

CONSTITUTION AND BY-LAWS OF CONGREGATION B'NAI ZION

(PURSUANT TO ARTICLE 1396-2.09 OF THE TEXAS
NON-PROFIT CORPORATION ACT)

EL PASO, TEXAS (REVISED 2019)

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ARTICLE I

NAME

The name of this congregation shall be Congregation B'nai Zion.

ARTICLE II

OBJECT

The object of this congregation shall be to establish and maintain a synagogue, traditional cemetery, and such educational, cultural, religious social and recreational activities as will help further the cause and objectives of Conservative Judaism.

ARTICLE III

AFFILIATION

This congregation shall be aligned with the practices of the United Synagogue of Conservative Judaism and the Rabbinical Assembly.

ARTICLE IV

MEMBERSHIP

SECTION 1 - Membership in the congregation shall be open to any person of good moral character who is a Jew, as determined by the Rabbi in accordance with the standards and policies of the Rabbinic Assembly, and the spouse/domestic partner of any such person, whether or not a Jew. Upon the death of the Jewish spouse/domestic partner, the non-Jewish spouse/domestic partner shall be eligible to continue as a member. Except as otherwise provided in these by-laws, a member in good standing shall enjoy the benefits of membership, congregational activities, and to the extent permissible under Jewish Law, as determined by the Rabbi, ritual activities.

SECTION 2 - There shall be five (5) types of membership.

- A. Family Membership: Such membership may be extended to Jewish family households, and shall entitle such persons to all membership privileges.

1. Children of couples in this category, upon attaining the age of twenty-one (21) years, if not married or full-time students, shall apply for individual membership in the congregation.

- B. Individual Membership: Such membership may be extended to individual men and women, eighteen (18) years of age or over.
Amended on May 27, 1992.

Note: Use of masculine pronoun also includes the feminine.

- C. Courtesy Membership: Such membership may be conferred upon deserving persons of the community, for such length of time as may be determined by the Board of Directors. Past precedence should be considered in this category.
- D. Donor Membership: Such membership may be conferred upon any member of the Jewish faith, affiliated as a participating dues paying member in good standing of any other local Jewish congregation, who does not fall within the above provisions and who desires to become a member of Congregation B'nai Zion.
- E. Special Membership: Such membership may be conferred upon any person of the Jewish faith not falling within the above provisions, including, but not limited to, one who desires to become or to remain a member of this congregation after leaving the community.

SECTION 3 -Applications for membership shall be made in writing to the membership committee, which shall take such appropriate action as it deems necessary. The committee shall then report on each application to the Board of Directors for final approval.

SECTION 4 - A majority vote of the members present at a regular or special meeting of the Board of Directors shall be required to elect an applicant to membership.

SECTION 5 - A member may be suspended or expelled by two-thirds (2/3) vote of the Board of Directors at any regular or special meeting for any of the following reasons:

- A. Failure to pay dues or assessments thirty (30) days after July 31st will render that member delinquent.
- B. Conduct which brings discredit upon the Jewish faith or Congregation B'nai Zion.

ARTICLE V

DUES AND ASSESSMENTS

All members shall pay such dues and assessments as shall be determined by the Board of Directors

from time to time.

ARTICLE VI

PRIVILEGES OF MEMBERSHIP

“Member in good standing” is defined as a member who is current in dues and assessments or who has made acceptable arrangements for payment with the dues retention committee and is in compliance therewith. Members in good standing shall enjoy the following privileges:

- A. To attend all meetings of the congregation.
- B. To have a voice and vote at all congregational meetings
 - 1. At such meetings, all members shall be entitled to one (1) vote each. A couple holding a family membership shall be entitled to two (2) votes, provided that both husband and wife are present.
 - 2. Courtesy membership shall entitle its holders to a vote at congregational meetings, except salaried members of the staff.
- C. To participate in the governance of the congregation as follows: only Jewish members can serve as officers, on the Board of Directors, and on the Ritual, Cemetery, Chevrah Kadisha, and Talmud Torah Committees; all members can serve on other committees.
- D. To attend all religious services of the congregation and participate to the extent permissible under Jewish Law, as determined by the Rabbi.
- E. To enroll their children in the religious school of the congregation, subject to such rules and regulations as may be established by the Board of Directors.
- F. To interment in the B’nai Zion Cemetery, at such cost and in accordance with such rules and regulations as shall, from time to time, be promulgated by the Board of Directors and/or the cemetery committee.
 - 1. Such rules and regulations must satisfy and be in accordance with the rituals and qualifications of the Chevra Kadisha committee (holy committee).
 - 2. Non-members of the synagogue who are of the Jewish faith may be interred in the congregational cemetery on such terms and in accordance with such regulations as may, from time to time, be promulgated by the cemetery committee.
- G. To use the congregation’s facilities and personnel, in accordance with the house rules.
- H. Donor membership and courtesy membership privileges are limited to privileges as specified in Article VI, A and D. Special membership privileges are limited to

privileges as specified in Article VI, A, D, and F.

ARTICLE VII

MEETINGS

SECTION 1 - The annual meeting of the congregation shall be held during the month of May at a date, place and time specified by the Board of Directors.

- A. Written notice of the annual meeting of the congregation shall be mailed to the entire membership not less than ten (10) days, nor more than twenty-one (21) days, prior to such meeting.
- B. Such notice shall include a list of nominees for officers and members of the Board of Directors and trustees, if any, as prepared by the nominating committee.
- C. Nominations for officers and directors may also be made from the floor at such annual meeting.

SECTION 2 - All elections at said annual meeting shall be by ballot. A majority of votes cast shall be necessary to elect any officer or elected director. If no candidate receives a majority, a second election shall be held immediately thereafter between the two candidates receiving the most votes.

- A. If there is only one candidate for an office, the chair may dispense with the ballot and call for a voice vote.
- B. If the number of candidates for elected directors does not exceed the number of positions available, the chair may dispense with the ballot and call for a voice vote.
- C. By unanimous consent, election to any office may be by acclamation.
- D. Officers shall hold office for one (1) year, and directors shall hold office for two (2) years, beginning June 1st and ending May 31st, or until their successors shall be duly elected and qualified.

SECTION 3 - Special meetings of the congregation may be called by the president whenever, in his discretion, he deems it necessary, and must be called by him at the written request of ten members of the congregation in good standing or five (5) members of the Board of Directors.

- A. Such written request shall state the reason for and the purpose of the requested meeting.

- B. In the event the president fails to issue a call for the special meeting within five (5) days after being requested to do so, any other officer shall issue such a call.

SECTION 4 - No business shall be transacted at a special meeting except for the purpose stated in the call.

- A. Notice of such special meeting shall be mailed by the secretary to all members of the congregation and sent, not less than five (5) days, nor more than fifteen (15) days, prior to such meeting.
- B. Such notice shall include the purpose for which the special meeting is being called.

SECTION 5 - At all meetings of the congregation, regular or special, a quorum for the transaction of business shall consist of 10% of the eligible voting members, including officers.

- A. If a quorum is not present, the meeting shall be adjourned to some future time, to be held not less than seven (7) days or more than twenty (20) days from the date of adjournment.
- B. The secretary shall thereupon give at least five (5) days notice by mail of the new meeting date to all members of the congregation.
- C. At the meeting of the congregation called as a result of the previously adjourned meeting, the quorum, as described in this section, shall not apply.

ARTICLE VIII

BOARD OF DIRECTORS

SECTION 1 - The management and administration of the affairs of this congregation shall be vested in a Board of Directors of twenty-one (21) regular members as follows:

- A. The officers of the congregation as defined in Article IX, Section 1.
- B. Twelve (12) members of congregation elected by the congregation.
 - 1. Six (6) directors shall be elected by the congregation at each annual meeting, for a term of two (2) years.
 - 2. Qualifications for board members: A congregant, to be eligible for election to the Board of Directors, must have been either a family or individual member of the congregation in good standing for at least one (1) year prior to nomination.
 - 3. Directors may be re-elected for one (1) additional term and shall not again be eligible for election to the Board of Directors until after the lapse of one (1) year.

- C. The Sisterhood of the congregation, if in existence and deemed to be active by the Board of Directors of the congregation, shall be entitled to one (1) member on the board, and the Men's Club of the congregation, if in existence and deemed to be active by the Board of Directors of the congregation, shall be entitled to one (1) member on the board; provided, however, that their representatives meet the qualifications defined in B(2) above.
1. The respective Sisterhood and the Men's Club members of the Board of Directors shall be elected by their respective organizations for a term of one (1) year each, not to exceed four (4) consecutive terms for any one individual, and shall enjoy the same rights and privileges as other members of the board.
- D. Trustees of the congregation, as defined in Article VIII, Section 2, shall be ex-officio members of the Board of Directors and shall enjoy all the rights and privileges and duties of membership thereon, including the right to vote and have their vote counted at all meetings; provided, however, that they maintain at all times a family or individual membership in good standing in the congregation.
- E. All past presidents of the congregation as of June 1, 1993 shall automatically serve as ex-officio members of the Board of Directors with full power of voice and vote, providing said past presidents are not elected trustees and provided further that they maintain at all times a family or individual membership in good standing in the congregation. No paid employee of the congregation shall be elected to the Board of Directors.
1. All presidents leaving office subsequent to June 1, 1993 and not serving in the capacity of immediate past president as defined in Article IX, Section 1, shall automatically serve as ex-officio members of the Board of Directors with full power of voice, but without the power to vote, providing said past presidents are not elected trustees and provided further that they maintain at all times a family or individual membership in good standing in the congregation.
- F. Quorum: For the purpose of determining a quorum at any regular or special meeting of the Board of Directors, a quorum shall consist of ten (10) members. The presence of past presidents, with the exception of the immediate past president, and presence of trustees shall not be counted.

Amended on May 5, 2015.

SECTION 2 - Elected members of the Board of Directors shall be expected to attend board meetings, chair, co-chair, and/or serve on one or more committees of the congregation, and support and participate in congregational services and activities.

SECTION 3 - The Board of Directors shall be charged with and shall assume control of all of the funds and property of the congregation; the board shall designate the bank or banks wherein the funds of the congregation shall be deposited and shall be responsible for all receipts, expenditures, disposals, and investments of the congregational funds and property.

SECTION 4 - The Board of Directors shall make such rules and regulations consistent with this constitution and by-laws as it may deem advisable for the proper conduct of its meetings and for the furtherance of the general purposes of this congregation.

SECTION 5 - The Board of Directors shall meet on the first (1st) Tuesday of each month or on such other day as the president of the congregation may designate. No matter may be decided by the Board of Directors except by plurality vote of the members present unless expressly provided otherwise in this constitution and by-laws.

SECTION 6 - Special meetings of the Board of Directors may be called by the president at his/her discretion and must be called by the president at the written request of five (5) members of the Board of Directors. Said request shall state the reason for and the purpose of said meeting. In the event the president fails to issue a call for the special meeting within five (5) days after being requested to do so, any officer shall issue such call.

SECTION 7 - The Board of Directors on its own motion or upon recommendation of the executive committee, as defined in Article IX, Section 2, may remove or suspend a board member for not fulfilling his duties as defined in Section 2 above upon a two-thirds (2/3) majority vote.

SECTION 8 - Filling director vacancies.

- A. In the event of the death, resignation, incapacity or removal of an elected director, a successor may be elected by the Board of Directors, at its discretion, to fill the vacancy created thereby, for the unexpired term, upon recommendation of the nominating committee. Nominations from the floor shall be accepted provided the nominee meets the qualifications for board members as defined in Section 1(B) (2) above. Election shall be by a majority of the votes cast. If no candidate receives a majority, a second election shall be held immediately thereafter between the two (2) candidates receiving the most votes.
- B. In the event a vacancy cannot be filled under subsection (A) above, or a director position is not filled at the annual election, a successor may be elected by the Board of Directors, at its discretion, to fill the vacancy for the unexpired term, upon recommendation of the nominating committee. Nominations from the floor shall be accepted. Nominees must be members in good standing but do not otherwise have to meet the eligibility requirements of

Section 1(B)(2) above. Election shall be by a majority of the votes cast. If no candidate receives a majority, a second election shall be held immediately thereafter between the two (2) candidates receiving the most votes.

SECTION 9 - Trustees of the congregation: A congregant, to be eligible for election as a trustee of the congregation, must have been a family or individual member in good standing of the congregation for at least twenty (20) years and must have served the congregation as an officer or member of the Board of Directors for at least ten (10) years.

- A. The number of trustees serving the congregation shall be limited to twelve (12); provided, however, that a lesser number may serve the congregation at any given time.

Members elected as trustees shall continue to serve in such capacity for life, provided they maintain at all times a family or individual membership in good standing in the congregation.

- B. At such time as a vacancy(ies) exists for the position of trustee, the Board of Directors shall have sole discretion in determining whether or not to fill said vacancy(ies). Such determination shall be made by a majority vote of the Board of Directors prior to the submission of the name(s) of any nominee(s) for said vacancy(ies).
 - 1. Upon an affirmative vote of the Board of Directors expressing their desire to fill a vacancy(ies) in the ranks of the trustees, a member(s) of the congregation may be nominated for the position of trustee by a majority vote of the Board of Directors.
 - 2. Such nomination shall be presented to the congregation at the next annual meeting for voting; provided, however, that a quorum as defined in Article VII, Section 5 must be present to elect a trustee. A two-thirds (YJ) majority vote of the votes cast shall be necessary to elect the nominee. Such election shall be by ballot.

ARTICLE IX

OFFICERS

SECTION 1 - The officers of the congregation shall be:

- A. President
- B. First Vice President
- C. Second Vice President
- D. Third Vice President

E. Secretary

F. Treasurer

G. Immediate Past President

SECTION 2 - The above officers shall constitute an executive committee which shall function as an emergency committee for the purpose of transacting any emergency business that may occur between the regular meetings of the Board of Directors. The actions of this committee must be reported to the Board of Directors at its next regular meeting.

SECTION 3 - Qualifications for officers: A congregant, to be eligible for election as an officer, must be a member, either family or individual, in good standing and must have served on the Board of Directors for at least one (1) full term.

SECTION 4 -All officers shall be elected for a term of one (1) year and may serve in the same capacity for no more than three (3) consecutive years.

SECTION 5 - The Board of Directors, on its own motion or upon recommendation of the executive committee, may remove an officer at any regular or special board meeting upon a two-thirds (2/3) majority vote if such officer is not fulfilling his duties as defined in Article X.

SECTION 6 - Filling officer vacancies.

- A. In the event of the death, resignation, incapacity or removal of an officer, a successor shall be elected by the Board of Directors to fill the vacancy for the unexpired term, upon recommendation of the nominating committee, at the next board meeting. Nominations from the floor shall be accepted provided the nominee meets the qualifications for officers defined in Section 3 above. Election shall be by a two-thirds (2/3) majority of the votes cast. If no candidate receives a two-thirds (2/3) majority, a second election shall be held immediately thereafter between the two (2) candidates receiving the most votes.
- B. In the event a vacancy cannot be filled under subsection (A) above, or an officer position is not filled at the annual election, a successor may be elected by the Board of Directors, at its discretion, to fill the vacancy for the unexpired term, upon recommendation of the nominating committee. Nominations from the floor shall be accepted. Nominees must be members in good standing but do not otherwise have to meet the eligibility requirements of Section 3 above. Election shall be by a two-thirds (2/3) majority of the votes cast. If no candidate receives a two-thirds (2/3) majority, a second election shall be held immediately thereafter between the two (2) candidates receiving the most votes.

C. If it is determined by a majority of the Board of Directors at a regular or special meeting, that the president is unable or unwilling to fulfill his duties hereunder on a temporary basis, defined as a period of time not to exceed six months, the Board of Directors may appoint, by majority vote, an officer to assume the duties, responsibilities and authority of the president. Such temporary assumption of the president's duties, responsibilities and authority shall be for a period of time, not to exceed six months, specified by the Board of Directors. This temporary appointment shall apply only in the circumstance described above. Any other vacancy of the office of president shall be filled as set forth in Article IX, Sections 6(A) and (B). In the event the president's temporary disability is resolved, as determined by the majority of the voting directors, the Board of Directors shall terminate the temporary appointment and the president shall resume his duties.

ARTICLE X

DUTIES OF OFFICERS

SECTION 1 - President: It shall be the function of the president to preside at all meetings of the congregation and the Board of Directors of which he shall be the chairperson, to call all the meetings of the congregation and the Board of Directors, to give a yearly report at the annual meeting, to sign all agreements, contracts, deeds, and other documents for the congregation, pursuant to appropriate resolutions by the congregation or the Board of Directors, to appoint all committee chairpersons, including chairpersons of ad-hoc committees for special purposes, to appoint a parliamentarian, and to assign the duties of the other officers. He shall be an ex-officio member of all committees without the right to vote, with the exception of the nominating committee, upon which he may not serve, the endowment committee, upon which he is a regular voting member, and the personnel committee, upon which he serves as chairperson with full voting rights. The president shall have the right to suspend any paid employee of the congregation, for good cause, pending final action of the Board of Directors.

SECTION 2 - Vice Presidents: It shall be the duty of each vice president to carry out the duties assigned to him by the president and to supervise and coordinate the activities of the chairpersons assigned to his vice-presidency.

SECTION 3 - Secretary: The secretary or his designated assistant shall keep an accurate record of all the proceedings of the congregation and of the Board of Directors, issue all notices for meetings, carry on all correspondence of the congregation and the Board of Directors, and sign such instruments as may be necessary to effectuate the proper instructions, directions and interests of the congregation and the Board of Directors, and to supervise and coordinate other duties assigned to him by the president.

SECTION 4 - Treasurer: The treasurer or his designated assistant shall keep an accurate and correct record of the receipts and expenditures of the congregation and of the accounts between the congregation, its members and others, which records at all times shall be open for inspection

by the Board of Directors and the appropriate committee; he shall notify all members of the congregation of their indebtedness to it, receive all monies which shall, from time to time, be payable to the congregation, giving his receipt therefore, and cause the same to be deposited or invested, in the congregation's name as directed by the Board of Directors; he shall render a written report of the finances of the congregation at all meetings of the Board of Directors, at the annual meeting of the congregation, and at such other meeting or occasions as he may be directed to do so by the congregation or the Board of Directors. Said report shall be affixed to the minutes of the meeting at which the same is presented. He is to supervise and coordinate the activities of the chairpersons assigned to him by the president and serve as a regular member of the endowment committee.

SECTION 5 - Immediate Past President: The immediate past president shall serve as a counselor to the president and the other officers. He shall be available to supervise and coordinate any function of the congregation that he and the president deem appropriate and shall serve as chairperson of the nominating committee.

SECTION 6 - The president and/or his designate shall attend national and/or regional conventions of the United Synagogue of Conservative Judaism. The congregation shall bear the cost of transportation, registration and lodging for one (1) delegate.

SECTION 7 - The president, as directed by the congregation or the Board of Directors, shall order the treasurer to make withdrawals on the congregation's account. Such withdrawals shall be by check countersigned by the president or his authorized substitute and the treasurer or his authorized substitute. Any authorized substitute must be an officer authorized to countersign checks by majority vote of the Board of Directors. Such authorization shall not extend beyond the end of the fiscal year in which the authorization is made.

ARTICLE XI

STANDING COMMITTEES

SECTION 1 - The president shall appoint all standing committee chairpersons of the congregation who shall present a report of their activities at each board meeting.

SECTION 2 - The standing committees shall be appointed for a term of one (1) year.

SECTION 3 - All committees shall establish and promulgate written rules and regulations which shall receive the prior approval and ratification of the Board of Directors.

SECTION 4 - All standing committee chairpersons are responsible solely to the Board of Directors.

SECTION 5 - The standing committees of this congregation and their duties shall be as follows:

- A. Ways and Means Committee: This committee shall respond to budgetary requirements in devising activities to raise capital for either general operations or special projects.
- B. Dues and Building Fund Assessment Committee: This committee shall coordinate with the budget committee to determine income needs of the congregation. They shall regularly review and assess membership dues.
- C. Budget Committee: This committee shall make periodic reviews of the financial operations of the congregation and shall report its findings at the regular meetings of the Board of Directors. All officers of the congregation shall be ex-officio members of this committee.
- D. Talmud Torah Committee: This committee shall supervise the school (or schools) of the congregation and shall determine policy and formulate rules and regulations for the administration of such school(s), subject to the approval of the Board of Directors.
- E. Membership Committee: This committee shall be charged with the responsibility of keeping in touch with Jewish families in the community, particularly with new families, with the view of inviting them to become members of this congregation. This committee shall also receive applications for membership, investigate such applications, and present them for appropriate action to the Board of Directors.
- F. Ritual Committee: This committee shall provide counsel to the Rabbi in determining and supporting the implementation of the religious practices of the congregation.
- G. Cultural and Educational Committee: This committee shall be charged with the responsibility of developing a program of cultural education for the congregation. It shall also determine policy and formulate rules and regulations for the administration of such programs, subject to the approval of the Board of Directors.
- H. House Committee: This committee shall have charge of the maintenance, improvement, supervision and preservation of the buildings and properties of the congregation. It shall be the further duty of this committee to take such action, subject to the approval of the Board of Directors, as may be necessary to insure the protection and preservation of the buildings, religious articles, furniture, furnishings, fixtures and equipment, including the maintenance at all times of adequate insurance coverage.
- I. Investment/Endowment Committee: See Article XVII
 - 1. Congregation B'nai Zion Talmud Torah Endowment Fund, Inc. The committee of this incorporated fund shall administer the Talmud Torah Endowment Fund, Inc. of the congregation in accordance with the terms, conditions and provisions of the trust agreement or charter that established the fund.

2. The membership of the investment committee shall at all times include the officers of the Talmud Torah Endowment Fund, Inc.
- J. The Chevra Kadisha Committee: This committee shall be in charge of the administration of last rites and rituals to those qualified to receive same in accordance with such rules and regulations as may, from time to time, be established and promulgated by the committee.
 - K. Cemetery Committee: This committee shall be in charge of the cemetery, its burial plots, maintenance, beautification, finances, improvements and monuments. A complete and accurate record of burial sites, both occupied and unoccupied, shall be maintained and made available at all times to the congregation. Appropriate rules and regulations shall be established and maintained by the committee to implement the provisions of this paragraph.
 - L. Retention Committee: This committee shall be responsible for the collections of all dues, assessments and pledges and shall make regular reports and recommendations to the Board of Directors. When the occasion arises, this committee may also initiate action for the suspension or expulsion of members.
 - M. Constitution Committee: This committee shall be responsible for periodic reviews of the constitution and by-laws and amendments when necessary. The appointed parliamentarian shall be the chairperson of this committee.
 - N. Youth Commission Committee: This committee shall be charged with supervising and meeting with the United Synagogue Youth group or any other youth groups affiliated with Congregation B'nai Zion and shall make regular reports and recommendations to the Board of Directors.
 - O. Nominating Committee: This committee shall consist of the most recent past president of the congregation as chairperson and six (6) additional members elected by the Board of Directors at the first regular board meeting following the annual meeting. Three (3) members shall be elected from the general membership and three (3) shall be elected from the current elected Board of Directors. They shall serve for one (1) year. Two (2) alternates shall be elected; one (1) from the elected Board of Directors and one (1) from the general membership.
 1. The nominating committee shall select and present to the congregation a list of nominees of eligible persons for officers and directors to stand for election, which list shall be voted on at the annual meeting.
 2. In the event of the death, resignation, incapacity or removal of an officer or elected directors, the nominating committee shall be notified and is charged with the responsibilities as stated in Article VIII, Section 8 and Article IX, Section 6.

P. Personnel Committee: This committee shall consist of thirteen (13) members composed of the following: the executive committee as defined in Article IX, Section 2, two (2) past presidents appointed by the president, two (2) members from the general membership, and two (2) from the elected Board of Directors, all four (4) of whom shall be elected by the Board of Directors at the first regular meeting following the annual meeting. Elections shall be by a plurality of the votes cast.

1. The president shall chair this committee.
2. This committee shall be responsible for the negotiation and review of all employment agreements and evaluation of all employees' performance. The personnel committee shall make recommendations to the Board of Directors regarding the hiring and termination of all employees of the congregation. The personnel committee may delegate certain responsibilities to an appropriate oversight committee.

Q. Social Action and Community Relations Committee: This committee shall have the responsibility of developing and maintaining liaison and other organizations in the community generally. It shall have the responsibility of studying community problems which may arise from time to time and make recommendations for appropriate action to the Board of Directors.

ARTICLE XII

PULPIT

SECTION 1 - The pulpit of this congregation shall be occupied by an ordained Rabbi, acceptable to the Board of Directors of Congregation B'nai Zion.

SECTION 2 - The Rabbi shall be elected by the Board of Directors at a regular or a special meeting called for that purpose. A two-thirds (2/3) vote of the Board of Directors shall be required at the time of the Rabbi's initial hiring. All elections shall be by closed ballot.

SECTION 3 - The terms under which the Rabbi shall be elected shall be determined by the Board of Directors.

SECTION 4 - The Rabbi shall have overall responsibility for implementing the religious aims and objectives of the congregation. The Rabbi shall enjoy the freedom of the pulpit. The Rabbi shall serve as the Mara D'Atra and be guided by the principles and standards of the Rabbinical Assembly. The Rabbi shall give due and full consideration to the traditions and practices of the congregation.

SECTION 5 - Congregation B'nai Zion does not recognize the doctrine of Hazakah (life tenure).

ARTICLE XIII

THE CANTOR, SCHOICHET, MOHEL, ADMINISTRATIVE SECRETARY,
PRINCIPAL OF THE TALMUD TORAH, AND OTHER EMPLOYEES

SECTION 1 - The Cantor, Schoichet, Mohel, Administrative Secretary, Principal and other employees of the congregation shall be elected by the Board of Directors at a regular or at a special meeting called for that purpose. Election shall be by closed ballot.

SECTION 2 - The terms under which these employees shall be elected shall be determined by the Board of Directors.

SECTION 3 - The duties of the Cantor, Mohel, Schoichet, Administrative Secretary, Principal, or any other employee shall be as directed by the Board of Directors.

SECTION 4 - Congregation B'nai Zion does not recognize the doctrine of Hazakah (life tenure).

ARTICLE XIV

AUXILIARY ORGANIZATIONS

SECTION 1 - The congregation shall have such auxiliary organizations as shall, from time to time, be authorized and constituted by the Board of Directors and none other.

SECTION 2 - The activities of all auxiliary organizations of this congregation shall always be conducted in such a manner as will advance the best interests of the congregation.

SECTION 3 - The by-laws and other regulations of all auxiliary organizations shall be consistent with this constitution and by-laws and all policies of the congregation.

ARTICLE XV

PARLIAMENTARY PRACTICE

Roberts Rules of Order shall be the standard parliamentary procedure to be followed in this congregation, in the absence of any other rule or law governing procedure in a particular situation.

ARTICLE XVI

SECTION 1 - This constitution, or any portion thereof, may be amended in the following manner.

- A. A proposal to add, to amend or delete one or more articles of this constitution shall be submitted in writing to the Board of Directors and signed by not less than ten (10) members of the congregation or submitted in writing to the Board of Directors as a

motion of the constitution committee. Amended on May 27, 1992.

- B. The Board of Directors shall consider such proposal at its next regular meeting, and if the proposal receives the favorable vote of the majority of the members of the board, it shall thereafter be submitted for the consideration of the congregation at its next annual meeting or a special congregational meeting.
 - 1. If the proposed amendment does not receive a favorable vote of the majority of the Board of Directors then it still may be submitted to the congregation at its next annual meeting or special congregational meeting with a notation that it was rejected.
 - 2. The secretary must receive a copy of said proposed amendment at least three (3) weeks prior to the annual meeting and shall, in any event, send a copy of any proposed amendment, whether approved by the Board of Directors or not, to each member of the congregation two (2) weeks prior to said annual meeting or special congregational meeting.
- C. At such annual meeting, a report shall be submitted indicating the recommendations of the Board of Directors concerning the proposal(s).
- D. If at such annual or special meeting of the congregation a proposal receives a two-thirds (2/3) majority vote in favor of adoption, it shall forthwith be declared adopted at such meeting and shall become effective at such time.

SECTION 2 - A proposal for amendment which has been rejected by the congregation may not be resubmitted for consideration of the congregation unless twelve (12) months have elapsed since the time of such rejection.

ARTICLE XVII

ENDOWMENT FUND

- A. Management - All of the activities and assets of the Endowment Fund shall be under the direct control and management of the endowment committee, subject only to the provisions of this article and the other provisions of this constitution to the extent that they are not inconsistent with the provisions set out herein.
- B. Committee Composition
 - 1. Eligibility - Any member in good standing of Congregation B'nai Zion shall be eligible to serve on the endowment committee.
 - 2. Membership - The endowment committee shall consist of the president, first vice president and treasurer of the congregation, two members of the Board and

two members from the congregation at large, all appointed by the president, and two members of the board of trustees, chosen by them from their own ranks.

3. Chairmanship - The president of the congregation shall designate one of the two appointees from the Board of Directors as chairman of the committee.
4. Terms - The terms of the members of the committee will be as follows:

One year - the president, first vice president and treasurer of the congregation.

Two years - the two members of the Board of Directors and the two members from the congregation at large.

Three years -the trustees.

There shall be no limit on the number of terms any member may serve.

5. Removal - the endowment committee shall have the sole authority to remove a member for cause. Any such removal shall be by a 2/3 vote of the members present at any regular or special committee meeting duly convened.
6. Vacancy - If there is a vacancy for any reason, the president shall appoint a replacement from the ranks of the group from which the departing member was originally selected (i.e. board, trustees, or at large) to serve for the unexpired portion of the departing member's term.
7. Quorum - A majority of the members of the endowment committee shall constitute a quorum.
8. Voting - All actions of the endowment committee shall be adopted by a majority vote of the members present so long as there is a quorum.

C. Powers, Duties, and Responsibilities

1. Rules, policies, and principles - The committee shall have the power to establish basic principles and policies for the acceptance of contributions and transfers, for the investment and management of all monies, properties, and assets of the Endowment Fund, and for allocations and distributions there from. The committee shall also have the power to adopt such further policies, procedures, and rules for the functioning of the committee, the conduct of its affairs, and the discharge of its responsibilities as in its discretion may be necessary and desirable.

2. Other action - The committee shall exercise such rights, take such steps and perform such acts, including entering into contracts and arrangements, and executing and delivering instruments and documents, as may be necessary, appropriate, or desirable, in the performance of the functions and the discharge of the responsibilities of the committee.
3. Limitations on powers - The committee may not exercise any right or take any action in violation of any provision of any federal or state law, or in conflict with the constitution and by-laws of the congregation, its purposes as set forth therein or the principles, policies, and procedures adopted and promulgated by the congregation pursuant thereto, or which shall or may have the effect of adversely affecting or prejudicing the tax exempt status of the congregation or the tax deductibility of any contribution or transfer of funds to the congregation or the endowment fund.
4. Books and records -The committee shall take all necessary steps to ensure that all proper and required books and records are maintained and shall report annually to the Board of Directors, in conjunction with the congregation's annual audit, disclosing all pertinent information as to the monies, property, and other assets received, held and distributed.
5. Advisors - The endowment committee shall have the right to engage the services of professional advisors.
6. Subcommittees - The endowment committee shall have the right to create subcommittees from within its ranks to assist in the discharge of its responsibilities (i.e. investment subcommittee, solicitation subcommittee, etc.).

D. Contributions, Gifts, and Transfers

1. With respect to any contribution, transfer of funds, or gift, the endowment committee has the authority to take any of the following actions:
 - a. Accept it
 - b. Reject it.
 - c. Refer the decision to accept or reject it to the Board of Directors of the congregation.
2. Restricted vs. Unrestricted - The endowment committee has the authority to accept either restricted or unrestricted contributions, gifts, or transfers as defined below:

- a. Restricted - A contribution made by a donor who specifically designates the purpose for which the earnings there from shall be used.
 - b. Unrestricted - A contribution made by a donor with no restrictions attached to the earnings there from.
3. Irrevocability - All contributions to the Endowment Fund shall be irrevocable on the part of the donor.
4. Minimum contribution - No individual endowment may be established for an amount less than \$1,000.00 and subject also to the policies of the committee in effect at the time of the contribution. Additional contributions to an existing endowment may be made, from time to time, thereafter in any amount.
5. Invasion of principal - There shall be no invasion of principal unless the endowment committee determines that an emergency situation exists. If such emergency determination is made, then upon its conclusion the endowment committee shall endeavor to recapitalize those funds invaded in a prudent and orderly fashion as in its discretion it deems appropriate.
6. Distribution of earnings - The earnings from all endowments available for distribution shall be distributed at least annually. Earnings from restricted endowments shall be made in accordance with the instructions of the donor, unless the purpose for which the contribution was made no longer exists. In such event, the earnings will be considered as unrestricted. All earnings from unrestricted endowments shall be remitted to the treasurer of the congregation for the purpose of being included in the operating budget of the congregation.
7. Identification of donor - A contribution may be accepted on the condition it be placed in a fund identified by the name or names of the donor(s) or such name as they may choose, subject only to the provisions of paragraph 4.