

Constitution Of Temple Beth-El

Richmond, Virginia
Revised May 23, 2021

DEFINITIONS & GLOSSARY

B’nai Shalom – Congregation B’nai Shalom (Three Chopt Road) merged with Temple Beth-El on July 1, 1987.

Board – The Board of Governors of Temple Beth-El.

Cemetery Corporation/Cemeteries – The cemeteries of Temple Beth-El shall be owned and managed by a separate corporation named the Richmond Beth-El Cemetery Company, Incorporated. B’nai Shalom Cemetery is located in Greenwood Memorial Gardens on Patterson Avenue. Richmond Beth-El Cemetery is located in Forest Lawn Cemetery on Alma Avenue.

Committee – One or more members designated by the Constitution and/or the President to investigate, report on, and act upon specified matters.

Confirmand – One who has been confirmed at Temple Beth-El.

Dues – Annual membership charges established by the Board.

Ex Officio Member – A voting member who serves by virtue of office or official position.

Fees – Charges for services rendered by or at Temple Beth-El and established by the Board.

Member – One who has been approved for membership and who has not been suspended or terminated from membership or who has not resigned.

Officer – An officer of the Board as defined in Article X of the Constitution, below.

Personnel Code - Employees of Temple Beth-El, including the Rabbi and Cantor, shall be subject to and governed by the Personnel Code, as the Code may be amended from time to time. A copy of the Personnel Code can found be in the front office of Temple Beth-El.

Professional Staff – Rabbi, Assistant Rabbi, Cantor, Educational Director or any other term that refers to the head of the school, Educational Administrator, Administrator/Executive Director, and/or such other employees as are so designated by the Board.

Quorum – The minimum number of members present and entitled to vote in order to conduct business at regular or special meetings of the Board or the Executive Committee or annual or special meetings of Temple Beth-El.

Robert's Rules of Order – The latest edition of the book on parliamentary law and procedures.

Sibling – Brother, sister, half-brother, half-sister, step-brother, or step-sister.

Trustees – Members elected by Temple Beth-El or appointed by the Board pursuant to Article IX of the Constitution to hold legal title to the real and personal property of Temple Beth-El in accordance with the laws of the Commonwealth of Virginia.

United Synagogue of Conservative Judaism – Parent body of all Conservative congregations.

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ARTICLE I. – NAME

The official name of this religious body is Temple Beth-El.

ARTICLE II. MISSION & PURPOSES

Section 1. Our mission is to lead people into a growing relationship with Jewish community, wisdom, and practice that helps them thrive intellectually, emotionally, and spiritually and that inspires them to build a more compassionate, just, and peaceful world.

Section 2. In order to provide for the spiritual, educational, and social needs of its members, the purpose of Temple Beth-El shall be to establish, provide, and maintain the following:

- a. Synagogue facilities;
- b. Cemetery facilities; and,
- c. Religious, educational, social, recreational, cultural, and other activities that preserve and strengthen Conservative Judaism.

ARTICLE III. – AFFILIATION & RITUAL

Temple Beth-El shall be affiliated with and shall conform to the ritual of the United Synagogue of Conservative Judaism.

ARTICLE IV. – MEMBERSHIP

Section 1. Eligibility. Any person(s) at least 18 years of age or who otherwise has been emancipated under applicable law and who meets one of the following qualifications shall be eligible for membership:

- a. A person of the Jewish faith.
- b. A person not of the Jewish faith whose spouse or partner is a Member. Once a Member, that person may be a Member regardless of the death, divorce or other circumstance involving the Jewish spouse or partner.

Section 2. Application for Membership.

- a. Each prospective member shall submit an application for membership:

- i. In a form approved by the Board; and,
 - ii. Signed by the applicant.
- b. The Board shall act upon the application as soon as practical following submission.

Section 3. Dues & Fees.

- a. Dues, fees and all other monetary obligations, including due dates for payment, shall be established by the Board, provided that Members shall be given at least thirty (30) days prior written notice of any applicable due date.
- b. Board action on dues, fees, and other monetary obligations shall be taken at a meeting of the Board, provided that prior written notice of the meeting and of such proposed action shall have been duly given to members of the Board.
- c. Personal requests for reduction in payment of monetary obligations, change in due dates or other financial accommodation, including adjustment, deferral or cancellation of past due accounts, shall be made in accordance with procedures established by the Board. All such requests shall be considered and acted upon with due consideration for the Member's privacy.

Section 4. Special Memberships.

- a. ***Honorary Membership*** – Honorary membership in Temple Beth-El may be granted by the Board to any person it considers worthy. Membership shall be granted upon terms and conditions the Board considers appropriate. Honorary members shall not be entitled to vote, petition, nor hold office.
- b. ***Newly Married*** – Membership shall be extended to any couple newly married at Temple Beth-El. Dues shall be waived for the twelve (12) calendar months immediately following the date of marriage; or, in the case of a couple that are already Members, dues shall be waived for the calendar year following their marriage.
- c. ***Confirmands, Children of Members and Students*** – Membership shall be extended to each Confirmand from the date of confirmation and to each child of any Temple Beth-El Member. Dues shall be waived until age twenty-three (23) while a full time student or until the age of twenty-one (21) while unmarried. During such period, the Member shall not be entitled to vote, petition, nor hold office.
- d. ***Converts*** – Membership shall be extended to each person converted at Temple Beth-El. Dues shall be waived for the twelve (12) calendar months immediately following the date of conversion.

ARTICLE V. – PRIVILEGES AND RESPONSIBILITIES OF MEMBERSHIP

Section 1. Privileges. Subject to ritual and other synagogue practices, observances and policies, each Member shall be entitled:

- a. To participate in all religious services at Temple Beth-El;
- b. To attend annual and special meetings of Temple Beth-El and any other meeting of Temple Beth-El with the permission of the President;
- c. To have a voice and to vote at all annual and special meetings of Temple Beth-El, including the election of Officers, members of the Board, Endowment Committee, and Trustees and the initial employment of the Rabbi and the Cantor, with the exceptions stated in Article IV, Section 4, above;
- d. At annual and special meetings of Temple Beth-El, to express personal observations for the good and welfare of Temple Beth-El, such observations not being subject to a vote;
- e. To serve as an Officer, member of the Board, Endowment Committee, or Trustee of Temple Beth-El, with the exceptions stated in Article IV, Section 4, above, and with the exception that a Member who is not of the Jewish faith may not serve as President or Senior Vice-President;
- f. To enroll their children in the religious school;
- g. To reserve and use the facilities of Temple Beth-El; and,
- h. To the customary services of the Rabbi, Cantor, and other members of the Professional Staff without additional charge, but subject to their availability.

Section 2. Responsibilities. Each Member shall be:

- a. Expected to fulfill financial obligations to Temple Beth-El;
- b. Expected to the extent possible, to contribute financially to Temple Beth-El above and beyond Dues;
- c. Expected to advance Temple Beth-El's purpose through involvement in congregational life, taking steps to grow Jewishly, supporting others on their Jewish journeys and working for a more just, compassionate and peaceful society; and,
- d. Encouraged to provide information on and use skills and talents to assist and benefit the Temple Beth-El community by volunteering those skills and talents when needed.

ARTICLE VI. – FORFEITURE AND REINSTATMENT OF MEMBERSHIP

Section 1. Suspension or Termination for Nonpayment.

- a. Any Member of Temple Beth-El who fails to pay dues, fees, or any other monetary obligation when due shall be in default and subject to suspension or termination from membership in Temple Beth-El.
- b. When a Member of Temple Beth-El is in default and attempts to collect the Member's past due account or otherwise reach satisfactory resolution of the Member's default fail, such failure will be reported to the Executive Committee, in accordance with procedures established by the Board and the Member will be suspended.
 - i. While suspended, the Member shall forfeit all rights and privileges of a Member of Temple Beth-El.
 - ii. If no activity – including Dues payments, tuition payments, donations, or other payments – occur on the account of a Member of Temple Beth-El who is suspended for a period two (2) years, or earlier within the discretion of the Membership Vice-President and Executive Director, the Membership Vice-President, with the approval of the Executive Committee, will ask the Board to vote to terminate their membership. Members will be reported anonymously and the affirmative vote of at least two-thirds (2/3) of the members of the Board present and voting will be required to terminate the Member.
- c. A suspended Member may be reinstated upon a satisfactory resolution of the Member's prior default as determined by the Executive Director in consultation with the Financial Vice-President.
- d. A terminated Member may file a new application for membership with Temple Beth-El upon a satisfactory resolution of their prior default as determined by the Executive Director in consultation with the Financial Vice-President.

Section 2. Resignation. The resignation of a Member of Temple Beth-El shall become effective upon receipt of written notice by Temple Beth-El, including email. Alternatively, resignation shall become effective upon the passage of fifteen (15) days without response by the Member to a written notice from the President, addressed to the Member's last known mailing or email address, confirming the Member's resignation based upon the facts stated in the notice.

Section 3. Suspension or Termination for Cause. Membership in Temple Beth-El may be suspended or terminated by the Board, other than for non-payment, for a just or proper cause. The affirmative vote of at least three-fourths (3/4) of the Board shall be required to suspend or terminate a Member's membership in Temple Beth-El for any such just or proper cause.

Section 4. Collection of Past Due Accounts. Past due accounts of former members, whether membership ceased by termination, resignation, death, or otherwise, shall be subject to collection.

ARTICLE VII. – PARLIAMENTARY PROCEDURE

Section 1. *Robert's Rules of Order.* To the extent they are not in conflict or inconsistent with the Constitution, the rules of parliamentary law and procedures in Robert's Rules of Order shall be the authority of reference in governing all meetings of Temple Beth-El, the Board, and committees.

Section 2. Parliamentarian.

- a. The duties of the Parliamentarian appointed by the President shall be to assist the President in the orderly governing of all meetings of the Board and Executive Committee, annual and special meetings of Temple Beth-El and to make parliamentary rulings at such meetings.
- b. Rulings of the Parliamentarian at any such meeting shall be final unless overruled by at least two-thirds (2/3) vote at the meeting.

ARTICLE VIII. – MEETINGS OF TEMPLE BETH-EL

Section 1. Annual and Special Meetings.

- a. The annual meeting of Temple Beth-El shall be held at Temple Beth-El in the month of May. The purposes of the annual meeting shall be the election of Officers, persons to fill expiring and vacant Board positions and, when applicable, the Trustees and members of the Endowment Committee and for the transaction of any business properly coming before the meeting. Written notice of the annual meeting of Temple Beth-El shall be given by the President to the Members of Temple Beth-El at least thirty (30) days prior to the meeting date. Included in the notice of the annual meeting shall be an agenda of the business to be transacted

at the meeting and the procedures for adding business to the agenda, making additional nominations and proposing amendments to the Constitution.

- b. Additional business shall be added to the agenda of the annual meeting of Temple Beth-El upon written petition signed by fifty (50) Members of Temple Beth-El, stating the purpose of the additional business. Such request must be received by either the President or the Secretary at least fifteen (15) days prior to the meeting date.
- c. Special meetings of Temple Beth-El shall be held at Temple Beth-El. Such meetings may be called by the President, the Board, or by written petition signed by at least (50) Members of Temple Beth-El. Such request shall be given to the President or Secretary. In each instance, the notice of the special meeting shall state the purpose for which the meeting is being called. Written notice of any special meeting shall be given by the President to the Members of Temple Beth-El at least thirty (30) days prior to the meeting date.
- d. The Constitution of Temple Beth-El may be amended at any annual or special meeting of Temple Beth-El pursuant to the provisions of Article XVII of the Constitution.
- e. Except for business added to the agenda of the annual meeting pursuant to Section 1(b) above, only the business to be transacted as stated in the notice of the meeting shall be transacted at any annual or special meeting of Temple Beth-El.
- f. A quorum shall consist of fifteen (15) percent of Members eligible to vote as of the April fifteenth (15th) prior to the date of any annual meeting of Temple Beth-El or fifteen (15) percent of Members eligible to vote as of the fifteenth (15th) of the month prior to the date of any special meeting of Temple Beth-El.
- g. (i) Notwithstanding the foregoing, the President may postpone and/or reschedule and annual meeting or a special meeting of Temple Beth-El for a period not to exceed ninety (90) days or conduct such meeting remotely (as hereinafter defined) under the following circumstances – in the event of a declared national, statewide or local state of emergency, natural disaster or other exigent circumstance – and, in addition, upon the President making the following determination – that conducting the meeting in-person would risk the personal health or safety of Members of Temple Beth-El. Any such postponement and/or rescheduling may be extended or renewed for additional periods, each not to exceed ninety (90) days, during such a circumstance and upon the President's determination. During such a circumstance and determination period, the annual meeting or a special meeting may be called and/or rescheduled and may be

conducted remotely, electronically or through the use of any means of communication by which all Members of Temple Beth-El participating may simultaneously hear each other during the meeting (hereinafter in this Constitution any such meeting shall be referred to as a “meeting conducted remotely”). A Member of Temple Beth-El participating in an annual or special meeting remotely shall be deemed to be present at the meeting for all purposes. Annual and special meetings of Temple Beth-El may be conducted in hybrid format in which some Members are participating in the meeting in-person and some are participating in the meeting remotely. (ii) In the event of the postponement or rescheduling of the annual meeting or a special meeting and such meeting is called and/or rescheduled, all notice and other requirements must be satisfied afresh, provided, however, that unless retracted by the submitter(s) additional business, nominations, and amendments to the Constitution previously and properly submitted pursuant to the provisions of this Article VIII, Section 1, and with respect to such meeting shall be added automatically to the agenda of the meeting. Further, determination of eligibility for voting purposes shall be made as of the fifteenth (15th) of the month prior to the date of the called or rescheduled meeting.

Section 2. Voting.

- a. At an annual or special meeting of Temple Beth-El, where a quorum is present, only Members present and entitled to vote and who actually vote shall count for voting purposes and for purposes of determining the requisite number of votes to approve any action. Abstentions shall not be taken into account for voting purposes and voting by proxy or by absentee ballot shall not be allowed. Except where a greater vote is specified in the Constitution, a majority vote shall prevail.
- b. For voting purposes, spouses who are Members and who are in attendance at an annual or special meeting of Temple Beth-El each shall be entitled to one vote.

ARTICLE IX. – NOMINATIONS AND ELECTIONS

Section 1. Elections. The election of Officers, members of the Endowment Committee, and persons to fill expiring and vacant Board positions shall be held at the annual meeting of Temple Beth-El. The election of the Trustees and persons to fill expiring and vacant Trustee positions shall be held at the annual meeting of Temple Beth-El.

Section 2. Qualifications and Terms of Office.

- a. Only Members of Temple Beth-El who are entitled to vote are eligible to serve as Officers, members of the Board, members of the Endowment Committee, or Trustees.
- b. Officers shall be elected to serve for a term of one (1) year from election or until their successors are elected. No person may hold the same office for more than three (3) successive terms. The spouse of an Officer shall not serve as an officer.
- c. At each annual meeting of Temple Beth-El, individuals shall be elected to serve on the Board for terms of one (1), two (2) or three (3) years from election or until their successors are elected, with the goals, but not requirements, being that (i) each class size will be approximately equal in number and (ii) the terms of an equal number of individuals will expire each year. The size of each class and the total number of elected members of the Board shall be determined by the Board Development Committee as described in Article XI, Section 1(e). No person shall be elected to serve on the Board for more than six (6) consecutive years without one (1) year's passing before such person is again eligible for election.
- d. Trustees shall be elected to serve for a term of five (5) years from election or until their successors are elected. A Trustee may be elected for additional five (5) year terms as long as the Trustee remains qualified. Trustees must be residents of the Commonwealth of Virginia and shall not be Officers or elected members of the Board of Temple Beth-El, nor Officers, board members, or trustees of any other congregation.
- e. All Officers, members of the Board, members of the Endowment Committee, and Trustees shall serve without compensation and no full-time employee of Temple Beth-El shall serve in any of the above capacities.
- f. The term of an elected member of the Board shall not be affected by appointment as a chair of a standing committee.

Section 3. Nominations.

- a. Each July, the President shall appoint a Board Development Committee comprised of five (5) members from the Board to serve until the following July. If a vacancy in the Committee occurs prior to the following July, the President will appoint a new member to the Committee. The immediate past president shall serve as chairperson of the Board Development Committee. None of the following persons shall be members of the Board Development Committee:

- i. An Officer;
 - ii. The spouse, parent, child, or sibling of an Officer;
 - iii. The spouse, parent, child, or sibling of a member of the Board Development Committee; or,
 - iv. A member who has served on the Board Development Committee for five (5) consecutive years without the subsequent passage of one (1) year.
- b. The Board Development Committee shall be responsible for developing and recommending a slate of persons to fill expiring and vacant Board positions at the next annual meeting of Temple Beth-El pursuant to Article XI, Section 1, Paragraph (e), of the Constitution. When applicable, the Board Development Committee will recommend a slate of Officers, Trustees, and Endowment Committee members for election at the next annual meeting of Temple Beth-El pursuant to Article IX, Section 2, of the Constitution for Officers, Article IX, Section 2, of the Constitution for Trustees, and Article XIV, Section 6, for Endowment Committee members. The Committee shall submit to the Board at its March meeting the Committee's slate of nominees.
 - c. The Board Development Committee will also be responsible for appropriate training for new members of the Board, Officers and committees, and any Board orientation deemed necessary.
 - d. The slate of nominees shall be included in the notice of the annual meeting of Temple Beth-El. The Board Development Committee shall present the slate of nominees at the annual meeting.

Section 4. Additional Nominations. Additional nominations may be made only by petition signed by at least fifty (50) Members of Temple Beth-El. The petition shall be submitted to the Board Development Committee at least fifteen (15) days prior to the annual meeting date. Each added nominee must be qualified for elective position. Each added qualified nominee shall be included in the Board Development Committee's slate of nominees presented at the annual meeting of Temple Beth-El. The procedure for making additional nominations shall be included in the notice of the annual meeting.

Section 5. Voting. Where more than one (1) candidate for an elective position is nominated, the election shall be by closed ballot. The candidate receiving a majority of the ballots shall be declared elected. If a majority is not obtained on the first ballot, the candidate with the lowest ballot count shall be dropped in succeeding ballots and the balloting shall continue until a majority is obtained.

Section 6. Removal. An Officer, member of the Board, Trustee, or Endowment Committee member may be suspended or removed from office for a just or proper cause at any meeting of the Board, provided that prior written notice of the meeting and of such proposed action shall have been duly given to members of the Board. The affirmative vote of at least three-fourths (3/4) of the members of the Board present and voting shall be required to suspend or remove any person from elected office.

Section 7. Vacancies. Any vacancy that occurs during the term of any Officer, elected member of the Board, Trustee, or the Endowment Committee, with the exception of the President, including a vacancy resulting from the suspension or removal of any such person, shall be filled in the following manner:

- a. The President shall notify the Board Development Committee of the vacancy as soon as practicable after a vacancy exists.
- b. The Board Development Committee shall submit one or more nominees to the Board at its next Board meeting for action by the Board, except that the Committee shall have discretion as to whether to recommend nominees to fill a vacancy during the term of an elected member of the Board. If a vacancy is not filled prior to notice being given of the next annual meeting of Temple Beth-El, the vacancy will be deemed to have expired.
- c. The nominee appointed by the Board shall fill the vacancy until the next annual meeting of Temple Beth-El, except that a person filling a vacancy during the term of any Trustee shall serve for the remainder of the unexpired term of the former Trustee.
- d. Provided, however, should the vacancy on the Endowment Committee be left by a member who was selected by the Endowment Committee, then the Endowment Committee shall nominate its replacement.

ARTICLE X. – OFFICERS

Section 1. Officers. The Officers shall be:

- a. President.
- b. Senior Vice-President.
- c. Three (3) Vice-Presidents:
 - i. Financial Vice-President
 - ii. Learning and Social Action Vice-President; and,
 - iii. Membership Vice-President.
- d. Secretary.

Section 2. Duties of President.

- a. To act as Chief Executive Officer of Temple Beth-El subject to the general supervision of the Board;
- b. To execute all official documents on behalf of Temple Beth-El and to execute paper checks or authorize payments, if online payments are utilized, with either the Financial Vice-President, immediate past president, or Administrator/Executive Director;
- c. To preside at all meetings of Temple Beth-El, the Board and Executive Committee, to provide notice of such meetings and to invite to any meeting any guest(s) the President may consider necessary for the business on the agenda of the meeting;
- d. To call special meetings of Temple Beth-El, the Executive Committee, and of the Board;
- e. If the immediate past president resigns from or fails to remain a member of Temple Beth-El or is unwilling or unable to serve on the Executive Committee, to appoint the most recent preceding past president of Temple Beth-El who is a member and willing to serve for the unexpired past president's term on the Executive Committee;
- f. To appoint a Parliamentarian from the Officers or the Board to serve at the will of the President pursuant to Article VII Section 2;
- g. To establish special committees, to appoint chairpersons and members of standing and special committees and to increase or decrease the size of committees, except that the President shall have no authority to increase or decrease the size of the Board Development Committee, the immediate past president shall serve as the chairperson of the Board Development Committee, the Financial Vice-President shall serve as the chairperson of the Budget and Finance Committee, and the Membership Vice-President shall serve as the

chairperson of the Membership Committee. The President shall have no authority over the Endowment Committee other than serving as an advisor;

- h. To establish a search committee when the position of Rabbi and/or Cantor is vacant or when any such vacancy is anticipated and to appoint the members of the committee, at least four (4) of whom shall be non-Board members, and its chairperson;
- i. To serve as an Ex Officio Member of all committees, except the Nominating Committee, and to receive notices of their respective meetings;
- j. To make a full report of the progress and status of the affairs of Temple Beth-El at the annual meeting of Temple Beth-El;
- k. To administer the Constitution, to administer resolutions duly adopted and policies duly established by Temple Beth-El, the Board, and the Executive Committee;
- l. To appoint one or more delegates or representatives to the Convention of the United Synagogue of Conservative Judaism and to any other organizations as shall be deemed appropriate by the President;
- m. To establish a Constitution Committee every five (5) years, no later than July of the fifth year, to review the Constitution and recommend any needed amendments to the Constitution. The President may establish a Constitution Committee at any time to consider amendments;
- n. To perform any additional duties or exercise any additional powers given to the President by the Board;
- o. To notify the chairperson of the Board Development Committee of any vacancy with respect to an Officer, the Endowment Committee, or a Trustee; and,
- p. To provide oversight for committees or other groups formed to determine Temple Beth-El's long-term strategy.

Section 3. Duties of Senior Vice-President.

- a. To perform all of the duties of the President should the President be temporarily absent or unavailable;
- b. To serve as President until the next annual meeting of Temple Beth-El if the President dies, becomes disabled, resigns, is unable to serve, is removed from office, or the office of President is otherwise determined to be vacant;
- c. To serve as Ex Officio Member of the Budget and Finance, Facilities, Personnel and Ritual Committees, to receive notices of their respective meetings, to serve as liaison to United Synagogue of Conservative Judaism, and to provide oversight for security and technology matters;
- d. To execute paper checks or authorize payments, if online payments are utilized, with the Financial Vice-President, immediate past president, or Administrator/Executive Director,
- e. To perform any other duties of Temple Beth-El as directed by the President.

Section 4. Duties of Learning and Social Action Vice-President.

- a. To provide oversight for youth and adult education and social action programming and to receive notices of meetings; and,
- b. To serve as Ex Officio Member of the School Committee, and to receive notices of their meetings; and,
- c. To perform any other duties of Temple Beth-El as directed by the President.

Section 5. Duties of Financial Vice-President.

- a. To serve as chairperson of the Budget and Finance Committee and as Ex Officio Member of the Fundraising and Development Committee and to receive notices of their respective meetings. The Financial Vice-President shall serve as an advisor to the Endowment Committee;
- b. To execute paper checks or authorize payments, if online payments are utilized, with either the President, Senior Vice-President, immediate past president or Administrator/Executive Director;
- c. To oversee all funds of Temple Beth-El and all money deposited in bank accounts;
- d. To keep full and accurate accounts of all receipts and disbursements of funds and provide a report at regular meetings of the Board;
- e. To oversee disbursed funds of Temple Beth-El as authorized by the Board; and,
- f. To perform any other duties of Temple Beth-El as directed by the President.

Section 6. Duties of Membership Vice-President.

- a. To serve as chairperson of the Membership Committee;
- b. To provide oversight for new member recruitment, new member engagement, college outreach (college mom), other programming groups created to serve the congregation, and to receive notices of their respective meetings;
- c. To coordinate publicity and communication with the Professional Staff; and,
- d. To perform any other duties of Temple Beth-El as directed by the President.

Section 7. Duties of Secretary.

- a. To keep full and accurate minutes of all annual and special meetings of Temple Beth-El, and all regular and special meetings of the Board, and the Executive Committee;
- b. To serve as archivist for Temple Beth-El;
- c. To work with others as necessary to determine annual award recipients; and,
- d. To perform any other duties of Temple Beth-El as directed by the President.

ARTICLE XI. – BOARD OF GOVERNORS

Section 1. Composition. The Board shall consist of the following Members of Temple Beth-El:

- a. The Officers of Temple Beth-El;
- b. The past presidents of Temple Beth-El; provided, however, each such past president has remained a Member since holding office;
- c. A representative from each of the Men's Club, Sisterhood, and Cemetery Corporation, who are not already members of the Board;
- d. A representative from each of the Facilities, Personnel, Ritual, and School Committee, who are not already members of the Board; and,
- e. Twelve (12) to sixteen (16) Members elected to serve on the Board, with the size of each class, the term of each elected member of the Board and the total number of elected members of the Board determined by the Board Development Committee.

Section 2. Powers and Duties. The powers and duties of the Board shall be:

- a. To manage the affairs and act on behalf of Temple Beth-El, including the power to borrow money on behalf of Temple Beth-El;

- b. To have charge, supervision, and control over the property of Temple Beth-El, other than property subject to and under the control and auspices of the Endowment Committee, including the power:
 - i. To acquire by purchase or merger, lease, or any other manner, real estate or personal property;
 - ii. To improve and/or maintain, mortgage, or encumber the property of Temple Beth-El;
 - iii. To acquire, by gift or bequest, property of any kind; and,
 - iv. To dispose of any property by sale, exchange, gift, or any other manner.
- c. To maintain adequate insurance for all property of Temple Beth-El;
- d. To authorize the creation of auxiliary organizations of Temple Beth-El and to supervise the general conduct of their affairs;
- e. To establish the fiscal year of Temple Beth-El;
- f. No later than its March meeting, to act upon each fiscal year's budget as submitted by the Budget and Finance Committee and to modify the budget and/or make additional appropriations, not included in the current budget, needed because of circumstances or conditions arising during the current fiscal year. If there is no Quorum at its March meeting or if there is no March meeting, the budget shall be acted upon at the next meeting of the Board at which a Quorum is present;
- g. To establish classes of membership, membership dues, fees and charges, and due dates for payment pursuant to Article IV, Section 3 of the Constitution;
- h. To establish, maintain, adopt, and enforce rules and regulations with respect to the rights and privileges of Members and to suspend or terminate a Member's membership pursuant to Articles V and VI of the Constitution;
- i. To designate, on the Budget and Finance Committee's recommendation, a bank or banks for the deposits of funds of Temple Beth-El;
- j. To designate Officers and employees to be bonded and the amount of the bond;
- k. To hire all employees of Temple Beth-El subject to Article XIV, Section 11 of the Constitution, and to engage all independent contractors, including a certified public accountant to review or audit the books of Temple Beth-El;
- l. To determine the compensation of each of the employees and independent contractors of Temple Beth-El;
- m. To solicit, receive, and review reports, recommendations, and action from Officers and committees and to act upon same, except that the Board Development

Committee shall be the sole authority with respect to certain actions pursuant to Article IX of the Constitution;

- n. To approve the membership application form, to act upon all new and reinstatement applications for membership and to grant honorary memberships at the Board's discretion;
- o. To ensure that adequate cemetery facilities and services are available to the Members of Temple Beth-El and to assist and cooperate with the Cemetery Corporation in the Cemetery Corporation's providing of such facilities and services;
- p. To fill vacancies during the term of any Officer, Trustee, or the Endowment Committee pursuant to Article IX, Section 7 of the Constitution;
- q. To establish, maintain, amend, and enforce requirements and other standards regarding Board members' participation in and attendance and conduct at meetings, religious services, and other activities of Temple Beth-El;
- r. To determine when a vacancy exists with respect to an Officer, Trustee, or Endowment Committee member, or otherwise suspend or remove an Officer, Board member, Trustee, or Endowment Committee member for a just or proper cause pursuant to Article IX, Section 6 of the Constitution; and,
- s. To construe and interpret the Constitution.

Section 3. Meetings.

- a. Regular meetings of the Board shall be held on the second Thursday of each month, except during the month of May when the Board may or may not meet. The President or the Board may change any regular meeting date. Members of the Board shall be notified of any change of a regular meeting date.
- b. Special meetings of the Board may be called by the President or by the written request of ten (10) members of the Board given to the President or to the Secretary. Written notice of the special meeting, stating the purpose of the meeting, shall be given by the President to the members of the Board at least ten (10) days prior to the meeting date.
- c. Special meetings of the Board may be called with at least five (5) days prior notice in the event of an emergency.
- d. A quorum shall consist of a majority of the members of the Board, provided that, except for the immediate past president, only past presidents in attendance shall be included for the purposes of determining a quorum.

- e. Board members shall attend at least sixty percent (60%) of the monthly meetings and the annual meeting.
- f. In-person meetings shall be the preferred means of conducting meetings of the Board and the President shall endeavor to call and conduct meetings of the Board in-person. Meetings of the Board may be conducted remotely. A member of the Board participating in a meeting conducted remotely shall be deemed to be present at the meeting for all purposes. Meetings of the Board may be conducted in a hybrid format in which some members of the Board are participating in the meeting in-person and some are participating in the meeting remotely.

Section 4. Voting. At any Board meeting, where a quorum is present, only Board members present and who actually vote shall count for voting purposes and for purposes of determining the requisite number of votes to approve any action. Abstentions shall not be taken into account for voting purposes and voting by proxy or by absentee ballot shall not be allowed. Except where a greater vote is specified in the Constitution, a majority vote shall prevail.

Section 5. Conflict of Interest. No member of the Board shall vote on any matter before the Board if the member of the Board or the member's immediate family has a direct financial interest in such matter.

ARTICLE XII. – EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee shall consist of the immediate past president, Officers, and a representative of each of the Sisterhood, Men's Club, and the School, Ritual, Facilities, and Personnel Committees.

Section 2. Powers. The Executive Committee shall:

- a. Have the power to make recommendations for consideration by the Board;
- b. Have the power to borrow money on behalf of Temple Beth-El pursuant to Article XV, Section 2 of the Constitution;
- c. Have the power to act for the Board in case an emergency shall occur between Board meetings; and,
- d. Report its recommendations, borrowings, and any action taken under its emergency powers to the Board at the next Board meeting.

Section 3. Meetings.

- a. Regular meetings of the Executive Committee shall be held on the first Thursday of each month. The President may cancel or change a regular meeting date. Members of the Executive Committee shall be provided with prior notice of any change in a regular meeting date.
- b. Special meetings of the Executive Committee may be called by the President or by the written request of six (6) members of the Executive Committee given to the President or Secretary. Written notice of the special meeting, stating the purpose of the meeting, shall be given by the President to the members of the Executive Committee at least three (3) days prior to the meeting date, except that prior notice shall be sufficient in the case of an emergency.
- c. A quorum shall consist of a majority of the members of the Executive Committee.
- d. Meetings of the Executive Committee may be conducted in person and/or remotely. Meetings of the Executive Committee may be conducted in hybrid format where some members of the Executive Committee are participating in-person and some are participating remotely. A member of the Executive Committee participating in a meeting remotely shall be deemed to be present at the meeting for all purposes.

Section 4. Voting. At any meeting of the Executive Committee, where a quorum is present, only Executive Committee members present and who actually vote shall count for voting purposes and for purposes of determining the requisite number of votes to approve any action. Abstentions shall not be taken into account for voting purposes and voting by proxy or by absentee ballot shall not be allowed. Except where a greater vote is specified in the Constitution, a majority vote shall prevail. When required, on an emergency basis, the President may submit for discussion and vote a resolution to the Executive Committee by electronic mail; provided, any such vote shall be ratified or rejected at the next scheduled Executive Committee meeting.

ARTICLE XIII. – TRUSTEES

Section 1. Number. There shall be five (5) Trustees of Temple Beth-El.

Section 2. Powers and Duties.

- a. The Trustees shall have legal title to all real and personal property of Temple Beth-El, but shall have no power to control or manage the property. The real and personal property of Temple Beth-El shall always be under the control and management of the Board.

- b. Powers given the Trustees concerning real and personal property of Temple Beth-El shall be exercised only in the manner provided by applicable laws of the Commonwealth of Virginia, other applicable governmental bodies, and in accordance with the Constitution of Temple Beth-El.
- c. A majority of the Trustees shall have the right to exercise the powers given to the Trustees.

ARTICLE XIV. – STANDING COMMITTEES

Section 1. Standing Committees. The standing committees of Temple Beth-El shall be:

- a. Budget and Finance;
- b. Endowment;
- c. Facilities;
- d. Fundraising and Development.
- e. Membership and Publicity;
- f. Board Development;
- g. Personnel;
- h. Ritual; and,
- i. School.

Section 2. Appointments. The members of the standing committees and their chairperson(s) shall be appointed by the President, except that the Financial Vice-President shall serve as chairperson of the Budget and Finance Committee, the Membership Vice-President shall serve as chairperson of the Membership Committee, and the immediate past president shall serve as the chairperson of the Board Development Committee. The President shall serve as an Ex Officio Member of all committees, except the Board Development Committee as to which the President's role is described in Article IX, Section 3(b), of the Constitution. All members of standing committees of Temple Beth-El shall serve without compensation. The Administrator/Executive Director shall serve as an advisor to all committees. The President shall have no authority over the Endowment Committee other than serving as an advisor. No chairperson of a standing committee shall serve more than a five (5) year consecutive term without the subsequent passage of one (1) year.

Section 3. Meetings. Chairpersons of the committees shall call committee meetings and give at least a five (5) day notice of the date, place, and time of the meeting to committee members and the President. Committee meetings may be conducted in person and/or remotely. Committee meetings may be conducted in a hybrid format where some committee members are participating in-person and some are participating remotely. A committee member participating in a meeting remotely shall be deemed to be present at the meeting for all purposes.

Section 4. Proceedings and Supervision.

- a. Each committee shall record and report its proceedings at the next meeting of the Board, as appropriate, either orally or in writing including via advance email.
- b. Each committee shall prepare an annual budget and submit it in writing on the form approved by the Budget and Finance Committee to the Budget and Finance Committee by January 1 so that it may be considered for inclusion in the annual proposed budget for the next fiscal year.
- c. Committee decisions, determinations, and recommendations shall be under the supervision, control, and approval of the Board, except with respect to certain actions of the Board Development Committee pursuant to Article IX of the Constitution.
- d. A quorum shall consist of the majority of committee members eligible to vote.
- e. The chairperson of each committee shall be responsible for the following:
 - i. To schedule periodic committee meetings;
 - ii. To take, or assign another committee member to take, meeting minutes and to distribute minutes to the committee members;
 - iii. To report to the President, either orally or in writing, committee activities;
 - iv. When requested, to attend Executive Committee or Board meetings to present items for discussion or voting at such meetings; and,
 - v. To perform other duties as requested by the President or determined by the Board.

Section 5. Budget and Finance Committee. The Committee shall:

- a. Consist of four (4) appointed members who are not Officers, and one representative from each of the Sisterhood and Men's Club. The Financial Vice-President shall serve as the chairperson of the Budget and Finance Committee.
- b. Develop and implement a budget preparation process, prepare an estimated budget for the next fiscal year based on the estimated income and expenses of

Temple Beth-El and submit the estimated budget to the Board so that the board may act upon the budget no later than at its March meeting.

- c. Develop a form for use by committees in preparation of their budgets, assist committees in preparation of their budgets, and establish a process for reviewing and approving committee budgets.
- d. Review at least annually classes of membership, membership dues, fees and charges, and due dates for payment and submit its recommendations to the Board for action.
- e. Review the income and expenses of Temple Beth-El and make a report of its review with recommendations to the Board at each regular meeting.
- f. Have an annual review of the books of Temple Beth-El by the engaged certified public accountant completed by January 1 of each calendar year and submit the certified public accountant's report, with recommendations, to the Board at its January meeting. If the Committee determines a periodic audit of the books of Temple Beth-El is desired, then an audit instead of a review will be performed that year.

Section 6. Endowment Committee.

- a. The Endowment Committee shall have five (5) voting members. Members shall be elected for three (3) year staggered terms at the annual meeting of Temple Beth-El. Three (3) of the members shall be nominated by the Committee itself after consultation with the Executive Committee and two (2) of the members shall be nominated by the Board Development Committee after consultation with the Committee. No member may be elected to serve for more than six (6) consecutive years without one (1) year's passing before such member is eligible again for election to the Committee. The chairperson of the Committee shall be selected at the Committee's annual meeting by the Committee itself from among its members for a one (1) year term. The President and Financial Vice-President shall serve as advisors to the Committee. The Administrator/Executive Director of Temple Beth-El shall serve as secretary of the Committee and provide administrative support.
- b. The Committee shall have the following duties and responsibilities:
 - i. To promote the future of Temple Beth-El and its future financial viability through increased synagogue endowments;

- ii. To afford synagogue Members with greater opportunities and incentives to endow synagogue operations, programs, and projects for the future and to encourage planned giving;
- iii. To protect and preserve the synagogue's endowment funds and non-operating assets;
- iv. To receive, manage, invest, administer and distribute endowment funds and non-operating synagogue assets, with all foundation funds and assets transferred initially to the Committee to remain subject to restrictions and conditions to which they are subject;
- v. To develop a manual of operations for the Committee, including investment, management and fund distribution guidelines, and prepare on an annual basis an operational budget;
- vi. To establish fund categories, fund criteria and fund and asset acceptance policies;
- vii. To meet at least quarterly with one of the meetings designated as an annual meeting;
- viii. To report to the Board of Governors at least twice a year and to report to the congregation at the congregational annual meeting;
- ix. To have endowment funds and assets and Committee operations reviewed annually as part of the synagogue review or audit as determined by the Budget and Finance Committee; and,
- x. To develop broad criteria for membership on the Committee, consult with the Executive Committee as to prospective Committee membership by its March meeting, nominate members for election at the annual meeting of Temple Beth-El and submit to the Board at its March meeting the Committee's list of nominees.

Section 7. Facilities Committee.

- a. The Facilities Committee shall have at least two (2) appointed members. The Senior Vice-President shall serve as an Ex Officio Member of the Committee.
- b. The Committee shall have the following duties and responsibilities:
 - i. To review the physical plant needs of the Temple Beth-El buildings including the sanctuary, administrative and old school buildings at Grove Avenue and Roseneath Road and the new school building on Parham Road;
 - ii. To maintain a list of potential repairs or upgrades to the properties listed above and the priority in which they need to be made as funding is available;

- iii. To work with Professional Staff when there is a building repair issue to review estimates for repairs and to assist in the determination of the scope of repairs; and,
- iv. To assist in making recommendations to the Board when repairs are needed by assisting Professional Staff in providing details, cost estimates, and a recommended plan of action upon approval and determination of funding.

Section 8. Fundraising and Development Committee.

- a. The Fundraising and Development Committee shall have at least five (5) appointed members. The Financial Vice-President shall serve as an Ex Officio Member of the Committee. The Committee shall perform its responsibilities in conjunction with the Administrator/Executive Director as appropriate.
- b. The Committee shall have the following duties and responsibilities:
 - i. To formulate and maintain a development plan;
 - ii. To track annual giving, determine major donors and create packages for donor solicitation;
 - iii. To develop and implement comprehensive, on-going and special endowment campaigns, techniques and strategies, i.e. planned giving and endowment fund-raising; and,
 - iv. To establish and manage sub-committees and program and event committees as needed to perform committee responsibilities and carry out its activities.

Section 9. Membership Committee.

- a. The Membership Committee shall have at least five (5) appointed members. The Membership and Publicity Vice-President shall serve as chairperson of the Committee.
- b. The Committee shall have the following responsibilities:

- i. To advise and make recommendations to the Board regarding qualifications for membership, classes of membership, the membership application form, and any other matters concerning membership;
- ii. To develop and maintain a standard membership application form and submit it and recommendations to the Board for action;
- iii. To review any application for membership to Temple Beth-El, report the result of its review, and make recommendations to the Board for action; and,
- iv. To establish and implement programs for recruitment and retention of Members, orientation and new Member programs and other activities relating to the membership of Temple Beth-El.

Section 10. Board Development Committee. Each July, the President will appoint five (5) members of the Board to serve on the Board Development Committee until the following July. The immediate past president shall serve as the chairperson of the Board Development Committee. The appointment of the Board Development Committee, and its actions and duties, shall be pursuant to Article IX of the Constitution.

Section 11. Personnel Committee.

- a. The Personnel Committee shall be composed of at least the following persons: (i) one non-chair member of the Budget and Finance Committee; (ii) one non-chair member of the Ritual Committee; (iii) one non-chair member of the School Committee; and, (iv) three (3) individuals who are not members of the Executive Committee. The Senior Vice-President shall serve as an Ex Officio Member of the Committee.
- b. The Committee shall be responsible for reviewing, maintaining, and administering the Personnel Code.
- c. The Committee shall review the Personnel Code at least every five (5) years and submit its recommendations for change to the Board for action.
- d. When a vacancy exists on the Professional Staff and/or the office staff of Temple Beth-El, with the exception of the Rabbi and/or the Cantor, the responsibility for securing candidates for the vacancy shall be the Committee's.
- e. The Committee shall act as liaison between the Professional Staff and the Board.
- f. The Committee shall be responsible for evaluating the Professional Staff in writing on at least an annual basis as provided in the Personnel Code. The Committee shall report to the Board within two months as to each completed evaluation (i) the format of its evaluation, (ii) that the Personnel Code procedures were or were

not followed and if not, why, and (iii) whether or not the employee signed the evaluation and appended written comment.

- g. Employees of Temple Beth-El, including the Rabbi and Cantor, shall be subject to and governed by the Personnel Code, as the Personnel Code may be amended from time to time.
- h. The initial employment of each Rabbi and Cantor who is to be employed for longer than one (1) year shall require the recommendation by at least a two-thirds (2/3) vote of the Board. Thereafter, such employment shall be approved with the affirmative vote of at least two-thirds (2/3) of the Members present and voting at an annual or special meeting of Temple Beth-El. Renewals of such employment shall be approved by the Board.
- i. The Committee shall be responsible for recommending compensation for employees and independent contractors, with the exception of staff or teachers of the Temple Beth-El Religious School.

Section 12. Ritual Committee.

- a. The Ritual Committee shall have at least ten (10) appointed members. The Senior Vice-President shall serve as an Ex Officio Member of the Committee. The Rabbi, Assistant Rabbi, and Cantor shall serve as advisors to the Committee.
- b. The role of the Ritual Committee shall be to establish the religious and ritual practices, observances and policies of Temple Beth-El. Decisions impacting synagogue and congregational religious and ritual practices, observances and policies shall be made jointly by the Rabbi and the Ritual Committee through a collaborative and cooperative process guided by synagogue customs, traditions and preferences, the Rabbi's knowledge and expertise in Halacha, and the positions of the Committee on Jewish Law and Standards of the Rabbinical Assembly.
- c. The goals and responsibilities of the Ritual Committee shall include, but shall not be limited to, the following:
 - i. To assist Temple Beth-El's clergy;
 - ii. To develop, foster and encourage ritual leadership, including davening and Torah and Haftarah reading;
 - iii. To encourage, facilitate, teach, develop and increase ritual observances, practices and commitment of the congregation in the synagogue and in the home;

- iv. To encourage and facilitate greater congregational participation in religious services and implement meaningful, enriching and fulfilling religious services;
- v. To confer with the School Committee and Educational Director on those aspects of synagogue service and ritual which involve the participation of religious school families;
- vi. To determine time, location, and standards of decorum for services, and to educate or make known these standards to the congregation;
- vii. To provide ushers at services when and as needed and to select Gabbaim;
- viii. To facilitate use of the Mikveh outside of Temple Beth-El normal business hours (i.e. weekends, evenings, and special holiday or occasion use);
- ix. To award honors at High Holy Days and at Simchat Torah services;
- x. To recommend to the Board the hiring of additional clergy and related personnel for High Holy Days services and other activities, as needed; and,
- xi. The Committee shall be consulted about the hiring and evaluation of the synagogue's clergy.

Section 13. School Committee.

- a. The School Committee shall have at least eight (8) appointed members, including one (1) Sisterhood representative and one (1) Men's Club representative. The Learning and Social Action Vice-President shall serve as an Ex Officio Member of the Committee.
- b. The Committee shall develop, supervise, manage, and implement the programs of the religious school with the consultation and advice of the Rabbi, Cantor, and the Educational Director.
- c. The Committee may hire faculty and youth advisors with the consultation and advice of the Educational Director to the extent the position(s) in question and compensation level(s) are budgeted and have previously been approved by the Board; otherwise, Board approval shall be required for the hire(s).
- d. The Committee shall recommend a schedule of tuition fees for students and a pay schedule for faculty and other employees of the school.
- e. The Committee shall prepare its annual budget with the consultation and advice of the Educational Director.
- f. The Committee shall be consulted about the hiring and evaluation of the Educational Director.

ARTICLE XV. – PROPERTY, LOANS, AND FINANCES

Section 1. Property. Temple Beth-El may acquire, control, and otherwise act upon real and personal property as required or desired for its purposes.

Section 2. Loans.

- a. The Executive Committee shall have the authority to borrow money on behalf of Temple Beth-El for its operations. The instrument evidencing any such loan shall be executed as required in Section 3 below.
- b. If total outstanding loan balances for operations are \$50,000.00 or more or if a proposed loan for operations, if made, would result in total outstanding loan balances of more than \$50,000.00, approval of the Board must be obtained prior to the making of any such additional loan.

Section 3. Finances.

- a. Checks, paper or online, drawn on any bank account of Temple Beth-El or instruments evidencing loans in the name of Temple Beth-El shall be executed and/or authorized in any of the following manners:
 - i. By the President and either the Financial Vice-President, immediate past president, or Administrator/Executive Director;
 - ii. By the Senior Vice-President and either the Financial Vice-President or Administrator/Executive Director; or,
 - iii. By the Financial Vice-President and the Administrator/Executive Director.
- b. Checks drawn on any bank or other institutional account managed by the Endowment Committee or instruments of transfer relating to same shall be executed by the President or Financial Vice-President and the chairperson of the Endowment Committee.

ARTICLE XVI. – CEMETERY CORPORATION

Section 1. Directors and Officers. The directors and officers of the Cemetery Corporation shall be Members of Temple Beth-El and shall be elected according to the Cemetery Corporation's Articles of Incorporation.

Section 2. Management and Authority.

- a. The property, business, and affairs of the Cemetery Corporation shall be managed by the board of directors of the Cemetery Corporation in accordance with the Cemetery Corporation's Articles of Incorporation, the laws of the Commonwealth of Virginia and other governmental bodies, and the Constitution of Temple Beth-El.
- b. The Board of Temple Beth-El shall perform the duties with respect to the Cemeteries and the Cemetery Corporation as are set forth in Article XI, Section 2(o) of the Constitution.

ARTICLE XVII. – AMENDMENTS

Section 1. Approval at Annual or Special Meeting of Temple Beth-El. Amendments to the Constitution which have been proposed by the Board and/or by petition as set forth in Sections 2 and 3 below may be approved at any annual or special meeting of Temple Beth-El called pursuant to Article VIII of the Constitution provided:

- a. Written notice stating the proposed amendment shall be given by the President to the Members of Temple Beth-El at least fifteen (15) days prior to the meeting date.
- b. The proposed amendment shall be approved by the affirmative vote of at least two-thirds (2/3) of the Members at the meeting.

Section 2. Amendments Proposed by the Board.

- a. The Board may propose amendments to the Constitution at any regular or special meeting of the Board.
- b. The proposed amendment shall not be acted upon by the Board until the next regularly scheduled meeting of the Board where the proposed amendment is included in the notice of the meeting. The proposed amendment shall be approved by at least two-thirds (2/3) vote of the Board at such meeting.

Section 3. Amendments Proposed by Petition.

- a. Amendments to the Constitution may be proposed by petition signed by at least fifty (50) Members of Temple Beth-El pursuant to the provisions of Article XVIII of the Constitution. The petition shall be submitted to either the President or the Secretary.
- b. The procedure for proposing amendments to the Constitution by petition shall be included in the notice of the annual meeting of Temple Beth-El.

Section 4. Effective Date. Amendments to the Constitution shall be effective immediately upon approval unless a future effective date is stated in the approved amendment.

ARTICLE XVIII. – EFFECTIVE DATE

This Constitution of Temple Beth-El is effective as of May 23, 2021, having been approved at the Annual Meeting of Temple Beth-El on said date.