

# CONSTITUTION OF THE YOUNG ISRAEL OF ELKINS PARK

## Statement of Mission and Purposes

In order to maintain and conduct a synagogue in keeping with the dictates of Halacha and the traditions of Orthodox Judaism, to make available educational programming that is consistent with a Torah-based lifestyle, and to foster Orthodox Judaism, and Jewish practice in ourselves, our children, and our community, we the Congregants hereby do ordain and establish this Constitution for the Young Israel of Elkins Park.

## Article 1 -- Name

Section 1. This organization, the Orthodox Minyan of Elkins Park, shall be known as the Young Israel of Elkins Park, a non-profit religious corporation in the County of Montgomery of the Commonwealth of Pennsylvania, whose registered offices are located in the Elkins Park section of the township of Cheltenham.

## Article 2 -- Definitions and Interpretation

### Section 2. Specific Terms

- (a) "Absentee Ballot" shall have the meaning set forth in **Article 8, Section 4.**
- (b) "Absolute Majority" or "Absolute Vote" shall mean a majority of all those who are entitled to vote in a particular election, whether or not they actually cast a ballot.
- (c) "Application" shall have the meaning set forth in **Article 4 Section 7.**
- (d) "Board" shall mean the Board of Directors, as defined in **Article 10.**
- (e) "Congregation" shall mean the Young Israel of Elkins Park, as defined in **Article 1, Section 1,** or its constituent members, as context may dictate.
- (f) "Director" shall mean any individual serving on the Board.
- (g) "Election Meeting" shall have the meaning set forth in **Article 6, Section 2.**
- (h) "Dues Adjustment Committee" shall have the meaning set forth in **Article 5, Section 5.**

- (i) “Halacha” shall mean Jewish Law as formulated by an Orthodox Rabbi, as such formulation was understood by the Congregation at the time of the enactment of this Constitution.
- (j) “Member in Good Standing” shall mean a current member of the Congregation under this Constitution whose voting rights have not been suspended.
- (k) “Meeting Request” shall have the meaning set forth in **Article 6, Section 4.**
- (l) “Nominating Committee” shall have the meaning set forth in **Article 7, Section 2.**
- (m) “Officer” shall have the meaning set forth in **Article 11.**
- (n) “Search Committee” shall have the meaning set forth in **Article 19, Section 2.**
- (o) “Vacancy” shall mean an office which is deemed to be unoccupied due to death, incapacity, resignation, removal, excessive absence as delineated in this Constitution, or for other reasons.

Section 3. Rules of Interpretation

- (a) Transliterated Hebrew words not otherwise defined herein shall have the meaning as they are commonly used.
- (b) Any defined term used in the singular may be construed to include the plural where context indicates.
- (c) Any provision of this Constitution should be interpreted in a way which most advances the purposes and goals to which this Congregation is dedicated, as set forth in the Statement of Mission and Purposes of this Constitution.
- (d) A vote shall be successful if it obtains a majority. Unless otherwise specified herein, a majority is comprised of more than fifty percent (50%) of the eligible votes cast.

Article 3 -- Dispute Resolution

Section 1. Any dispute concerning matters of Jewish law, ritual, or worship of the Congregation, including such disputes between a majority of the members and a minority consisting of even one single member, shall be referred:

- (a) To the Rabbi of the Congregation, if one exists as provided for in **Article 19**, for final, binding and conclusive determination;

- (b) If there is no Rabbi of the Congregation, or for matters that directly affect such Rabbi, including without limitation his remuneration, benefits, or contractual terms, then the dispute shall be referred to the rabbi with whom the Congregation consults on questions of Halacha or, if there is no such rabbi, to a rabbi agreed upon by all parties to the dispute. If all sides to the dispute do not agree upon a rabbi, then the dispute shall be referred for final, binding and conclusive determination to the Orthodox Beth Din of Greater Philadelphia or a different duly authorized Beth Din in a different locale agreed upon by the disputants.

Section 2. Unless otherwise provided for by this Constitution, any dispute not concerning matters of Jewish law, ritual, or worship of the Congregation primarily affecting the Congregation shall be submitted for resolution to:

- (a) the Board, if the Board is not a party to the dispute. If a Director is a party to the dispute, that Director shall not be present for any discussion or vote regarding any aspect of the dispute. Any non-prevailing party may appeal the decision of the Board to the Congregation of a Congregational Meeting duly-called pursuant to the applicable terms hereof.
- (b) the Congregation, if the Board is a party to the dispute. A Congregational Meeting shall be called within thirty (30) days of submission of such dispute and the Congregation shall select a person to preside at the meeting.

Section 3. Under no circumstances shall such disputes ever be submitted to another court, tribunal, or authority.

#### Article 4 -- Membership

Section 1. Any Jew who has reached the age of eighteen (18) shall be eligible for membership.

Section 2. This Congregation shall consist of the following categories of memberships: family, single, special, and associate.

Section 3. Family membership. A family, including children still in school or below the age of 18, living together shall be eligible to join the Congregation as a family membership.

Section 4. Single membership. Any individual, whether married or unmarried, shall be eligible to join as a single member. In addition, a single parent with children under eighteen years of age (18) shall be considered a single member.

Section 5. Special membership. The following categories of individuals may join with special member status:

- (a) students;
- (b) a single person above the age of seventy (70) and who is no longer employed full time; or
- (c) a family in which one of the heads of the household is above the age of seventy (70) and the chief wage earner is no longer employed full time.

Section 6. Associate membership. The Board may establish categories of non-voting membership, which shall be known as associate membership.

Section 7. All applications for membership shall be in writing on a form constructed by the Board of Directors and held by the Director for Membership (the "Application"). The Application shall contain contact information for, and must be signed by, the applicant.

Section 8. Every applicant for membership shall receive a copy of the Constitution and any By-laws of the Congregation in effect at the time of the Application. An applicant shall be admitted to membership only if such applicant's Application states clearly that the prospective member agrees to abide by the governing rules of this Congregation as set forth in the Constitution.

Section 9. All applications for membership shall be referred to the Board of Directors or to such committee as may be created, whose duty it shall be to review the application and determine, in consultation with the Rabbi when necessary, if the applicant meets the relevant criteria for membership.

Section 10. Violations of Constitution Other than Nonpayment of Dues. If a member is not in compliance with any of his or her duties under this Constitution (except those relating to the payment of dues) or engages in behavior extremely harmful to the welfare of the Congregation, the Board may impose all appropriate sanctions, including suspension of that member's voting rights and revocation of membership. For suspension of voting rights or revocation of membership to be effective, the Board must first give written notice to the member: (1) telling the member of the reason that the member is deemed to have violated the Constitution; (2) giving the member a reasonable opportunity to cure the violation; and (3) expressly notifying the member that failure to cure will result in the sanctions under consideration. If such actions or omissions persist, the Board may vote to effect the sanctions stated in the notice. A member's voting rights may be suspended for such time as the Board may specify, but for no more than one year, after which voting rights are automatically restored without prejudice to the Board's ability to initiate new sanctions proceedings.

#### Article 5 -- Dues and Contributions

Section 1. The dues for membership shall be determined by the Board of Directors and shall be payable by a date set by the Board of Directors.

Section 2. The dues for a single person, special membership, or for associate membership shall not exceed (but may be less than) 75% of the standard dues assessed for family memberships.

Section 3. The Board may set differing dues levels for single, family, special, and associate memberships.

Section 4. The Board may set differing dues levels for each category of special membership set forth in **Article 4, Section 5**.

Section 5. The Board may set incentive rates for new members.

Section 6. If a member informs any Director of hardship or an inability to pay the full amount of dues or other debts assessed by the date payable, a committee comprised of the President, the Director of Membership, and the Treasurer, all as defined below, (the “Dues Adjustment Committee”) may set a schedule for payment of dues, reduce the amount of dues owed, or grant such other relief as the Committee deems appropriate. The form of relief granted under this provision shall be reviewed annually by the Committee. The information shared with the Dues Adjustment Committee shall be kept confidential.

Section 7. If a member fails to tender dues by the date payable and has failed to make arrangements with the Dues Adjustment Committee, the Board may take actions to revoke that member’s Good Standing status by the following means: The Board must first give written notice to the member in default: (1) telling the member of the reason that the Board believes the member to be in default; (2) giving the member thirty (30) days from the date the notice was mailed to cure the default; and (3) expressly notifying the member that failure to cure or otherwise remedy the alleged default with thirty (30) days will result in that member no longer being a Member in Good Standing. If, after such thirty (30) days have elapsed, the member has failed to remedy the default or to seek relief from the Dues Adjustment Committee, the member is no longer in Good Standing, and the Board of Directors shall send a letter so informing the former member.

Section 8. Express Trust. Every contribution or donation to the Congregation, whether of real, personal or mixed property, shall be deemed to have been made in trust expressly and for the unchangeable purpose of conducting and maintaining an Orthodox synagogue as defined above and for the furtherance of the religious objectives as set forth above.

#### Article 6 -- Congregational Meetings

Section 1. The Congregation may hold meetings of the general membership. At such meetings, the Congregation has the authority to take any lawful actions affecting the Congregation, including (but not limited to) modifying decisions of the Board, provided the procedures set forth in this Constitution are followed.

Section 2. The Congregation shall meet at least once per year during the last two (2) weeks of June (the “Election Meeting”).

Section 3. At the Election Meeting, the Vice-President shall present a report on the condition and finances of the Congregation, prior to the election of the Board.

Section 4. The Board shall be elected annually at the Election Meeting.

Section 5. The President or, in his absence, the Vice-President, may call a special Congregational meeting whenever deemed appropriate.

Section 6. It shall also be the duty of the President, or in his absence, the Vice-President, to call a special Congregational meeting whenever requested to do so in writing by ten (10) Members in Good Standing of the Congregation (the "Meeting Request"). The Meeting Request must specify the business to be transacted at the proposed meeting. The President must schedule the meeting to be held within forty-five (45) days of his receipt of a proper Meeting Request.

Section 7. Reasonable notice of any Congregational meeting shall be given in writing to the members of the Congregation. The purpose of any Congregational meeting must be specified in the notice, and in the case of a meeting called pursuant to a request by ten or more members in Good Standing of the Congregation (see **Section 6**), the reason must be the same as set forth on the Meeting Request. No business may be transacted at such session other than that specified in the meeting notice.

Section 8. Ten (10) Members in Good Standing shall constitute a quorum for the conduct of business at Congregational meetings, with the exception of votes on amendments to this Constitution, which shall require twenty-five (25%) of the Members in Good Standing of the Congregation. The President shall preside over the meeting. If the President is not present at the meeting, then another Officer shall preside. If there is no Officer present, the quorum shall elect a Member in Good Standing to preside and report the results of the meeting to the Board of Directors. The absence of an Officer shall not prevent the transacting of business at a duly called meeting at which a quorum is present.

Section 9. Any procedural issue not provided for in this Constitution may be subject to the provisions of the most current authorized edition of Robert's Rules of Order.

#### Article 7 -- Nominations

Section 1. Qualifications.

- (a) Except as mandated by this article or by Halacha, any individual over eighteen (18) years old who is Shomer Shabbos and is a Member in Good Standing of the Congregation shall be eligible to serve as a Director or as an Officer.
- (b) No employee of the Congregation shall be eligible for any position on the Board.
- (c) No one may be nominated for any office or for the Board unless such person shall have been a Member in Good Standing for the

year preceding such nomination, provided, however, that the Nominating Committee may by unanimous vote nominate a Member in Good Standing who became a member within the prior year.

- (d) Any candidate for the office of President must have served on the Board within the past five (5) years. The President and the Vice-President must be male.

Section 2. Not later than the first meeting of the Board after April 1<sup>st</sup> of each calendar year, the President and Immediate Past President shall appoint a Member in Good Standing who is not then a Director to serve as chairman of the nominating committee (the "Nominating Committee") who, within two weeks, shall appoint the rest of the Nominating Committee consisting of two (2) other general Members in Good Standing and three (3) Directors, one of which shall be the Immediate Past President, or, if he is unavailable to serve, an incumbent Director. Neither the President nor the Vice-President shall serve on the Nominating Committee.

Section 3. A member of the Nominating Committee shall not participate in any discussion of his or her own nomination to any office of the Congregation, propose such a nomination, or cast a vote on such a nomination.

Section 4. The Nominating Committee shall prepare a slate of Directors for recommendation for election. The Secretary shall mail the proposed slate to the members of the Congregation at least thirty (30) days before the Election Meeting.

Section 5. Additional nominations for the Directors may be made by written petition signed by ten (10) Members of the Congregation in Good Standing, provided that this petition must be presented to the Board at least ten (10) days before the Election Meeting.

#### Article 8 -- Elections and Voting

Section 1. All Directors shall be elected annually at the Election Meeting. Except for the report delivered by the Vice-President per Article 6, Section 2, the voting shall be conducted before any other business of the meeting and the tally of the election shall be announced before the meeting is adjourned.

Section 2. Candidates who are absent from the Election Meeting may be elected to office provided it has been ascertained that he or she is willing to serve.

Section 3. The presiding Officer shall appoint two (2) Members in Good Standing to serve as tellers to supervise the counting of votes and announce the results. Neither of these tellers shall be Directors. For the election of Directors, neither of the tellers shall be Directors or members of the Nominating Committee.

Section 4. Members in Good Standing who cannot attend a Congregational Meeting may vote via absentee ballot on any business noticed to be conducted at that meeting. The names of the tellers supervising the voting shall appear prominently on the absentee ballots.

A Member in Good Standing may obtain a valid absentee ballot (the “Absentee Ballot”) by adhering to the following procedures: (1) The Absentee Ballot must be requested in writing, such request to be delivered to any Director; (2) Anyone who casts an Absentee Ballot may not vote at the meeting; (3) The Absentee Ballot shall indicate for whom votes are being cast without indicating the identity of the voting member; (4) The Absentee Ballot shall be placed into a blank envelope, which envelope shall be placed into another envelope with the voting members name on it for delivery to the tellers overseeing the election prior to the scheduled beginning time of the Congregational Meeting at which the vote is being taken. The Board must give the tellers a list of all Members who have requested absentee ballots.

Section 5. Votes may not be submitted by proxy.

Section 6. A family that has joined as a Family membership shall be entitled to cast two (2) votes, with each parent of the household entitled to cast one such vote. If the household has only one parent, another member of the household who is at least eighteen (18) years of age shall cast the second vote.

Section 7. Single and special members shall have one vote.

Section 8. All contested votes shall be by closed ballot.

Section 9. When more than one candidate is nominated for an office, the one receiving a majority of votes cast shall be deemed elected. If no candidate receives a majority, a runoff election shall be held as soon as practical.

Section 10. The Secretary shall record the results of the election in the minute book of the Congregation, including a tally of votes cast and the division of votes.

#### Article 9 -- Installation of Officers and Directors

Section 1. The installation of Officers and Directors shall take place on July 1st. The term of the Board shall be from July 1st through June 30<sup>th</sup>.

Section 2. No installation shall occur during a dispute over an election.

Section 3. At the first meeting of the Board following the installation, which shall be open to the Congregation, the newly-installed President shall lay out his agenda for the coming year.

#### Article 10 -- The Board of Directors

Section 1. The Board of Directors shall consist of a total of nine (9) members including the six (6) Officers enumerated in **Article 11**, and three (3) members-at-large, except as provided in **Article 12, Section 5**.

Section 2. The term of office for any position on the Board shall be one year per election. Directors may be elected to consecutive terms.

Section 3. Any Director shall be entitled to the privileges and honors of such title only so long as the Director maintains his or her membership in the Congregation in Good Standing.

Section 4. The Board shall determine its own rules of government and meetings, provided such rules do not conflict with the Constitution or By-Laws of the Congregation. .

Section 5. The Board may authorize contracts (i) setting the Rabbi's compensation (see **Article 19, section 10**) or (ii) to obtain or maintain utility services (i.e. electricity, gas, and telephone service) without confirmation by the Congregation. For any other transactions or any series of transactions related by the same subject matter, the Board shall have the right to authorize net aggregate expenses not exceeding fifteen thousand dollars (\$15,000) or contracts with terms of duration not in excess of one (1) year; other expenses with a net aggregate of expenses in excess of fifteen thousand dollars (\$15,000) or contracts with terms of duration in excess of one (1) year must be confirmed by the Congregation at a Congregational meeting. In the event a Congregational meeting is called to confirm a contract, all relevant materials shall be made available to the Congregation in advance.

Section 6. Five (5) members of the Board shall constitute a quorum. Any four (4) members of the Board may appeal to the Congregation from any decision or act of the Board within ten (10) days thereof. The appeal must be in writing and be addressed to the President, whose duty it shall be to call a meeting of the Congregation within fifteen (15) days of the delivery of such an appeal.

Section 7. The Board shall meet approximately every month at such times as the Board shall designate, provided that the Board must meet a minimum of eleven times per calendar year. The date, time, and planned location of such Board meetings shall be announced to the Congregation no less than one week in advance. In addition to such meetings, the Board may convene to address emergencies, without the need to give notice to the Congregation.

Section 8. The President shall preside at Board meetings and in his absence the Vice-President shall preside, and in his absence, another Officer designated by the President shall preside.

Section 9. Board meetings shall be open to the Congregation for the sole purposes of attending, observing, and listening to Board proceedings. However, the Board may close a meeting or a part thereof to the Congregation. If the entire meeting is to be closed, the Board shall send notice to the Congregation at least twenty-four (24) hours in advance of the scheduled time for the Board meeting.

Section 10. A Member in Good Standing may address the Board at an open meeting (or part thereof) if such member submits a written request no less than seven (7) days prior to the nearest Board meeting setting forth the topic the member wishes to address and at least one (1) Director assents. The member must be permitted time to address the Board at one (1) of the next two (2) Board meetings subsequent to the proper submission of such a request.

Section 11. Not later than forty-five (45) days after a Board meeting is held, the minutes thereof shall be made available to the Congregation, except for the minutes of Board proceedings which were closed to the Congregation. The minutes shall state that part of the meeting was closed.

Section 12. All Directors shall, whenever required by the Congregation or the Board, deliver all monies, books and papers of the Congregation in the Director's possession to that Director's successor in office or to an Officer.

Section 13. The Board shall approve the anticipated budget for that year within sixty (60) calendar days after installation. An aggregated version of the budget shall be made available to any member of the Congregation who requests a copy.

#### Article 11 -- Officers

Section 1. The Officers of this Congregation shall consist of the President, the Immediate Past President, the Vice-President, the Director of Membership, the Treasurer and the Secretary.

Section 2. No member shall hold more than one elected office at any one time.

#### Article 12 -- The President

Section 1. The President shall see that the Constitution, the By-Laws, the rules of order of the Board meetings, and standing rules of the Congregation and its usages are observed, and that the Officers discharge their duties faithfully.

Section 2. The President shall preserve order at Congregational and Board meetings and put to a vote all proper motions.

Section 3. The President shall neither make nor second any motion. The President may vote upon any motion duly brought before the Board.

Section 4. The President shall have power to authorize the expenditure of a sum not exceeding five-hundred dollars (\$500) between meetings of the Congregation or the Board.

Section 5. After the conclusion of his term of office and upon the installation of a successor as President pursuant to the terms of this Constitution, the outgoing President shall become the Immediate Past President for a one-year term, unless the outgoing President does not wish to serve, is taking office as another director, or has already served his one-year term, in which case the members in good standing shall elect a fourth member at large.

#### Article 13 -- The Vice-President

Section 1. The Vice-President shall assist the President in the discharge of his duties. In the absence of the President, the Vice-President shall assume the power and authority vested in the President.

Section 2. The Vice-President shall be responsible for planning and carrying out events to raise capital, applying for and pursuing grants, securing donations, reviewing programs and may propose fundraising components, and taking all other appropriate actions to generate revenue for the Congregation's use.

Section 3. The Vice-President shall present a report on the condition and finances of the Congregation as set forth in **Article 6, Section 2.**

#### Article 14 – Director of Membership

Section 1. The Director of Membership shall oversee the Congregation's recruitment efforts, monitor the applications of new members, present new members, assist new members in acculturating themselves into the Congregation, maintain the membership list of the Congregation, and serve as ombudsperson to the Board on behalf of the Congregation.

#### Article 15 -- The Treasurer

Section 1. The Treasurer shall receive all monies for the use of the Congregation. Within ten (10) business days of receipt he shall deposit, in a bank which the Board may designate, all monies received by him for the use of the Congregation. This duty may be delegated to any other Officer, if the Treasurer so desires.

Section 2. The Treasurer shall make all payments authorized in accordance with this Constitution. Any check in excess of \$2,500 shall be signed by two Officers.

Section 3. Within forty-five (45) days of his installation, the Treasurer shall prepare and submit to the Board a line item budget for the year.

Section 4. The Treasurer shall prepare and deliver for presentation at each regularly scheduled Board meeting a report of the budget and financial condition Congregation, in such format as the Board directs.

Section 5. The Treasurer shall tender to the Vice-President an annual report of the transactions and business of his office showing the financial condition of the Congregation.

#### Article 16 -- The Secretary

Section 1. The Secretary shall cause to be kept an accurate record of the proceedings of all meetings and business of the Congregation, record any petitions or letters to the President or the Board as set forth in this Constitution, give notice, and perform all similar duties that the Congregation may enjoin upon him.

Section 2. The Secretary shall, whenever required by the Congregation, deliver all books, papers and other property under his care to his successor in office or to an Officer.

#### Article 17 -- The Gabbaim

Section 1. A Gabbai Rishon, a Gabbai Sheini, and a Gabbai Shlishi shall be nominated by the Nominating Committee, approved by the Rabbi, and ratified by the Congregation at the annual election meeting. Only those so nominated may be considered for a Gabbai position.

Section 2. The Gabbaim shall, in consultation with the Rabbi where appropriate, fulfill those roles traditionally performed by Gabbaim, including but not limited to: the designation of an individual to lead prayer services; the setting of times for prayer services; the distribution of Aliyot and similar honors; and the assignment of readers of Torah portions.

Section 3. No one other than an appointed Gabbai shall exercise the authority of this Article when such a Gabbai is available, provided that the Gabbaim shall have the power to enlist temporary assistance necessary to the performance of their duties from anyone the Rabbi approves.

Section 4. When a Gabbai position becomes vacant, the remaining Gabbaim, in consultation with the Rabbi, shall jointly select a replacement for the duration of the term.

#### Article 18 -- Vacancy of Office and Removal

Section 1. Vacancy. Should a Vacancy occur in any elected office (with the exception of the President) the President shall, with Board approval, appoint a qualified individual to serve for the duration of the term.

Section 2. If any Director who is absent from three (3) successive meetings, without satisfactory excuse, his or her position may be declared vacant by the Board.

Section 3. Removal by Impeachment. (a) Any Officer or director may be impeached for severe neglect of office, abuse of authority, committing an act or achieving status which would render the person ineligible for membership in this Congregation, or other weighty and serious cause shown. (b) At a meeting of the Board a motion to impeach an Officer or Director for grounds listed above may be made by any Director and must be seconded by another Director. The Board shall proceed with impeachment if a majority of Directors present so vote, with the person subject to impeachment not voting. (c) After thirty (30) days the Board shall reconvene, during which period the Rabbi shall be consulted if appropriate. The person impeached shall be given fair notice of the meeting date, time, and location, have the opportunity to appear, and speak on his or her own behalf. The impeached person shall only be removed from office by an absolute two-thirds (2/3) vote, and the person impeached shall not vote.

Section 4. Removal by Recall. (a) The Congregation may recall any Officer or Director for severe neglect of office or severe abuse of authority. (b) A petition for recall must be signed by no less than one third (1/3) of the entire membership who are in Good

Standing. (c) Upon receipt of the petition, the highest-ranking Officer not the subject of removal proceedings shall convene a Congregational meeting. The person to be recalled shall be given fair notice of the meeting, date, time, and location, have the opportunity to appear and speak on his or her own behalf. (d) The person shall only be recalled upon a vote of two-thirds (2/3) of the Members in Good Standing.

Section 5. Removal pursuant to **sections 3 and 4 of this Article** shall be final and shall not be subject to further appeal or review, except as required by Halacha.

#### Article 19 -- The Rabbi

Section 1. A Rabbi may be elected at the discretion of the Congregation.

Section 2. The President, upon the request of a majority of the Board or by petition of a majority of the Members in Good Standing, shall form a special committee (the "Search Committee") to recommend to the Board candidates for the position of Rabbi of the Congregation. The Search Committee shall consist of six (6) Members in Good Standing, at least three (3) of whom shall not be incumbent Directors. The Board shall approve the members of the Search Committee, which can, but need not, include the President.

Section 3. No person may serve as a rabbi in the Congregation unless he shall have Rabbinical ordination (S'micha) from an Orthodox Yeshiva or authority and is a pious and learned individual, whose conduct and philosophy of life are consonant with the Shulchan Aruch as interpreted by those who gave him S'micha.

Section 4. The Search Committee shall review candidates for the position of Rabbi. The Search Committee shall select and present one or more candidates to the Board, along with its recommendations concerning such candidates. The Board may reject the Search Committee's recommendations and direct the Search Committee to reconsider and to propose additional candidates. If the Board does not reject a candidate, it shall put such candidate, along with the Search Committee's recommendations, before the Congregation for a vote at a Congregational Meeting.

Section 5. Only those who have been Members in Good Standing for at least ninety (90) days prior to the vote at the Congregational Meeting may vote for Rabbi.

Section 6. A Rabbi shall be elected by a two-thirds (2/3) majority of the votes cast at such Congregational Meeting.

Section 7. Absentee ballots will be allowed in the vote for Rabbi. Votes may not be submitted by proxy.

Section 8. Within thirty (30) days of the end of the first year after the election of a Rabbi pursuant hereto; the Congregation shall have a Congregational Meeting to vote whether to affirm retention of such Rabbi.

Section 9. The Rabbi's duties shall include all functions traditionally allocated to the rabbi of an Orthodox Jewish synagogue. The Rabbi shall be the authority for all Halachic matters of the Congregation.

Section 10. Specific duties and employment terms of any Rabbi elected under this Constitution shall be incorporated in a written agreement between the Congregation and the Rabbi. The terms of the contract, which shall not conflict with the provisions of this Constitution, shall be negotiated and approved by the Board.

Section 11. The Congregation may also engage an assistant or associate Rabbi. Any such rabbi must be qualified, selected, voted upon, and contracted with as set forth in this Article for the Rabbi.

#### Article 20 -- Employees

Section 1. The Board may employ Congregation staff as it deems necessary, within the budget of the Congregation.

#### Article 21 -- Religious Worship and Conduct

Section 1. All religious services, prayers and customs shall be conducted according to Orthodox tradition.

Section 2. Primary religious services, prayers and customs shall be conducted according to Ashkenaz ritual, however, one or more additional services may be conducted according to other rituals.

Section 3. No individual shall be invited to address or conduct a Shiur before the Congregation, on any premises owned by the Congregation, or at any event conducted using the Congregation's name, unless the Rabbi is consulted in advance and has given his consent. The Rabbi may cancel any Shiur scheduled without his consent.

Section 4. No honors which are awarded to individuals during the course of religious services will be considered a quid pro quo for financial donations, nor will pecuniary compensation be required in return for these honors.

Section 5. At no time shall religious services take place in the synagogue without men and women being separated by a Mechitza.

Section 6. At no time shall instrumental music be played or caused to be heard during worship and prayer.

Section 7. Provision Against Changes. It is expressly recognized by the founders and members of this Congregation that since Halacha is based upon Divine Authority, the rules governing worship in this Congregation are not subject to change by any vote or other action of the membership, Board, Officers or any other of its officials or employees.

#### Article 22 -- Committees

Section 1. Except as otherwise provided in this Constitution,

- (a) Committees may be created as deemed necessary and proper by the Board. The Congregation shall be notified of the formation of these committees and members expressing interest in serving on such committees may be appointed to such committees.
- (b) The President shall appoint members to all such committees with the consent of the Board.
- (c) The President shall be an ex officio member of any such committee.

Section 2. The Rabbi shall have the ability to create committees with the consent of the Board. The Rabbi shall specify the purpose and composition of a committee to be formed pursuant to this section, and shall be a member of any such committee. The President shall not be an ex officio member of such committees.

#### Article 23 -- Amendments

Section 1. Procedure for Amendments.

- (a) Proposal.
  - (i) Ten Members in Good Standing may propose an amendment to this Constitution, which shall be submitted in writing to the Board.
  - (ii) The Board may propose an amendment to the Constitution.
- (b) The proposed amendment shall be voted upon at the next Congregational Meeting which is held after the Board has had a reasonable period of time to consider whether to recommend the amendment for adoption and to provide the notice required by subsection (c) below. After such a reasonable period, a Meeting Request may be submitted pursuant to **Article 6 Section 4**.
- (c) Notice of the Meeting, the text of any proposed amendment, and the Board's recommendations shall be submitted to the Congregation no later than thirty (30) days before the proposed amendment is to be voted upon.
- (d) A proposed amendment shall be adopted if voted on at a meeting with a quorum consisting of 25% of the Congregation's members in Good Standing and if approved by a two-thirds (2/3) majority vote of the votes cast.

Section 2. The following provisions of this Constitution shall be irrevocable and not subject to amendment, change or repeal as long as there are ten (10) dissenting votes of Members in Good Standing for one year or more, to the proposed amendment change or repeal.

**Article 19 -- Section 3**

**Article 21 -- Sections 1 and 2**

**Article 23 -- Section 2**

Section 3. This Constitution shall supersede all existing Constitutions and By-laws of the Congregation.

Article 24 -- By-Laws

Section 1. Procedure for By-Laws

- (a) By-Laws shall be proposed, submitted, and notice given thereof in the same manner as an amendment. (**see Art. 23, sect. 1 (a)-(c)**).
- (b) A proposed by-law or amendment thereto shall be adopted if voted on at a Congregational Meeting (**Art. 6**) and if approved by a majority vote.

Section 2. The By-Laws shall be numbered in accordance with the Article in the Constitution to which they correspond or which they govern, and each By-Law shall be dated.

Ratified by the Congregation Septemeber 18, 2007  
Amended on December 11, 2008, effective January 1, 2009