

**CONSTITUTION AND BY-LAWS
OF CONGREGATION AHAWAS ACHIM
B'NAI JACOB AND DAVID**

Effective January 1, 1981

As Amended To June 1, 2018

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PREAMBLE

CONGREGATION AHAWAS ACHIM B'NAI JACOB AND DAVID (hereinafter referred to as “the Congregation”) is a not-for-profit religious corporation, organized pursuant to Title 15 (now known as Title 15A) of the New Jersey Statutes; and

The Congregation is and shall always be an Orthodox Synagogue, defined as one keeping and observing the dictates of the written and oral law of the Torah, as codified in the Shulchan Aruch; and

The Congregation is the resultant congregation of a series of mergers over several years with predecessor congregations; and

The objectives of the Congregation are: to establish and maintain a place of Orthodox Jewish worship in the Ashkenazic ritual and educational and social facilities; to conduct religious services therein in the Ashkenazic ritual and also provide Sephardic members an opportunity for worship in the Sephardic ritual; to advocate the principles and laws of Orthodox Judaism; to support the State of Israel; to maintain and enhance the strength of the Jewish family; to promote brotherhood and friendship; to provide suitable burial grounds for the needs of its members and their families; to provide other related benefits as hereinafter provided; and to assist the Jewish people and the general community as is befitting a Jewish congregation; and

The Congregation, in order to govern its affairs and clarify the rights, obligations, and responsibilities of its members, does hereby adopt the foregoing preamble and the following Constitution and By-Laws (hereinafter referred to as “Constitution”).

Therefore, BE IT RESOLVED, that the foregoing preamble and the following text be and is hereby adopted as the Constitution and By-Laws of the Congregation, and be it further

RESOLVED, that all previous Constitutions and By-Laws are hereby nullified and superseded, upon the effective date of this Constitution, and be it

FURTHER RESOLVED, that this Constitution and By-Laws takes effect January 1, 1981.
[Amended 5/8/06 and 5/31/18]

ARTICLE I **NAME, ADDRESS, OBJECTS, RECORDS, AND REGISTERED AGENT**

Section 1. The Congregation shall be named: “CONGREGATION AHAWAS ACHIM B'NAI JACOB AND DAVID.”

Section 2. The official address and principal office of the Congregation is 700 Pleasant Valley Way, West Orange, New Jersey 07052.

Section 3. The objectives of the Congregation are: to establish and maintain a place of Orthodox Jewish worship in the Ashkenazic ritual and educational and social facilities; to conduct

religious services therein in the Ashkenazic ritual and also provide Sephardic members an opportunity for worship in the Sephardic ritual; to advocate the principles and laws of Orthodox Judaism; to support the State of Israel; to maintain and enhance the strength of the Jewish family; to promote brotherhood and friendship; to provide suitable burial grounds for the needs of its members and their families; to provide other related benefits as hereinafter provided; and to assist the Jewish people and the general community as is befitting a Jewish congregation. [Amended 5/8/06]

Section 4. All records shall be kept at the principal office of the Congregation.

[Section 5. Deleted 5/8/06]

ARTICLE II **MEMBERSHIP**

Section 1. Membership in the Congregation is open to both male and female Jews, as defined by Halacha, age 18 or over. In the case of a family membership, both husband and wife are members but a child of a member is not a member. [Amended 5/31/18]

Section 2. The membership shall have the right to establish categories of membership for the purposes of setting dues, or defining rights or obligations, of membership.

Section 3. An applicant for membership must submit to the Congregation a completed membership application. Within three months of receipt, the application may be referred to the Executive Committee, which may consider the application, perform any research and consultations it deems appropriate, interview the applicant, consult with the Rabbi and make a final determination with respect to the application. [Amended 5/31/18]

Section 4. Throughout this Constitution, “member” means a male or female member who is in good standing. Each member is in good standing unless and until suspended from good standing in accordance with Section 5 of Article V. [Added 5/31/18]

ARTICLE III **MEMBERSHIP RIGHTS AND OBLIGATIONS**

Section 1. Each member has one vote at all membership meetings. [Amended 5/31/18]

Section 2. Each member has an equal right to be a candidate for membership on the Board of Directors. [Amended 5/31/18]

Section 3. Each member has the right to use the facilities of the Congregation in accordance with the rules established by the Board of Directors. [Amended 5/31/18]

Section 4. Each member has the duty to work to the best of their ability for the good and welfare of the Congregation, to obey its rules and policies, to pay all obligations when due, to attend meetings, and to serve on committees when appointed thereto. [Amended 5/31/18]

Section 5. Any member may reserve one or more cemetery plots upon payment of the scheduled fees therefor and subject to such rules as may be established by the Board of Directors.

Section 6. Each member is entitled to be buried in a cemetery plot owned by the Congregation upon payment of the scheduled fees therefor and subject to such rules as may be established by the Board of Directors.

ARTICLE IV **MEMBERSHIP MEETINGS**

Section 1. There shall be two kinds of membership meetings: regular meetings and special meetings.

Section 2. A regular membership meeting shall be held in May of each year. The membership shall approve the annual budget and elect officers, when required, and directors at its regular meeting. [Amended 11/8/99 and 5/31/18]

Section 3. A special meeting of the membership shall be called when necessary or appropriate by:

- (a) The Board of Directors;
- (b) The President; or
- (c) The President or the Secretary upon receipt of a petition signed by not less than seventy-five (or, in the case of a matter covered by Section 10 of Article VI, two hundred) members requesting a special membership meeting and specifying the reason(s) therefor. Such a petition shall be delivered to any officer who, upon its receipt, shall promptly notify the President and the Secretary unless delivered to such officer. Signatures of any such petition shall be kept confidential. [Amended 11/1/93, 11/8/99, 5/8/06 and 5/31/18]

Section 4. The following matters require the approval of the membership at a regular meeting or a special meeting:

- (a) A merger of the Congregation with any other entity,
- (b) The establishment of a branch,
- (c) The purchase or sale or other transfer of any real estate other than cemetery plots in the ordinary course of business,
- (d) The lease of real estate for a period in excess of three years,
- (e) Any expenditure or other financial commitment not provided for in the annual budget approved by the membership in accordance with Section 2 of this article that is in excess of ten percent of the total expenses provided for in the annual budget for that fiscal year with the exception of employment contracts,
- (f) The initial hiring of the Rabbi,
- (g) The granting of life tenure to the Rabbi,
- (h) Any other matter that the Board of Directors, by a majority vote of those directors who are present and voting, refers to the membership and
- (i) Any other matter specified in a petition signed by not less than seventy-five (or, in the case of a matter covered by Section 10 of Article VI, two hundred) members requesting that the matter be decided by the membership. [Amended 11/8/99, 5/8/06 and 5/31/18]

Section 5. Regular membership meetings shall be held on notice, mailed by the Secretary, of not less than forty-five nor more than sixty days from the date of mailing. Special membership meetings shall be held on notice, mailed by the Secretary, of not less than fifteen nor more than forty-five days from the date of mailing. Only the matter(s) specified in the notice of a membership meeting may be voted upon at that meeting. [Amended 5/31/18]

Section 6. A quorum for a membership meeting shall consist of not less than twenty-five members. [Amended 11/8/99 and 5/31/18]

Section 7. Except as provided by Section 10 of Article VI, Section 3 of Article X and this section, a majority vote of those present and voting (in person or by proxy) shall be sufficient for passage of any matter. When any matter requires approval by the membership in accordance with any of Clauses (a)-(h) of Section 4 of this article, the Board of Directors, by a vote of at least three-fifths of the Board members present and voting, may require a supermajority affirmative vote for passage, said supermajority not to exceed three-fifths of those members present and voting (in person or by proxy). At the determination of the chair of the meeting or upon request of ten members present at the meeting, the vote on a question before the meeting shall be taken by secret ballot. [Amended 5/8/06 and 5/31/18]

Section 7.1. (i) For each meeting at which a vote of the membership will be held other than an uncontested election of officers and/or directors and approval of the annual budget, the President shall appoint a Superintendent of Voting who shall conduct the vote in accordance with this Section 7.1 and Article IX. (ii) Voting by proxy, under such terms and conditions established by the Board of Directors, shall be permitted at all membership meetings unless the only matters before the membership are uncontested elections of officers and/or directors and approval of the annual budget. Non-proxy votes shall be counted first. Proxy votes shall only be counted if needed to determine the outcome or, if at least five days prior to the meeting, the Board of Directors directs otherwise. [Added 5/8/06 and amended 5/31/18]

Section 8. Meetings shall be held at the official address of the Congregation, unless otherwise stated in the notice of the meeting.

ARTICLE V **FISCAL YEAR, FINANCES, AND MEMBERSHIP IN GOOD STANDING**

Section 1. The fiscal year of the Congregation shall be from June 1 to May 31.

Section 2. The dues for members shall be in accordance with rates as adopted annually by the membership at its May meeting. No dues or assessment of the Congregation may be increased without the prior approval of the membership.

Section 3. Dues and assessments are due and payable at the commencement of each fiscal year.

Section 4. Upon written determination of the Hardship and Collections Committee, filed with the Treasurer, in circumstances deemed appropriate by it, the Committee may exempt any member

from all or any part of his or her dues or other fees due and owing to the Congregation or it may arrange for periodic payments by any member.

Section 5. Any member who is in arrears of dues or any other financial obligation to the Congregation for more than three months after the close of the fiscal year in which the dues or financial obligation were to have been paid may be reported by the Hardship and Collections Committee, Financial Secretary or Treasurer to the Executive Committee. The Hardship and Collections Committee may recommend to the Executive Committee the suspension of said member from good standing. Any member who is suspended from good standing by the Executive Committee shall be deprived of all rights and benefits of membership unless and until reinstated. Notice of immediate suspension, or suspension after the expiration of a grace period, shall be mailed by the Secretary to the last known address of said member by registered or certified mail. Upon the effective date specified in the notice, said member shall no longer be in good standing and shall no longer be entitled to any rights and benefits of membership. [Amended 5/31/18]

Section 6. A member who has been suspended by the Executive Committee for a period of less than two years shall be reinstated upon payment of all amounts due and owing to the Congregation. A member who has been suspended for a period of two years, or more, may be reinstated only after said member reapplies for membership in the Congregation and pays all amounts due and owing to the Congregation. [Amended 11/8/99 and 5/31/18]

Section 7. No committee shall exceed its budget allocation or enter into any contract without prior authorization of the Board of Directors. The Congregation shall not incur any debt or enter into any contract except through the act of its authorized officers.

Section 8. All checks of the Congregation shall be signed by two of the following officers: the President, the First Vice-President, the Treasurer and the Financial Secretary. Notwithstanding the previous sentence, all checks of the Congregation drawn on one of the charitable funds administered by the Congregation shall be signed by (i) two members of the Congregation authorized to sign such checks by the Executive Committee or (ii) the Rabbi and one member of the Congregation authorized to sign such checks by the Executive Committee. [Amended 5/20/13]

ARTICLE VI **OFFICERS AND DIRECTORS**

Section 1. Except to the extent provided by Section 2 of Article II, Sections 2 and 4 of Article IV, Section 2 of Article V, Sections 3 and 10 of this article, Sections 1 and 3 of Article X, and Section 2 of Article XI, the business of the Congregation shall be managed by the Board of Directors and executed by the officers of the Congregation. [Amended 11/8/99 and 5/20/13]

Section 2. The Congregation shall have the following officers: President; First Vice-President; three Vice-Presidents; Treasurer; Financial Secretary; and Secretary. Each of the officers shall be selected from among the members, with the President and First Vice-President being selected from among the male members. [Amended 11/8/99, 5/8/06 and 5/31/18]

Section 3. The Executive Committee shall consist of the officers of the Congregation, the

President Emeritus, the Chair and Vice-Chair of the Board of Directors and the Presidents of the Sisterhood and Men's Club and shall have the following powers in addition to those specifically enumerated elsewhere in this Constitution: (i) To plan meetings and carry out the objectives of the Congregation, (ii) To make all decisions relating to employees of the Congregation except that it shall not have the power to amend, terminate or renew the Rabbi's contract with the Congregation and (iii) In emergencies, to authorize, in each fiscal year, the spending of a maximum of one percent (1%) of the Congregation's approved budgeted expenses for that fiscal year, which shall be in addition to the budgeted amount. Each decision made in accordance with Clause (ii) and each expenditure authorized in accordance with Clause (iii) of this section shall require the express consent of a majority of the full membership of the Executive Committee, including that of the President or, in his absence, that of the First Vice-President and shall be promptly reported in detail to the Board of Directors (other than confidential personnel matters). Except to the extent authorized by this Constitution, the membership or the Board of Directors, the Executive Committee shall have no other powers beyond those inherent in the positions of each of its members. [Amended 5/8/06, 5/20/13, 5/14/14 and 5/31/18]

Section 4. Each officer's term in office shall be for two years, from June 1 through May 31. No person shall be elected to the same office for more than four consecutive years. No person's service as an officer of the Congregation and Chair and Vice-Chair of the Board of Directors together shall exceed ten consecutive years. No person may hold more than one of these positions at the same time. [Amended 11/8/99, 5/8/06, 5/20/13 and 5/31/18]

Section 5. The President shall preside at membership and Executive Committee meetings. He shall not vote on any matter before the membership except that in the event of a tie vote he shall cast the deciding vote. He shall exercise the powers over the Congregation's committees vested in him by Article VII. He, together with the Secretary, shall sign all Congregational documents, resolutions, and the like, as authorized by the Board of Directors. He shall generally supervise all of the employees of the Congregation. [Amended 5/20/13 and 5/31/18]

[Section 5.1. Added 11/8/99 and deleted 5/20/13]

Section 6. Each Vice-President shall assist the President in the performance of his duties and serve on the Executive Committee. The First Vice-President shall serve as Chair of the Budget and Finance Committee. In the temporary absence of the President, the First Vice-President shall act as President. In the event of a vacancy in the Presidency, the First Vice-President shall become President for the balance of the unexpired term. [Amended 5/31/18]

Section 7. The Treasurer shall bear responsibility for expeditiously depositing all receipts of the Congregation in its accounts. During each fiscal year, the Treasurer shall make at least one financial report to the membership and monthly financial reports to the Board of Directors no less frequently than every other month and shall arrange for the filing of any required tax returns. [Amended 5/20/13]

Section 8. The Financial Secretary shall act on financial matters in the absence of the Treasurer. The Financial Secretary or the Treasurer shall directly supervise the maintenance of the Congregation's financial records, allocate funds in accordance with the budgeted expenses of the various committees, supervise the members' accounts and advise the Executive Committee of

persons who are delinquent with respect to their financial obligations to the Congregation.
[Amended 5/20/13]

Section 9. The Secretary shall keep the official minutes of business transacted at all meetings. The Secretary shall arrange for copies of the minutes of meetings of the Board of Directors to be sent to all members of the Board of Directors, arrange for the sending of all notices of meetings to the membership or directors, as the case may be, arrange for the mailing of all notices of suspension or removal from membership, supervise all votes at all meetings for which a Superintendent of Voting has not been appointed, and arrange for the safekeeping of the seal, minute books, certificate of incorporation, deeds, and other official records of the Congregation. [Amended 5/20/13 and 5/31/18]

Section 10. Each officer of the Congregation shall be subject to removal from office at a special meeting of the membership called for the purpose of considering such removal. Such a meeting shall be called upon the submission of a petition signed by at least two hundred members requesting that a special membership meeting be called for this purpose or upon a vote of the Board of Directors with at least two-thirds of the full membership of the Board, exclusive of Board Members Emeriti, voting to call such a meeting. Such a petition shall be delivered to the President, the Secretary, any other officer or the Chair or Vice-Chair of the Board of Directors, who shall then notify the President and the Secretary unless delivered to such officer. An affirmative vote of two-thirds of those present (in person or by proxy) at the special meeting shall be necessary to remove an officer, with at least two hundred members voting to remove such officer. [Amended 5/8/06 and 5/31/18]

Section 11. The President Emeritus shall be the person who served as the immediate past President and he shall serve as such until the retirement of a successor President. [Amended 5/8/06]

Section 12. The President shall appoint not less than two nor more than five gabboyim for each minyan that the Congregation schedules who shall, in consultation with the Rabbi and the President and under the general supervision of the Ritual Committee, be responsible for the conduct of religious worship and determine who shall lead services and receive aliyot and other honors.
[Amended 11/1/93]

Section 13. The Board of Directors shall consist of the officers, thirty-six additional directors elected by the membership, the President of the Sisterhood, the President of the Men's Club, the President Emeritus and the immediately preceding past President of the Congregation. All members of the Board of Directors must be members. Except for the Presidents of the Sisterhood and the Men's Club, no man and woman married to each other shall serve simultaneously on the Board of Directors. [Amended 5/20/13 and 5/31/18]

Section 14. The term of office of a director shall be from June 1 through May 31. The thirty-six directors elected by the membership shall be divided into three equal groups. Except as provided in Section 15.1 of this article, each such director shall be elected for a three-year term, twelve of such thirty-six directors being elected each year. No person shall be elected as one of said thirty-six directors for more than two consecutive full terms. [Amended 11/1/93, 5/8/06 and 5/20/13]

[Section 14.1. Added 5/20/13 and deleted 6/30/16]

Section 15. At the June meeting, the Board of Directors shall elect a Chair and Vice-Chair of the Board from among its members for a term to expire at its meeting of the following June. The Chair of the Board of Directors shall preside at meetings of the Board, and the Vice-Chair shall serve as Chair in the Chair's absence. The Chair and Vice-Chair may be removed from office by a vote of the Board of Directors, with at least two-thirds of the full membership of the Board, exclusive of Board Members Emeriti, voting in favor of removal. Any vacancy in these two positions shall be filled by the Board. [Amended 5/8/06, 5/12/08 and 5/31/18]

Section 15.1. The Board of Directors shall fill any vacancy for the unexpired portion of an officer's term, other than the Presidency. The Board may fill any vacancy among the thirty-six directors elected by the membership for the unexpired portion of the director's term. [Amended 5/8/06, 5/20/13 and 5/31/18]

Section 15.2. The Chair of the Board of Directors shall appoint a Board Nominating Committee consisting of five persons each of whom is a member of the Board whose term does not expire during the twelve month period for which the Committee is appointed, one of whom is a member of the Nominating Committee referred to in Section 10 of Article VII, one of whom shall be designated as the Committee's Chair, and each of whom shall serve at the pleasure of the Chair of the Board. The Board Nominating Committee shall be announced at the April Board meeting and serve from that date until the April Board meeting of the following year. The Board Nominating Committee:

- (a) Shall nominate a member of the Board to serve as its Chair and a member of the Board to serve as its Vice-Chair, which nominations shall be presented at the June Board meeting;
- (b) Shall nominate a member of the Congregation to fill each vacancy among the thirty-six directors elected by the membership anticipated on the date of the June Board meeting, which nomination(s) shall be presented at the June Board meeting;
- (c) May nominate a member of the Congregation to fill each vacancy in the Board arising at any other time of the year; each such nomination shall be presented at a regular Board meeting following the Board meeting at which the vacancy was announced; and
- (d) Shall nominate a member of the Congregation to fill each vacancy that the Board is required to fill by Section 15.1 of this article.

Each person nominated by the Board Nominating Committee in accordance with this section shall satisfy all applicable requirements imposed by this article and shall state to the Committee, prior to its presentation of the nomination to the Board, that he or she is willing to accept the office if elected. [Added 11/25/85, amended 11/8/99, redesignated 5/8/06 and amended 5/31/18]

Section 16. The Board of Directors shall perform such duties as are imposed upon it by the laws of the State of New Jersey and the United States.

Section 17. There shall be two kinds of Board of Directors meetings: regular meetings and special meetings.

Section 18. There shall be at least nine regular meetings of the Board of Directors in each fiscal year subject to the following provisos: (i) There shall be regular meetings in June, January, March and April, (ii) There shall be no more than ten weeks between regular meetings except that there may be fourteen weeks between the June meeting and the following meeting, and (iii) A decision

not to hold a regular meeting in any month shall be made jointly by the Chair of the Board of Directors and the President and requires the concurrence of both. Regular meetings of the Board of Directors shall be held on the second Monday of the month or on such other day as may be established by the Board of Directors. [Amended 5/8/06, 5/12/08 and 5/3/18]

Section 19. The Secretary shall arrange for the sending of notices of regular meetings of the Board of Directors. Notices of regular meetings of the Board of Directors shall be sent not less than five days prior to the scheduled date for the meeting, and shall include an agenda and minutes of the preceding meeting. To the extent practicable, committee reports shall be sent together with the notice of the meeting. [Amended 5/20/13]

Section 20. Special meetings of the Board of Directors may be called by delivery of a petition signed by not less than two officers or by not less than five members of the Board of Directors, which petition shall be delivered to the Secretary and either the President or the Chair of the Board of Directors. The petition shall specify the reason(s) for the special meeting. [Amended 11/8/99 and 5/31/18]

Section 21. The Secretary shall arrange for the sending of notices of special meetings of the Board of Directors. Notices of a special meeting of the Board of Directors shall be sent as promptly as practicable to all members of the Board not later than three days prior to the date of the meeting. Only the matter or matters specified in the notice may be acted upon at that special meeting. [Amended 5/20/13]

Section 22. A quorum for a meeting of the Board of Directors shall consist of not less than ten members of the Board, at least two of whom shall be officers. [Amended 5/8/06]

Section 23. Meetings of the Board of Directors shall be held at the Congregation, unless otherwise stated in the notice of the meeting.

Section 24. A majority vote of those present and voting shall be sufficient for passage of any matter by the Board of Directors. At the determination of the chair of the meeting or upon the request of not less than three members, the vote on any question before the Board of Directors shall be by secret ballot. [Amended 11/8/99 and 5/31/18]

Section 25. The chair of the meeting may limit debate on any matter before the Board, subject to the right of the majority present at the meeting to change any such limit. [Amended 5/31/18]

Section 26. Each Board Member Emeritus elected by the Congregation prior to June 1, 2013 shall be entitled to vote at Board meetings, shall not be counted as part of the quorum, shall be in addition to the Board members specified in Section 13 of this article and shall remain a Board Member Emeritus for life or until he (a) ceases to be a member of the Congregation or (b) is removed by the Board for any reason. The removal of a Board Member Emeritus shall require a majority vote of the Board of Directors at a meeting at which not less than one-third of the Board members are present and voting. No additional Board Member Emeritus may be elected. [Added 3/7/83 and amended 5/20/13 and 5/31/18]

Section 27. The Congregation shall maintain at least \$2,000,000 of insurance covering directors

and officers if and to the extent that such insurance is commercially available for a premium deemed acceptable by the Executive Committee. Every person who is or was a director or an officer of the Congregation shall be indemnified by the Congregation, in an amount not greater than the maximum amount of insurance proceeds available to cover any such claim(s) maintained by the Congregation, to the fullest extent allowed by law, including the indemnification permitted by N.J.S.A. Section 15A:3-4, against all liabilities and expenses (including reasonable attorneys' fees and other expenses incurred in the defense of any such matter) imposed upon or incurred by that person in connection with any proceeding in which that person may be made, or threatened to be made, a party, or in which that person may become involved by reason of that person being or having been a director or an officer or of serving or having served in any capacity of the Congregation, whether or not that person is a director or an officer or continues to serve at the time the liabilities or expenses are imposed or incurred, except for fraud, gross negligence and/or willful misconduct. During the pendency of any such proceeding, the Congregation may advance expenses that may be incurred in the defense of any such proceeding (including reasonable attorneys' fees and other expenses) by a current or former officer or director, subject to the receipt by the Congregation of an undertaking as required by law, upon approval by the Board of Directors. [Added 5/31/18]

Section 28. The Board of Directors shall approve the sale of any assets, aside from real estate, with a fair market value or replacement cost of at least \$10,000. [Added 5/31/18]

ARTICLE VII **COMMITTEES**

Section 1. The Congregation shall have the following committees;

- (a) Budget and Finance,
- (b) Constitution,
- (c) Hardship and Collections,
- (d) Nominating and
- (e) Ritual.

Section 2. The President may create one or more additional committees and may abolish any of the created additional committees, but the Board of Directors may override any such action.

Section 3. Except as provided in Section 10 of this article, each committee required by, or created in accordance with, this article shall consist of not less than three persons, including the Chair. At least one member of the Board of Directors shall be a member of each committee required by Section 1 of this article.

Section 4. All members of all committees required by, or created in accordance with, this article (other than the officers specified in Sections 7 and 9 of this article) shall be appointed by the President and shall serve until the end of the two year term of the appointing President unless, prior thereto, removed by the President with the consent of the Executive Committee or the Board of Directors. The appointment of the Chair of each such committee requires the consent of the Executive Committee. In the event that a newly elected or re-elected President fails to appoint new members of a committee (including the Chair), the previously appointed committee members shall continue to serve as such until new committee members are appointed.

Section 5. Each committee shall meet as necessary and shall report its activities, findings and recommendations to the Executive Committee, the Board of Directors and/or the membership, as requested. Where practicable, each such report shall be presented in writing and submitted to the Secretary in advance of any meeting at which it is to be considered.

Section 6. Each committee having an impact on the annual budget by raising or spending funds shall submit its input for the annual budget to the Budget and Finance Committee at such time and in such form as the Budget and Finance Committee shall request.

Section 7. The Budget and Finance Committee shall include the First Vice-President (who shall be its Chair), the Treasurer and the Financial Secretary. Its duties shall include:

(a) The preparation and submission to the Executive Committee, the Board of Directors and the membership at its May meeting of a proposed budget for the next fiscal year. In estimating the income and expenditures of the Congregation, it shall consult with other committees raising or spending funds; and

(b) The review of all accounting, financial and property records of the Congregation.
[Amended 5/8/06]

Section 8. The Constitution Committee shall perform the duties specified in Article X and, upon the request of the President, the Executive Committee or the Board of Directors, shall provide non-binding interpretations or comments upon one or more sections of this Constitution.

Section 9. The Hardship and Collections Committee shall include the Financial Secretary and/or the Treasurer, shall be responsible for collecting all unpaid balances owed to the Congregation and shall perform the duties specified in Section 4 of Article V.

Section 10. The Nominating Committee shall consist of not less than seven members and shall perform the duties specified in Sections 2 and 3 of Article IX. It shall not suggest nominees for Chair or Vice-Chair of the Board of Directors. [Amended 3/7/83, 11/25/85 and 5/8/06]

Section 11. The Ritual Committee shall, in consultation with the Rabbi and the President, generally supervise the gabboyim, secure religious articles for use by the membership, and consider other questions of ritual practice and policy of the Congregation.

[Amended 3/7/83, 11/25/85, 5/8/06 and 5/20/13 and revised in its entirety 5/31/18]

ARTICLE VIII **THE RABBI**

Section 1. The Rabbi shall be the spiritual leader of the Congregation and its authority on Jewish law and practice.

Section 2. The Rabbi of the Congregation shall have true Rabbinical ordination (Smicha) from a recognized Orthodox Yeshiva or Orthodox Rabbinical authority, shall be eligible for membership in national Orthodox Rabbinic organizations, and shall conduct himself in accordance with the laws codified in the Shulchan Aruch.

Section 3. As spiritual leader of the Congregation, the Rabbi shall minister to the religious, educational and pastoral needs of its members and shall perform such religious functions as may be allocated to him by this Congregation.

ARTICLE IX **ELECTIONS**

Section 1. At the January meeting of the Board of Directors, the President shall announce the appointment of a Nominating Committee.

Section 2. The Nominating Committee shall prepare a proposed slate of officers and directors, which shall be presented at the March meeting of the Board of Directors. Prior to the presentation of the slate to the Board of Directors, the Committee shall determine that each person nominated is willing to accept the office if elected.

Section 3. The report of the Nominating Committee shall be forwarded to each member of the Congregation not less than forty-five days prior to the election with the notice of the regular membership meeting. Such notice shall state that any members may nominate by petition any other member with such other member's prior written consent for any office (subject to the provisions of Section 2 of Article VI and Section 3.1 of this article) or for membership on the Board of Directors, that such petition shall be signed by not less than seventy-five members and that the petition and the written consent of the nominee must be received at the office of the Congregation not less than thirty days prior to the date set for the meeting. Signatures of any such petition shall be kept confidential. In the event of such nomination, a list of all of the nominees shall be mailed to the membership not less than twenty-five days prior to the date set for the meeting. [Amended 3/7/83, 11/8/99, 5/8/06 and 5/31/18]

Section 3.1. Whether nominated by the Nominating Committee or by petition, a nominee for the office of President must be a member who currently serves or has previously served as an officer or Chair or Vice-Chair of the Board of Directors for a period of not less than nine consecutive months. [Added 5/31/18]

Section 4. Elections shall take place at the May membership meeting, at the time and place specified in the notice of such meeting in accordance with the provisions of Section 7.1 of Article IV and Sections 5 and 6 of this article, as applicable. [Amended 5/31/18]

Section 5. The ballots shall be prepared by the Superintendent of Voting and shall contain the name of each nominee for each office. There shall be a designation of the "Slate" nominees nominated by the Nominating Committee. The notice of a meeting at which there will be a contested election for one or more positions shall list the entire "Slate" of nominees nominated by the Nominating Committee and separately list the nominees nominated by petition. The Superintendent of Voting may propose additional procedures subject to approval by the Board of Directors. [Amended 5/31/18]

Section 6. The nominee for each office who receives the highest number of votes cast for that office shall be elected to that office. The three nominees for the office of Vice-President who

receive the highest number of votes for that office shall be elected to that office. Each member may vote for three nominees for Vice-President. The twelve nominees for the Board of Directors who receive the highest number of votes shall be elected to membership on the Board of Directors. Each member may vote for twelve nominees for the Board of Directors. [Amended 5/31/18]

Section 7. No person may be a nominee for an office or membership on the Board of Directors unless he or she is a member. [Amended 5/31/18]

Section 8. The installation of officers and directors shall be held at any time after the election; however, officers and directors shall take office and exercise their powers and duties beginning June 1, without regard to when the installation is held. [Amended 11/1/93]

Section 9. Whenever there is an election where the number of nominees for an office or membership on the Board of Directors exceeds the number of positions to be filled, the notice of such meeting shall also state that the polls will be open for voting during the specified hours, such time period to be not less than one hour in duration. [Added 3/7/83 and amended 5/31/18]

ARTICLE X **CONSTITUTIONAL AMENDMENTS**

Section 1. Each amendment to this Constitution shall be proposed by the membership in accordance with Subsection (i) of this section or by the Constitution Committee in accordance with Subsection (ii) of this section. (i) The text or substance of each amendment to this Constitution proposed by the membership shall be submitted directly, or to the Secretary for transmission, to the Chair of the Constitution Committee in writing signed by not less than seventy-five members. As promptly as practicable, the Constitution Committee shall consider the proposed amendment, draft the text of a proposed amendment embodying the proposal if only the substance of an amendment is submitted, draft each necessary conforming amendment and transmit the proposed amendment(s) to the Board of Directors. The Constitution Committee may recommend to the Board of Directors that the proposed amendment(s) be adopted, modified and adopted as modified or rejected. (ii) The Constitution Committee may draft a proposed amendment to this Constitution and recommend to the Board of Directors that it be adopted. Each amendment proposed by the Constitution Committee shall be transmitted to the Board of Directors. [Amended 5/31/18]

Section 2. The Board of Directors shall as promptly as practicable consider each amendment proposed in accordance with Section 1 of this article and may recommend to the membership that it be adopted, modified and adopted as modified or rejected. The notice of a Board of Directors meeting at which a proposed amendment is to be considered shall include the text of each proposed amendment and any recommendation of the Constitution Committee.

Section 3. (i) Each amendment proposed in accordance with Section 1 of this article and considered by the Board of Directors in accordance with Section 2 of this article shall be considered at the next regular membership meeting or a special membership meeting called in accordance with Section 3 of Article IV. The notice of a membership meeting at which a proposed amendment is to be considered shall be mailed in accordance with Section 5 of Article IV and shall include the text of each proposed amendment and any recommendation(s) of the Board of Directors and the

Constitution Committee. (ii) To be adopted, a proposed amendment must be approved by the affirmative vote of two-thirds of the members who are present at the membership meeting (in person or by proxy), with at least twenty-five members voting in its favor. [Amended 5/8/06 and 5/31/18]

Section 4. Each amendment shall be effective forthwith upon its adoption by the membership, unless a different effective date is specified in the amendment or in an accompanying resolution.

Section 5. No amendment shall change the basic purpose of the Congregation as set forth in the preamble hereto. [Amended 11/1/93]

ARTICLE XI **MERGERS, TAX EXEMPT STATEMENT, AND DISSOLUTION**

Section 1. The President may appoint a committee to conduct negotiations with other congregations who may seek to affiliate with or merge into the Congregation.

Section 2. Any proposed merger agreement shall first be recommended by the Board of Directors and then approved by the membership.

Section 3. As a provision of a merger agreement, the number of officers and number of directors may be enlarged to include representatives of the new affiliate. Such enlargement shall be for a period not to exceed two years after the election next ensuing after the effective date of the merger, whereupon the provisions of Article VI shall govern the number of officers and directors.

Section 4. No merger agreement shall be permitted to change the basic purpose of the Congregation as set forth in the preamble hereto.

Section 5. Notwithstanding any other provision in this Constitution, this Congregation is formed exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; and it shall not engage, otherwise than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of one or more of said purposes.

Section 6. No substantial part of the activities of this Congregation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Congregation shall not participate in or intervene in any political campaign on behalf of any candidate for public office by the publication or distribution of statements or otherwise.

Section 7. The Congregation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and the regulations thereunder or by an organization the contributions to which are deductible under Section 170(c)(2) of such Code and the regulations thereunder.

Section 8. No part of the net earnings of this Congregation shall inure to the benefit of any member, director or officer of this Congregation or to any private individual, except the payment of

reasonable compensation for services rendered or materials delivered to or for the Congregation affecting one or more of its purposes. [Amended 5/31/18]

Section 9. The assets accumulated by this corporation shall be deemed trust funds irrevocably dedicated to Orthodox Jewish religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and should this Congregation ever be dissolved no part of its assets shall be distributed to any member, director or officer thereof, or any other individual, but all such assets shall be turned over and distributed to one or more corporations or organizations formed exclusively for Orthodox Jewish religious, charitable and educational purposes or one or more of said purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code. [Amended 5/31/18]

ARTICLE XII **MISCELLANEOUS PROVISIONS**

Section 1. No person may purport to represent the Congregation without the express approval of the Board of Directors.

Section 2. The official membership list is privileged information of the Congregation and may not be sold, distributed, or loaned or otherwise made available to any individual, person or organization, and may be used only in conjunction with the Congregation's regular activities, including activities of its Sisterhood or Men's Club, or as previously expressly approved by a resolution adopted by the Board of Directors. [Amended 11/25/85 and 5/31/18]

Section 3. The Congregation may issue charters to affiliated organizations within its membership, such as the Men's Club and the Sisterhood. These organizations may function semi-autonomously and consistently with the purposes of this Congregation as set forth in the preamble hereto, having their own constitutions or by-laws, officers and treasury, except that the financial records of each such organization shall be reviewed annually by one or more individuals appointed by the Executive Committee, and all financial reports and returns shall, to the extent required or appropriate, include a complete financial disclosure of the Congregation as a whole. [Amended 5/20/13]

Section 4. All prior Constitutions and By-Laws of the Congregation shall be nullified and superseded upon the effective date of this Constitution and By-Laws. Nothing contained in this Constitution and By-Laws shall be construed to impair or affect any rights obtaining under any prior agreement to which the Congregation is a party. [Amended 11/8/99]