

CONSTITUTION and
BY-LAWS
of the
SUBURBAN ORTHODOX CONGREGATION
TORAS CHAIM

ARTICLE I
NAME

The Congregation shall be known as SUBURBAN ORTHODOX CONGREGATION TORAS CHAIM hereinafter called the "Congregation".

ARTICLE II
PURPOSE AND RITUAL

Section 1. Purpose. The Congregation is organized to further, by all proper and legitimate agencies and means, the dissemination of Orthodox Jewish religious moral instruction, tradition and law; to support and conduct orthodox Jewish religious services; to make gifts and appropriations to carry out the objectives and purposes of the Congregation; to further and support the building of synagogues and the maintenance of any and all undertakings with respect to Orthodox Jewish religious moral instruction, tradition, law and worship, all for the furtherance of the general welfare, observance and worship of and by members of the Orthodox Jewish Community.

Section 2. Services and Functions. Divine services shall be in Hebrew; such services and all other functions of the Congregation shall be in accordance with Orthodox Jewish custom, law and tradition, as set forth in the Shulchan Aruch, and in the Mishnah Brurah, all in accordance with the Ashkenaz Ritual; additional prayers and sermons may be in English.

ARTICLE III
MEMBERSHIP

Section 1. Qualification. Membership in the Congregation shall be open to any "person" of the Jewish faith who has attained the age of eighteen years old. Membership shall extend to such person, his/her spouse of the Jewish Faith and any dependent children. A child shall be deemed dependent for purposes of this Section when such child receives financial support in excess of 50% of said child's total financial need from a member in the twelve months preceding the date annual dues are due and payable (which shall be the commencement of the Fiscal Year, as defined in Article XI, Section 3).

(a) Full Membership. Members approved and paying full membership dues: (i) shall be eligible to be elected to leadership roles; (ii) shall receive member discounts and benefits; and (iii) shall have full voting rights.

(b) Associate Membership. Associate Members approved and paying the associated membership dues: (i) shall not be eligible to vote, hold office or receive member discounts and/or benefits.

Section 2. Election to Membership. A person fulfilling the requirements of Section 1 of this Article III shall be considered for membership upon signing an application for and submitting same to the Congregational office. Membership will require the approval of the Board of Directors.

Section 3. Voting Rights. Each member shall have one vote at any and all Congregational meetings in which a vote shall be called for consistent with this Constitution. Each person and his/her spouse shall be entitled to cast a separate and individual vote.

Section 4. Resignation. The resignation of a member shall be by letter or email addressed to the President. The President shall present all such communications to the Board of Directors.

Section 5. Termination. The Board of Directors of the Congregation shall have the right to revoke the membership of any member, for good cause shown in the discretion of the Board of Directors.

ARTICLE IV DUES AND OFFERINGS

Section 1. Annual Dues. The annual dues of, and the manner of its payment by, a member or the Congregation shall be fixed by the Board of Directors from time to time. It shall be the policy of the Congregation, however, that no qualified person be denied membership by reason of such person's financial inability to pay such dues as shall have been fixed. It shall be the duty of the Treasurer to make such determinations, exceptions and/or accommodations as may be necessary to effectuate said policy.

Section 2. Arrearages. Dues shall be considered due at the commencement of the Fiscal Year (as defined in Article XI, Section 3). All members whose dues are six months or more past due may, after due consideration by the Board of Directors, be designated not in good standing. A member so designated to be not in good standing shall not be entitled to membership privileges including the right to vote during said arrearage, and shall be deemed reinstated to said membership only upon the payment of all arrearages or if alternate arrangements have been made with the Treasurer.

Section 3. Offerings. All offerings and contributions made by members shall be due and payable upon their pledge unless otherwise directed by the Board of Directors.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Powers. All powers of the Congregation shall be vested in the Board of Directors, except as otherwise provided in this Constitution.

Section 2. Composition and Term.

(a) General Rule. The Board of Directors shall consist of fifteen (15) directors. The five Elective Officer positions specified in Article VIII, Section 1 shall be filled from the Board of Directors. The remaining ten (10) directors are referred to as “directors-at-large”. From among the directors-at-large, the President shall appoint the following positions: Gabbai, head of the fundraising committee and head of the membership committee. The directors shall be elected to serve a term of two Fiscal Years except as set forth in Subsection (b) below. Members serving on the Board of Directors must be in good standing.

(b) Transition Rule. Notwithstanding the preceding subsection (a), the first nominees for directors following the adoption of this Constitution shall be divided into two groups; the members of one group being nominated to serve a term of two Fiscal Years, and the members of the other group being nominated to serve a term of three Fiscal Years. Thereafter, at every Annual Meeting at which the terms of any directors are expiring, directors shall be elected in accordance with the preceding subsection (a).

Section 3. Election of Directors. At each election, each member of the congregation shall be entitled to vote for as many individuals as there are vacancies then to be filled on the Board of Directors. Such election shall be by paper ballot of the Congregation and shall be held as provided for in Article VII of this Constitution. The nominees corresponding to the number of directors to be elected, receiving the highest number of votes shall be declared elected.

Section 4. Vacancies. Vacancies on the Board of Directors occurring among the directors shall be filled by the President, and directors so appointed by the President shall serve as directors until the next Annual Meeting, at which time the members of the Congregation shall elect a director or directors for any unexpired term. At the discretion of the Board of Directors, any director failing to attend at least three meetings of the Board of Directors in any one Fiscal Year, may be considered by the Board of Directors to have resigned, unless such absences are satisfactorily explained to the Board of Directors.

Section 5. Honorary Directors. Past Presidents (including the Immediate Past President) and past Chairmen of the Board of Directors of the Congregation shall be deemed (and recognized in all Congregation materials as) ex-officio members of the

Board of Directors, which shall mean that they shall be permitted to attend, but shall have no voting rights at, meetings of the Board of Directors.

ARTICLE VI MEETINGS

Section 1. Quorum.

(a) Congregational Meetings. Twenty members shall constitute a quorum at all meetings of the Congregation. Each person and his/her spouse shall be counted separately when determining the existence of a quorum.

(b) Board Meetings. A majority of the members of the Board of Directors entitled to vote shall constitute a quorum at all meetings of the Board of Directors.

Section 2. Annual Meetings of Congregation. Annual Meetings of the Congregation shall be held in May or June on a date and at a time to be decided by, and subsequently posted by, the Board of Directors. The election of officers and directors shall then be held and the budget presented.

Section 3. Special Meetings of Congregation. Special meetings of the Congregation may be called at any time by the President, or, if the President is unavailable, by the Vice-President. Alternatively, such meetings may be called upon the written or emailed request of ten members in good standing, or a majority of the Board of Directors, in which event such meeting shall be held within thirty days following the date of such request. Ten days prior to a special meeting, a notice shall be mailed or emailed to all members informing them of the meeting and the purpose for which it is called. No business other than that stated in the notice shall be transacted at a special meeting.

Section 4. Regular Meetings of Board. The regular meetings of the Board of Directors shall be held no less frequently than quarterly, on a schedule to be determined by the President. All regular meetings shall be general meetings.

Section 5. Special Meetings of Board. Special meetings of the Board of Directors may be called by the President or four members of the Board of Directors upon five days' notice.

Section 6. Voting. At all meetings of the Congregation or of the Board of Directors, each member or director, respectively, present thereat shall be entitled to one vote. Upon demand of twenty percent of the members or Directors present or by order of the presiding officer, voting shall be by paper ballot. Unless otherwise provided for herein, a majority of the votes cast shall be sufficient to pass any measure.

ARTICLE VII NOMINATIONS, ELECTIONS AND INSTALLATIONS

Section 1. Annual Election. The annual election of officers and directors shall be held at the Annual Meeting. They shall be duly installed at the commencement of the Fiscal Year following such Annual Meeting.

Section 2. Election Procedure. At least sixty days before the Annual Meeting, the President and the Vice President shall jointly appoint six members to a nominating committee (the “Nominating Committee”). No more than two members of the Nominating Committee may be an officer. The Nominating Committee shall nominate, and shall certify to the President (the “Certification”), at least thirty days before the Annual Meeting, one nominee for each open position of director and each of the five Elective Officers designated in Article VIII, Section 1, which are to be filled at such meeting. The Secretary shall (i) post the nominations at the Synagogue in a conspicuous manner, which shall include but need not be limited to, posting at the Synagogue office by the close of the business day following the date of the Certification; and (ii) mail and email the nominations to the membership within three business days following the date of the Certification. In addition to the nominations so made by the Nominating Committee, nominations may be made by members of the Congregation, provided that each such nomination shall be in writing or email, affirmed by at least ten members of the Congregation and delivered to the President at least ten days prior to the date of the Annual Meeting. No nominations for director or officer shall be made, except as provided for in this Section. A list of such nominees, whether nominated by the Nominating Committee or by such written nominations, shall be included in the notice of the time and place of the Annual Meeting.

ARTICLE VIII OFFICERS

Section 1. Election and Term. The Officers of the Congregation shall consist of the President, Vice-President, Second Vice President, Treasurer, Secretary and Immediate Past President (the President, Vice-President, Second Vice-President, Treasurer and Secretary are collectively referred to as the “Elective Officers”). The Elective Officers shall be separately elected by the Congregation, such elections to be held as provided for in Article VII of this Constitution. All of the Elective Officers shall be elected from among the members of the Board of Directors, and shall serve for a term of one Fiscal Year. Any member of the Board of Directors shall be eligible for an Elective Officer position.

Section 2. Presidential Vacancy. In the event of a vacancy in the office of President due to death, resignation or incapacity, the Vice-President shall assume that office.

Section 3. Vice President. In the event of a vacancy in the office of Vice President due to death, resignation or incapacity, the Second Vice President shall assume that office.

Section 4. Other Vacancy. If a vacancy arises in any office other than that of President or Vice President, it shall be filled by the Board of Directors.

Section 5. President. The President shall preside at all meetings of the Board of Directors and at all meetings of the Congregation; shall uphold and enforce the proper observance of its Constitution, rules and regulations; shall appoint the members of the Nominating Committee, save where otherwise provided for in this Constitution; shall call special meetings in accordance with this Constitution; shall have in his custody and control all documents and books of the Congregation, except such as are in use by the Secretary and the Treasurer; shall cast the deciding vote at all Congregational meetings should there be an equality of votes, shall see that all officers perform their duties, and that the property, monies, and other belongings of the congregation are properly insured against loss or damage; shall exercise such other duties as are generally applicable to his office or which are otherwise set forth in this Constitution. He shall serve ex-officio on all committees.

Section 6. Vice President. The Vice President shall assist the President in the discharge of his duties when requested so to do. In the absence of the President or his temporary inability to preside, the Vice-President shall perform all duties required of the President, and in event of vacancy in the office of President, the Vice-President shall fill the same for the remainder of the term.

Section 7. Second Vice President. The Second Vice President shall assist the Vice President in the discharge of his duties when requested so to do, and shall oversee all committees except for the Finance Committee (Treasurer) and the Fundraising Committee (Fundraising Chair). The Second Vice President shall oversee all program and outreach efforts of the Congregation and report out during regular Board meetings on the business of the committees.

Section 8. Treasurer. The Treasurer shall serve as the financial guide to the Executive Director, and perform all duties usually appertaining to the office of Treasurer, and such other duties as shall be determined by the Board of Directors from time to time while overseeing the finance committee.

Section 9. Secretary. The Secretary shall record proceedings at every meeting of the Board of Directors and Annual and Special Meetings of the Congregation.

Section 10. Immediate Past President. The Immediate Past President shall assist the Board of Directors by offering historical perspective and maintaining continuity of service, vision and practice.

ARTICLE IX STANDING COMMITTEES

Section 1. Committees. The following shall constitute the standing committees of the Congregation. Except where otherwise provided, the President, immediately following his election, shall appoint the members of the following: (a) Executive

Committee, (b) Finance Committee, (c) Fundraising Committee, (d) Operations Committee, and (e) Membership Committee.

Section 2. Executive Committee. The Executive Committee shall consist of all of the Officers (being the President, Vice-President, Second Vice President, Treasurer, Secretary and Immediate Past President). A majority of the members of the Executive Committee shall constitute a quorum for the transaction of its business. The Executive Committee has delegated to it, and shall have, the powers and authority of the Board of Directors to take action related to (i) routine day-to-day matters relating to the operation of the Congregation and the Synagogue within the budgetary limitations; (ii) matters deemed by the President to be of an emergency nature; and (iii) such other matters as may be delegated to it from time to time by the President and/or the Board of Directors. The Executive Committee shall submit to each meeting of the Board of Directors a description of the Executive Committee's actions taken since the previous meeting of the Board of Directors. Any action of the Executive Committee may be revoked by the Board of Directors, but no such revocation shall impair the validity of action taken by the Executive Committee prior to such revocation.

Section 3. Finance Committee.

(a) Recommendations; Reports. The Finance Committee shall review all finances of the Congregation in support of the Treasurer. It shall develop recommendations for the greater stability of Congregation finances and shall also aid, to the best of the ability of the members of the Finance Committee, in the collection of dues and donations. The chairman of the Finance Committee shall render a full report at every meeting.

(b) Budget. As expeditiously as possible following their appointment and prior to the next regular meeting of the Board of Directors, the members of the Finance Committee shall review the budget and bring forth recommendations to the Board of Directors for approval. The Finance Committee shall oversee the annual budget and develop a new budget for presentation prior to each Annual Meeting.

Section 4. Fundraising Committee. The Fundraising Committee shall work based on the budget set forth by the Finance Committee to identify fundraising avenues for the sustainability and growth of the Congregation. Members of the Fundraising Committee will directly solicit sponsorships on behalf of the Congregation to the best of their ability.

Section 5. Operations Committee. The Operations Committee shall see that the Synagogue and all other property of the congregation are kept in good state of repair, and shall make such improvements as the Board of Directors may order within the budgetary limitations.

Section 6. Membership Committee. The Membership Committee shall recommend membership goals. It shall further promote member engagement and establish programs, initiatives and policies consistent with the membership goals of the Congregation and the Board of Directors. Members of the Membership Committee shall serve as social ambassadors for the Congregation.

ARTICLE X RABBI

Section 1. Recommendation. In the event provision is made in the budget for the employment of a Rabbi or Assistant, the Board of Directors shall recommend for such positions the names of candidates whose qualifications have been investigated and approved by the Board of Directors, the salary to be paid and the term of employment. Recommendations for Assistant Rabbi shall be approved by the Rabbi. Said employment shall be for whatever term recommended by the Board of Directors. The recommendations of the Board of Directors for the position of Rabbi shall be approved by the congregation at a special or annual Congregation meeting held consistent with this Article X. Said recommendation shall be mailed or emailed to the membership at least ten days prior to said meeting. The selection of the Rabbi and Board of Directors for the position of Assistant Rabbi shall be shared with the congregation for information. Renewal of the Rabbi's contract will be negotiated by Officers of the Board.

Section 2. Qualifications. No candidate for the office of Rabbi shall be balloted upon unless he is possessed of a recognized Orthodox Smicha.

Section 3. Election. The election of the Rabbi or Assistant Rabbi shall be by secret ballot; and require an affirmative vote of two-thirds of the membership in good standing present and voting. In the event the candidates for either or both offices shall be rejected in such voting, the Board of Directors shall, at a special meeting of the Congregation to be called as expeditiously as possible thereafter, recommend an additional name or names for the vacant office, whereupon balloting shall be forthwith had, subject to the foregoing provisions of this Section.

Section 4. Authority and Duties of Rabbi. The Rabbi, being the duly accepted religious authority, shall be recognized as such in any question of Jewish Law as it relates to the administration of the Congregation and his decisions shall not be subject to an adverse vote by the Congregation. It shall be his duty to guide the Congregation in the teachings of the Torah, and to interpret the words of our Sages. He shall foster a close union between the members of the Congregation and the activities of the Synagogue. He shall attend the services of the Congregation, officiate at weddings and other ceremonies usually performed by a Rabbi, deliver sermons, conduct classes in Jewish law and custom and shall in general perform all such duties as pertain to his office in accordance with the customs and regulations of the Congregation.

Section 5. Duties of Assistant Rabbi. The Assistant Rabbi shall support the Rabbi in all religious services, congregational activities and general duties and shall perform such duties as are incident to his position.

ARTICLE XI
AMENDMENTS, MISCELLANEOUS LAWS, ETC.

Section 1. Amendments. A motion to amend this Constitution, if submitted to the President in writing or email, duly seconded, and approved by no less than ten members of the Congregation in good standing, shall be sent by email or mail to every member of the Congregation at least ten days prior to the next regular Annual or Special Meeting of the Congregation, and at such meeting it may be carried only by an affirmative vote of two-thirds of the members in good standing present and voting; provided, however, that Articles I and II of this Constitution shall not be annulled, altered or amended in any respect whatsoever, save by the affirmative vote of two-thirds of all members in good standing on the membership roll of the Congregation.

Section 2. Order of Business. The Order of Business at regular and special meetings of the Congregation and the Board of Directors shall, unless designated otherwise by the President, shall follow Robert's Rules of Order.

Section 3. Fiscal Year. The fiscal year of the Congregation (the "Fiscal Year") shall commence on July 1 and end on June 30 every year.

Section 4. Effectiveness of Constitution. This Constitution and By-laws shall be effective at the commencement of the Fiscal Year following the adoption of this Constitution and By-laws; provided that the provisions herein governing the nomination and election of directors, as well as the provisions governing the scheduling, notification and conduct of the Annual Meeting of the Congregation set forth herein shall be effective immediately upon the adoption of this Constitution and By-laws.