Congregation including bookkeeping, and bank deposits and communication with members of the Temple and perform such other duties as may be delegated by the Board of Trustees. The Executive Director shall supervise her administrative assistant (or others as deemed necessary by the Board of Trustees) to assist her in carrying out the responsibilities of the Executive Director.

### **Article IX: Nominating Committee**

1. The President shall appoint the Nominating Committee with the consent of a majority of the Board of Trustees no later than the December board meeting.
2. The Nominating Committee shall consist of at least two (2) Trustees, whose terms do not expire in the current year, and at least three (3) members from the Congregation who are not Trustees.
3. Members of the Nominating Committee shall not be eligible for nomination by the Nominating Committee but are eligible for nomination by petition.

### **Article X: Standing Committees**

1. The Board of Trustees shall create Standing Committees of the Congregation in a manner consistent with the By-Laws. The chairpersons and members of any Standing Committee shall be appointed by the President with the consent of the Board of Trustees.
2. The Board of Trustees shall review all policies and actions and may overrule any actions and policies of Standing Committees.

### **Article XI: Fiscal Year**

1. The fiscal year of the Congregation shall be July 1 to June 30. The Vice President of Finance shall make a report of the previous year's finances at the Annual Meeting of the Congregation.

#### **Article XII: Amendments**

1. Amendments to this Constitution must be submitted in writing and must be proposed by the Board of Trustees, or by at least ten per cent (10%) of the members in good standing of the Congregation, and filed with the Board of Trustees. Such amendments as are proposed must be communicated to all Congregants at least thirty (30) days prior to any Congregational Meeting, with the notice that the proposed amendments will be voted upon at that meeting. Each such proposed amendment shall be voted on at that meeting, and shall be enacted if approved by two-thirds (2/3) of those Congregants present, including proxy voting, providing that a quorum of the Congregation is present at the meeting. If such a quorum is not present at such a Congregational meeting, subject to Article IV, Section 3, an affirmative vote of two thirds (2/3) of the whole membership of the Board of Trustees at two (2) successive meetings shall be necessary to adopt such amendments. Such vote must be obtained within three (3) months after the Congregational Meeting.

#### **Article XIII: Auxiliary Groups**

1. No auxiliary group or society shall be formed except upon the approval of the Board of Trustees.

#### **Article XIV: Extraordinary Financial Commitments**

1. Before any contract for the purchase, sale or alienation of real estate or any commitment involving the expenditure of more than one hundred thousand dollars (\$100,000), excepting employment contracts, by or for the Congregation shall be entered into, the Board of Trustees shall ascertain all of the relevant material facts and submit them to the Congregation at a regular meeting or a special meeting to be called for that purpose. It shall require a vote of two thirds (2/3) of the members present and voting, including proxy voting, subject to Article IV, Section 6, to authorize any such purchase, sale, alienation, or commitment.

2. In the event of a meeting to authorize such purchase, sale, alienation, or commitment, at least ten (10) days' notice of the time, place, and object of such meeting shall be communicated to each member of the Congregation by the President and Secretary or a majority of the Board of Trustees.

**Article XV: Rules of Procedure**

1. The rules of procedure for any Congregational Meeting shall be determined by Roberts Rules of Order. Any Meeting of the Board of Trustees and/or of any of the Committees of the Congregation or of the Board of Trustees shall be governed by Robert's Rules of Order unless otherwise provided in the bylaws.

**Article XVI: Notice**

1. Unless otherwise specified herein, notice may be sent by regular mail, certified mail, express mail or electronic mail.