

**CONSTITUTION OF
CONGREGATION SHAARE TEFILLAH OF TEANECK**

Teaneck, New Jersey
Revised December 18, 2011

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CONSTITUTION AND BYLAWS OF CONGREGATION SHAARE TEFILLAH OF TEANECK

Teaneck, New Jersey

PREAMBLE

The aims and purposes of this organization are to maintain an Orthodox Synagogue; to provide for the religious and educational needs of its members and their children; and to secure for ourselves and to transmit to our children the blessed Jewish heritage with which we were endowed by our Creator.

ARTICLE I-Name

Section 1.1

The name of this Organization, incorporated under the laws of the State of New Jersey as a non-profit corporation, shall be "Congregation Shaare Tefillah of Teaneck" (the "Congregation"). The name of the Congregation may be changed by a 2/3 majority vote of the members with the approval of the Rabbi.

ARTICLE II - Organization

Section 2.1

The Congregation has been established for the purpose of maintaining and conducting an Orthodox Synagogue, in keeping with the dictates of the Written and Oral Law of the Torah, as laid down in the *Shulchan Aruch* and as further prescribed in the following paragraphs.

Section 2.2

At no time shall worship services take place in the synagogue without men and women being separated. This separation shall be effected either by a balcony reserved for the sole and exclusive use of the female worshippers, or by a tangible physical separation known as a *Mechitzah*.

Section 2.3

It is expressly recognized by the founders and members of the Congregation that, inasmuch as the principles of Orthodox Judaism are based upon Divine authority as laid down in the *Shulchan Aruch*, the rules governing the Divine worship in the Congregation are not subject to change by any vote, amendment, or other action of the membership, Board of Directors, Officers, other officials or employees.

Section 2.4

The Rabbi shall have jurisdiction and authority to rule on all matters of *Halacha* (Jewish Law), ritual, worship, and structure of the house of worship, including disputes between a majority of the members and a minority consisting of even one member. The Rabbi may, at his discretion, refer any such matter to another *Halachic* authority. In the event the Rabbi is a party to any such matter or in the event the Congregation does not have a Rabbi, such matter shall be referred to another *Halachic* authority. The Rabbi's decision on a matter on which he is empowered to rule pursuant to this Section, and the decision by another *Halachic* authority to whom any matter is referred pursuant to this Section, shall be binding on the Congregation, subject only to appeal to a *Beth Din*.

Section 2.5

Every contribution or donation, made generally or for any specific use to the Congregation or any of its Affiliated Organizations (as provided for in Article XIX hereof), whether of real, personal, or mixed property, shall be deemed as made in trust, under the express condition and for the unchangeable purpose of

conducting an Orthodox Synagogue as defined above, and for the furtherance of the religious objectives as set forth above, except for contributions to the Rabbi's Discretionary Fund or outside charities made under the aegis of the Congregation. Subject to the foregoing exception, every such contribution, when received by the Synagogue, shall be deemed received and accepted according to this condition and in furtherance of such trust.

Section 2.6

The Congregation's mission, besides serving as a *Makom Tefillah*, is to further a sense of community, with an atmosphere of inclusion and cohesion among its members.

ARTICLE III-Membership

Section 3.1

The Congregation welcomes to membership all persons of the Jewish faith, as defined by *Halacha*, who seek to avail themselves of communal prayer and study, a place for meditation, or who seek spiritual solace within its walls, asking only that those who enter shall conduct themselves in a proper and decorous manner while on the grounds of the Congregation, and shall not offend the moral, social or religious sensitivities of other worshippers.

Section 3.2

As an exception to Section 3.1, any person who is married contrary to *Halacha* shall be ineligible for membership.

Section 3.3

Though recognizing the obligation of the Congregation to serve the community at large, as outlined in Section 3.1, it is nevertheless recognized that membership in the Congregation is a privilege entailing responsibilities as well as rights. The Congregation reserves the right to set rules for membership and to accept, reject or suspend individuals from any and all privileges of membership, in accordance with the rules set forth in this and other Articles of this Constitution and Bylaws ("Constitution") and in such resolutions as the Board of Directors or the membership of the Congregation may from time to time adopt. A new member will not be allowed to vote until 100 % of the membership dues and other outstanding financial obligations have been paid to the Congregation.

Section 3.4

Family membership shall be extended to all married couples (or single parents) and their immediate families. Membership in the Congregation shall entitle each membership unit to one vote at membership meetings of the Congregation. The entire family shall be considered a single membership unit for all other purposes, including (but not limited to) the responsibility to meet all applicable financial obligations.

Section 3.5

Individual membership shall be extended to single men and women over the age of eighteen (18) at a lower rate determined by the board.

Section 3.6

Any person who desires to be a member of the Congregation shall complete a written application form for admission to membership, which shall be submitted to the Board of Directors, through the Membership Committee. Candidates shall indicate in writing that they meet the requirements of Section 3.1 hereof and either Section 3.4 or Section 3.5 hereof and that they agree to the conditions of membership, including financial obligations, as described in Article IV hereof.

Section 3.7

New members shall be bound by this Constitution, amendments hereto, and all regulations and financial obligations set forth in this Constitution or otherwise adopted by the Board of Directors or the membership of the Congregation pursuant hereto. Election to membership shall be by majority vote of the Board of Directors.

Section 3.8

A resignation of a member shall be in writing. A former member, wishing to rejoin, must pay all financial obligations pursuant to Article IV hereof that were accrued at the time the prior membership terminated, and must comply with the requirements of Section 3.6 hereof. Upon rejoining the Congregation, a former member's building fund obligation will be satisfied or reduced by that member's previous contribution to the same.

Section 3.9

Notice to a member using their preferred method of communication at the address or e-mail address of such member (or, in the case of a family membership to the husband or wife at the address of such family) as set forth in the Congregation's mailing list shall conclusively be presumed to satisfy any requirement in this Constitution with respect to a mailing to such member. A member shall be responsible for choosing and updating a preferred method of communication.

Section 3.10

As used in this Constitution, the term "member" shall not include (a) any associate member, (b) any member-not-in-good-standing, and (c) any member who is suspended from membership.

Section 3.11

An individual with membership in a comparable congregation that remains in full force and effect at all times they wish to associate with the Congregation may become an Associate Member in accordance with the rules and regulations promulgated by the Board.

ARTICLE IV - Financial Obligations

Section 4.1

For the purposes of this Constitution, "financial obligations" shall mean and include (a) membership dues, (b) building fund assessments, (c) High Holiday seat fees, (d) pledges, (e) all other obligations levied on all members generally and (f) any other category of which the Board of Directors shall deem to be "financial obligations" and, therefore, subject to the provisions of this Article.

Section 4.2

All financial obligations (except the financial obligations described in subsection (c) and (e) of section 4.1 hereof) shall be determined as recommended by the Board of Directors and approved by the membership as

recommended or as amended. The financial obligations described in subsections (c) and (e) of Section 4.1 hereof shall be determined by the Board of Directors. Membership dues shall become due at the beginning of the calendar year (January 1st) and shall be paid in full by April 1st of the calendar year for which such dues were assessed. All other financial obligations shall be due at such time or times as may be prescribed by the Board of Directors. Dues for new members joining the Congregation after the beginning of a fiscal year may be assessed on a prorated basis if, and as set forth in guidelines adopted by the Board of Directors.

Section 4.3

If a member or prospective member feels unable to meet his or her financial obligations, such member or prospective member may apply to the Financial Arrangements Committee for alternative financial arrangements; provided, however, that the Financial Arrangements Committee shall have no authority to change the amount of any building fund assessment. In making such alternative financial arrangements, the Financial Arrangements Committee shall follow any guidelines established by the Board of Directors. Any arrangement with respect to any financial obligation made and agreed to by the Financial Arrangements Committee and such member or prospective member shall constitute a revised financial obligation, and payment thereof by such member or prospective member in accordance with terms satisfactory to the Financial Arrangements Committee shall constitute satisfaction of such financial obligation. The Financial Arrangements Committee shall notify such member or prospective member, and the Financial Secretary, of its decision and of the reasonable details of the alternative financial arrangement agreed to, if any, and such decision shall be final (subject only to such further modification as the Financial Arrangements Committee may determine if, in their judgment, the circumstances of the individual seeking such modification have deteriorated so as to warrant such relief).

Section 4.4

At least once during each fiscal year, not later than March 1st, the Congregation shall notify each member with an outstanding financial obligation that the member shall without further notice become a member-not-in-good-standing after the "Due Date" (April 1st), unless the member's remaining financial obligation have been paid in full by the Due Date or have been modified by the Financial Arrangements Committee by the Due Date and any financial obligations so modified are not in arrears on the Due Date. If a member has elected a subscription plan for payment of their membership and/or building fund, they shall not be considered in arrears as long as their subscription remains in effect. The notification shall also inform the member that the member has the option of applying to the Financial Arrangements Committee in accordance with Section 4.3 hereof.

Section 4.5

Once the Financial Arrangements Committee renders a decision, the member shall (notwithstanding anything to the contrary in Section 4.4 hereof) have fifteen (15) days (or such longer period as the Financial Arrangements Committee may allow) from the date notice of such decision is mailed to the member to satisfy all financial obligation which were the subject of the application to the Financial Arrangements Committee and which the Financial Arrangements Committee determined to be due and owing at such time to the Congregation. If any financial obligation remains unsatisfied at the end of this period, or if any revised financial obligation agreed to by the Financial Arrangements Committee becomes more than thirty (30) days overdue, the person shall thereupon and without further notice be deemed a member-not-in-good-standing and the Financial Secretary shall so notify such person in writing as soon as practicable.

Section 4.6

A member-not-in-good-standing shall not (a) be permitted to vote at any election or membership meeting, (b) be permitted to reserve High Holiday seats before members, (c) be charged member rates for High

Holiday seats, Synagogue rentals or other goods or services purchased from the Congregation or (d) be entitled to any other privileges of membership.

Section 4.7

Member-not-in-good-standing status shall remain in effect until all arrears have been paid or until alternate financial arrangements have been made pursuant to Section 4.3 hereof. At that time the person shall automatically be reinstated as a member in good standing.

ARTICLE V -Membership Meetings

Section 5.1

One (1) annual meeting of the membership shall be called each year, to be held during the month of December.

Section 5.2

The President or the Board of Directors may call a special membership meeting. The President shall call a special membership meeting whenever requested to do so, in writing, by ten (10) members or twenty percent (20%) of the membership eligible to vote, whichever is larger. A written request by members for a special meeting shall specify the purpose or purposes thereof, which shall be consistent with the purposes and principles set forth in Article II hereof.

Section 5.3

Notice of all membership meetings shall be sent in writing, or by member approved e-mail, to all members by the Corresponding Secretary, at least seven (7) days and no more than sixty (60) days prior to the date set for the meeting. The notice shall include the agenda for the meeting. The agenda for a meeting called by the Board or Directors shall be established at the Board meeting immediately preceding the membership meeting; the agenda for a meeting called by the President (other than a meeting called at the request of the required number of members pursuant to Section 5.2 hereof) shall be established by the President; and the agenda for a meeting called by the members pursuant to Section 5.2 hereof shall be to consider the matters set forth in the written request thereof. Any item may be placed on the agenda by a petition of ten (10) members or twenty percent (20%) of the membership, whichever is larger. No item shall be placed on the agenda of any membership meeting, which is not consistent with the purposes, and principles set forth in Article II hereof. Any question as to whether an item is consistent with the purposes and principles set forth in Article II hereof shall be determined by the Rabbi in accordance with Section 2.4 hereof.

Section 5.4

The Congregation's annual budget shall be an agenda item for the annual membership meeting.

Section 5.5

Unless otherwise provided herein, ten (10) members, at least one (1) of whom is an officer and thereby legally qualified to preside, shall constitute a quorum for the conduct of business.

Section 5.6

No vote shall be taken on any matter not specifically set forth on the agenda.

Section 5.7

The order of business at membership meetings shall be:

1. opening of meeting,

2. reading of minutes, if any,
3. report of the President, if any,
4. reports of Officers and committees, if any,
5. the annual budget (annual membership meeting only),
6. discussion and vote on other agenda items, if any,
7. elections (if applicable)
8. discussion of any other items raised from the floor (without any vote on same) and
9. adjournment.

Section 5.8

The notice of the annual membership meeting shall contain a statement that in accordance with Section 18.1 hereof, if the meeting cannot be held on the scheduled date for failure to obtain a quorum, the approval of the annual budget by the Board of Directors will suffice and approval of such budget by the membership shall not be required.

ARTICLE VI -Officers and Terms of Office

Section 6.1

The Officers of the Congregation shall consist of President, First Vice -President, Second Vice-President, Treasurer, Secretary, Trustees and such other Officers, if any, as the Board may determine pursuant to Section 10.4 or 11.3 hereof.

Section 6.2

All Officers shall be elected for a term of two years and shall serve in their respective positions through December 31st of the second year of their term.

Section 6.3.

Since the Congregation is established to maintain and conduct an Orthodox Synagogue and since the Officers represent the Congregation, every Officer and Director of the Congregation shall conduct himself or herself according to the religious standards of the Congregation as set forth in Article II hereof. As such, no person who regularly and voluntarily participates in worship services conducted contrary to *Halacha* shall serve as an Officer or in any other Board of Directors position.

Section 6.4

- (a) No person shall hold the office of President for more than two (2) successive terms.
 - (1) Section 6.4(a) may be set aside with a 2/3 majority of actual voters.
- (b) No person shall hold the office of Vice-President for more than four (4) successive terms.
 - (1) Section 6.4(b) may be set aside with a 2/3 majority of actual voters.
- (c) No person may simultaneously serve in more than one (1) Officer position or Board of Directors position.
- (d) Only one member per family unit shall hold an office at any given time.

Section 6.5

If the office of President becomes vacant, the order of succession shall be as follows:

- First Vice-President
- Second Vice-President
- Treasurer
- Corresponding Secretary

Section 6.6

If the office of First Vice-President becomes vacant the Second Vice-President shall become First Vice-President for the remainder of the term of office.

Section 6.7

If a vacancy occurs in any other office or on the Board, the Board of Directors shall elect a replacement for the remainder of the term of office.

ARTICLE VII -Nomination and Election of Officers and Board of Directors

Section 7.1

The President shall appoint a Nominating Committee, consisting of five (5) members of the Congregation, all of whom shall be in good standing and a majority of whom shall not be members of the Board of Directors. The function of the Nominating Committee is to solicit and compile nominations of candidates for Officer and Board positions, and to submit a non-binding list of these candidates to the membership. Any members in good standing who are nominated shall be included on the list of candidates submitted to the membership.

Section 7.2

Not later than October 31st, notice shall be given via electronic mail to the Congregation by the Corresponding Secretary, advising of the appointment of the Nominating Committee, and the names of the members and the Chairperson of the committee. The notice shall include a solicitation of non-binding nominations from the Congregation, and shall inform the membership that such nominations must be received by November 15th.

Section 7.3

By the 30th day of November, the Nominating Committee shall submit its list of candidates, in writing, to the Corresponding Secretary, who shall mail or e-mail (if agreed to by the member) a copy of the list submitted by the Nominating Committee to all members and shall inform them of their rights under Section 7.4 hereof.

Section 7.4

All candidates for any office shall be members in good standing.

Section 7.5

Elections will be held at the December membership meeting.

(a) The Nominating Committee shall submit to the membership a list of candidates for each position to be filled.

(b) Nominations will be accepted from the floor after the list of candidates has been submitted by the Nominating Committee.

(c) Elections shall proceed by closed ballot and determined via simple majority.

(1) In the event of a tie, the candidate with the lowest vote total will be removed from the ballot and a runoff election shall occur.

(d) The votes shall be counted by the Nominating Committee.

(1) In the event that a member of the Nominating Committee has a family member running for office, they shall abstain from the counting of ballots for that office.

Section 7.6

Notwithstanding any other provision set forth herein, in the event that any candidate nominated by the Nominating Committee for Officer or Director is uncontested, that candidate shall be deemed to have been elected to such position and shall take office on January 1st.

ARTICLE VIII The President

Section 8.1

The President shall preside at all membership and Board of Directors meetings. The President shall see that this Constitution is observed and that the Officers discharge their duties faithfully. The President shall appoint the chairpersons of all standing and special committees.

Section 8.2

The President shall preserve order at meetings of the Congregation and put to a vote all proper motions.

Section 8.3

The President shall be one of the authorized signatories of the Congregation's checks.

Section 8.4

The President shall be authorized to spend on behalf of the Congregation such sums of money as are authorized pursuant to Article XVIII hereof.

Section 8.5

The President shall maintain a record of the Certificate of Incorporation and the Constitution of the Congregation, including any amendments thereto.

ARTICLE IX -The First and Second Vice-Presidents

Section 9.1

The First Vice-President and the Second Vice-President shall assist the President in the discharge of those of the President's duties that are not required to be performed solely by the President. In the event of the President's absence, the First Vice-President (or, in his absence, the Second Vice-President) shall assume the duties of the President.

ARTICLE X -The Financial Officers

Section 10.1

The Treasurer or the holders of such other financial office as the Board of Directors may establish pursuant to Section 10.4 hereof (each, a "Financial Officer") shall (a) be responsible for receivables by assuring the collection of all amounts owing to the Congregation, keeping an accurate record thereof, keeping an accurate record of the financial obligations of each member to the Congregation and periodically notifying members of the Congregation of the status of their accounts and of amounts due, (b) be responsible for payables by assuring the payment by the Congregation of its financial obligations and keeping an accurate record thereof, (c) maintain an accurate record of the financial condition of the Congregation in accordance with generally accepted accounting principles and present such reports thereon to the Board of Directors as

the Board may request and, as part of the budget submission, present a report thereon to the Congregation at its annual meeting, and (d) assist the President in planning the Congregation's budget in cooperation with the Finance Committee. The Financial Officers shall be responsible for the safekeeping of the financial records of the Congregation and shall be ex officio members of the Finance Committee.

Section 10.2

The Treasurer shall be one of the authorized signatories of the Congregation's checks.

Section 10.3

One of the Financial Officers, as determined by the Board of Directors, shall chair the Finance Committee.

Section 10.4

The Board of Directors may create the office of Vice-President (Finance), in which event the holder thereof shall have such duties set forth in Section 10.1 hereof in lieu of the Treasurer as the Board may in creating such office determine. The Board of Directors may create the office of Financial Secretary, in which event the holder thereof shall have such duties set forth in Section 10.1 hereof in lieu of the Treasurer as the Board may in creating such office determine. The Vice-President (Finance), if any, and the Financial Secretary, if any shall be members of the Finance Committee. If the Board has created the office of Vice-President (Finance) or Financial Secretary, it may dissolve any such office, in which event such dissolved office shall terminate at the next annual election of Officers and the Treasurer shall thereafter be responsible for the duties formerly assigned to the dissolved office. Whenever there is no office of Financial Secretary of the Congregation, all references in this Constitution to the "Financial Secretary" shall be understood to refer to the Treasurer. Any office created pursuant to this Section in any year shall be created by resolution adopted by the Board of Directors not later than the November 30th and shall be filled at the next annual election of Officers following the creation of such office.

ARTICLE XI - The Secretary

Section 11.1

The Secretary shall (a) prepare and maintain an accurate record of the minutes of all meetings of the Board of Directors and the membership, and (b) keep a record of all resolutions passed by the membership or the Board of Directors and currently in effect. Upon request, the Secretary shall make available to any member of the Congregation the minutes of the meetings of the Board of Directors; provided, however, that the Board of Directors may, by a vote of two-thirds (2/3) of the Directors present, order that portions of its minutes identified with reasonable specificity in the Board resolution shall be made available only to members of the Board of Directors. The Secretary shall not share membership information about the Congregation without explicit permission from the Board.

Section 11.2

The Secretary shall (a) maintain a directory of the names, addresses, telephone numbers and e-mail addresses of all the members of the Congregation, (b) maintain a list of each member families preferred method of communication, (c) notify the appropriate persons of membership meetings, elections and Board meetings, as provided in this Constitution, and (d) be responsible for all other notices and correspondence of the Congregation.

Section 11.3

The Board of Directors may divide the office of the Secretary into the two offices of Recording Secretary and Corresponding Secretary, in which case the Recording Secretary shall be responsible for the duties set

forth in Section 11.1 hereof and the Corresponding Secretary shall be responsible for the duties set forth in Section 11.2 hereof. If the Board has created the offices of Recording Secretary and Corresponding Secretary, it may dissolve such offices and create the office of Secretary, in which event such dissolved offices shall terminate at the next annual election of Officers, and the Secretary shall thereafter be responsible for the duties set forth in Sections 11.1 and 11.2 hereof. Any office created pursuant to this Section in any year shall be created by resolution adopted by the Board of Directors not later than the thirtieth (30) day of November and shall be filled at the next annual election of Officers following the creation of such office. Whenever there are no separate offices of Recording Secretary and Corresponding Secretary of the Congregation, all references in this Constitution to the "Recording Secretary" or the "Corresponding Secretary" shall be understood to refer to the Secretary.

ARTICLE XII - The Rabbi

Section 12.1

If there is a vacancy in the position of Rabbi, the President shall appoint a Selection Committee of not less than five (5) members to interview candidates.

Section 12.2

The Selection Committee shall report to the Board of Directors on the qualifications of all candidates.

Section 12.3

Any candidate who shall meet with the approval of the Board of Directors shall be presented to the Congregation on a *Shabbat* or at a membership meeting.

Section 12.4

The Rabbi shall be selected at a membership meeting by a majority of the membership of the Congregation, or by two-thirds (2/3) of those members attending the meeting, whichever is less. For purposes of this Section, a quorum shall be a majority of the membership of the Congregation.

Section 12.5

The Rabbi shall serve as an authority on all matters of *Halacha* and shall perform all such functions as traditionally pertain to his position.

Section 12.6

The terms of the Rabbi's contract shall be negotiated by a subcommittee of the Board of Directors and approved by the Board of Directors followed by the membership. The quorum requirements of Section 5.5 hereof shall apply to this Section.

Section 12.7

In the event the Board of Directors determines to offer the Rabbi a contract for a period in excess of five years, the quorum and voting requirements of Section 12.4 hereof shall apply.

Section 12.8

In the event that the Board of Directors has not offered a new contract to the Rabbi, and a membership meeting is called with respect to this issue, the membership may compel the Board of Directors to negotiate in good faith and offer the Rabbi a new contract. The quorum and voting requirements of Section 12.4 hereof shall apply.

Section 12.9

No person may hold or administer the office of Rabbi unless he shall possess *Semicha* (true Rabbinical ordination) from a recognized Yeshiva or Rabbinic authority and shall conduct himself in an Orthodox Jewish manner.

ARTICLE XIII -The Gabbaim

Section 13.1

The President shall appoint *Gabbaim* for the Congregation with the consent of the Board of Directors.

Section 13.2

The *Gabbaim* shall distribute *aliyot* and other Synagogue honors, and designate individuals to lead the services, subject to the approval of the Rabbi.

Section 13.3

At least one of the *Gabbaim* shall be members of the Religious Committee.

ARTICLE XIV -Composition of the Board of Directors

Section 14.1

The Board of Directors shall consist of all Officers of the Congregation, members of the Board elected as provided in Article VII hereof, and the immediate Past President of the Congregation, each of whom shall be counted in determining any quorum required by law or this Constitution and the votes needed to approve any matter brought before the Board.

Section 14.2

There shall be one (1) Director elected for each twenty (20) membership units of the Congregation, with a minimum of four (4) and a maximum of twenty-one (21) elected members on the Board. Initially, two-thirds (2/3) shall be elected for a one (1) year term, and one-third (1/3) shall be elected for a two (2) year term following ratification of this Constitution.

ARTICLE XV -Meetings of the Board of Directors

Section 15.1

Eight (8) Board members, or a majority of the Board, whichever is smaller, shall constitute a quorum for the conduct of business.

Section 15.2

The Board of Directors shall hold a minimum of one regular meeting in each calendar-quarter. Special meetings of the Board shall be held at the written request of the President or five (5) Directors.

Section 15.3

Notice of each meeting of the Board shall be sent in writing, or via e-mail, by the Corresponding Secretary to all Directors not less than five (5) days prior to the date set for the meeting, other than in an emergency as determined by the President. The membership shall also be informed of the date of each Board meeting not less than five (5) days prior to the date set for the meeting, other than in an emergency as determined by the

President.

Section 15.4

Any member of the Congregation may attend a Board meeting as an observer, unless the Board votes to close a particular meeting or portion of a meeting to non-Board members by a two-thirds (2/3) vote of those present. The minutes shall set forth the specific reasons for closure of the meeting. The Secretary shall make minutes of all Board meetings available to members of the congregation upon request, except those minutes or portions of minutes the Board votes to keep confidential by a two-thirds (2/3) vote of those present.

Section 15.5

All committees shall report to the Board of Directors.

Section 15.6

The Board may act on any subject, except those matters which under the Constitution are not within the jurisdiction of the Board. All resolutions passed by the Board shall be reported to the membership at the succeeding membership meeting. The membership may override a resolution of the Board by a two-thirds (2/3) vote of those present and eligible to vote.

Section 15.7

The Board may appoint any paid official or other functionary of the Congregation, except as otherwise specifically provided in this Constitution, and may appoint one or more individuals to be authorized signatories of the Congregation's checks (in addition to those signatories specified in this Constitution) and authorize one or more individuals to sign deeds, contracts and other documents on behalf of the Congregation.

ARTICLE XVI -Committees

Section 16.1

The President shall appoint such committees as the President may deem proper, and shall designate to each committee such duties as may be appropriate under this Constitution, with the advice of the Board of Directors.

Section 16.2

There shall be minimally the following standing committees appointed by the Board:

- Religious Committee
- Membership Committee
- Building Committee
- Fund Raising Committee
- Youth Committee
- Finance Committee
- Financial Arrangements Committee

Section 16.3

All committees shall be headed by a Board member, unless the President specifies otherwise. Every Board member shall serve on at least one committee.

Section 16.4

The chair and members of such committees shall have no authority to incur financial commitments, make

expenditures, enter into contracts or hire employees on behalf of the Congregation except as and to the extent authorized by the Board of Directors in writing.

ARTICLE XVII -Removal of Officers and Directors: Suspension or Expulsion or Members

Section 17.1

The Board of Directors shall have the power to recommend to the membership the removal of any Officer or Director from office or position for gross dereliction of duty or abuse of power, for violating this Constitution or any by-laws or rules of the Congregation, or for acting in a manner that is detrimental to the good name and best interests of the Congregation or Jewish community. Any such recommendation shall require the vote of two-thirds (2/3) of the total number of Board members/Directors. The Board of Directors shall have the power to recommend to the membership the suspension or expulsion of any member from the Congregation for acting in a manner that is detrimental to the good name and best interests of the Congregation or Jewish community. Any such recommendation shall require the vote of two-thirds (2/3) of the total number of Board members.

Section 17.2

Before the Board may vote to recommend the removal of an Officer or Director from office or position or the suspension or expulsion of a member from the Congregation, (a) the President shall appoint a committee of inquiry which shall investigate the grounds for removal, suspension or expulsion (as the case may be), elicit information from the individual involved, discuss any *halachic* issues with the Rabbi, and report its recommendation to the Board (provided, however, that if the individual sought to be removed is the President, the highest ranking Officer who is not sought to be removed shall appoint the committee and preside at all meetings dealing with the proposed removal) and (b) the individual whose removal, suspension or expulsion is proposed shall be given the opportunity, at his or her option, to appear before the Board to contest the grounds for removal, suspension or expulsion.

Section 17.3

At a special meeting called for that purpose, the Congregation shall decide whether to remove the Officer or Director from the office or position or to suspend or expel the member from the Congregation. A vote of two-thirds (2/3) of the votes cast, but of not less than 50% of the members, shall be required to remove an Officer or Director from office or position or to suspend or expel a member from the Congregation.

Section 17.4

In the event an Officer or Director is suspended or expelled from membership, or becomes a member-not-in-good-standing pursuant to Article IV hereof, his or her office shall be considered vacant. Subsequent restoration of member status shall not result in restoration of such office or position.

Section 17.5

Any Board member who fails to attend three (3) successive Board meetings without good cause may be removed from the Board by a two-thirds (2/3) vote of the Board.

ARTICLE XVIII - Financial Matters

Section 18.1

The Treasurer or the Vice-President (Finance, if any), in consultation with the Finance Committee and President, shall prepare an annual fiscal budget, with each committee of the Congregation submitting funding requests in advance. The budget shall be approved by the Board of Directors and by the membership at its annual meeting in accordance with Article V hereof; provided, however, that if the annual

meeting cannot be held on the scheduled date for failure to obtain a quorum, the budget approved by the Board of Directors shall be deemed approved by the membership.

Section 18.2

Once approved, the budget shall constitute authorization for the Congregation to make expenditures consistent with the descriptions and amount provided in the budget. All non-budgeted expenditures shall require approval as follows: (a) the Board may authorize commitment and expenditures not exceeding in the aggregate ten percent (10%) of the amount of the authorized budget of the Congregation; (b) commitments and expenditures in excess of the foregoing aggregate limit must be approved by the Board of Directors and then submitted to the Congregation but shall be deemed approved by the Congregation if the membership meeting at which such commitments and expenditures were to have been voted on cannot be held because of the lack of a quorum; and (c) the President shall have the authority to incur commitments and expenditures in an aggregate amount not exceeding one percent (1%) of the annual budget for any single non-budgeted expenditure without the approval of the Board of Directors; provided, however, that in the event of an emergency, the President shall have the authority to incur commitments and expenditures in an amount not exceeding five percent (5%) of the annual budget and upon oral approval of a majority of the elected Officers, an amount not exceeding ten percent (10%). For purposes of this Section, an "emergency" shall mean an unforeseen situation in which in the judgment of the President, the welfare of the Congregation or its property would be threatened unless immediate action is taken and in which the need for immediate action precludes the President from consulting with the Board of Directors at a meeting of the Board. All expenditures made by the President without the prior approval of the Board shall be reported at the next Board meeting.

Section 18.3

Checks may be signed by (a) the President of the Congregation or (b) the Treasurer of the Congregation. Payment may be sent using an Electronic Payment System as authorized by the Board.

ARTICLE XIX -Affiliated Organizations

Section 19.1

Organizations affiliated with the Congregation shall determine their criteria for membership, rules and regulations, and their functions and goals, provided that these do not violate or conflict with this Constitution or functions of the Congregation, The Board may request a periodic reporting on the financial position and results of operations of such affiliated organizations.

Section 19.2

The Sisterhood is recognized as an organization affiliated with the Congregation pursuant to this Article.

Section 19.3

If an affiliated organization is dissolved, all of its assets shall become the property of the Congregation.

ARTICLE XX -Rules Governing Meetings

Section 20.1

No proxy votes shall be allowed at any meeting of the Board of Directors or membership meeting except as outlined in Section 20.4.

Section 20.2

Meetings of the membership and the Board of Directors shall be governed by Robert's Rules of Order, except where inconsistent with this Constitution.

Section 20.3

Unless otherwise provided in this Constitution, all actions to be taken by the membership or the Board of Directors shall require a majority vote of those present.

Section 20.4

Whereas by its very nature proxy voting is incompatible with a deliberative process and nominations can be made from the floor during a general membership meeting, proxy voting should be discouraged. An exception will be made for good cause shown to members in good standing who are not available to be at the general membership meeting for the election of officers and trustees and the carrying out of general membership business. The Board of Directors shall be entitled to specify terms and conditions governing the form and use of proxies including, without limitation, deadlines for delivery of proxies to be used at any particular meeting. Only if they could change the result, proxy votes will be counted after all votes have been tallied.

ARTICLE XXI -Indemnification

Section 21.1

To the full extent permitted by the laws of New Jersey, the Congregation shall indemnify any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by virtue of the fact that such person, or such person's testator or intestate, is or was a Rabbi, Director, Officer or Gabbai of the Congregation and was acting in such capacity on behalf of the Congregation in a manner he or she reasonably believed to be in the best interests of the Congregation, against judgments, fines, amounts paid in settlement and reasonable expenses, including (but not limited to) attorneys' fees actually and necessarily incurred in connection with or as a result of such action or proceeding, or any appeal thereof.

ARTICLE XXII -Amendments

Section 22.1

Amendments to this Constitution can be proposed by twenty percent (20%) of the membership or fifty (50) members, whichever is smaller, or by a majority vote of the Board of Directors.

Section 22.2

Amendments are adopted at a membership meeting by a majority or the entire membership of the Congregation, or by two thirds (2/3) of those members attending the meeting, whichever is less. Notice of the proposed amendment shall be sent to all members together with the notice of the meeting.

Section 22.3

Article II of the Constitution may not be amended, changed, or deleted. This Section 22.3 may not be amended, changed, or deleted.

ARTICLE XXIII -Validity and Effectiveness

Section 23.1

This Constitution shall become effective on its passage at a membership meeting of the Congregation and shall supersede all existing constitutions of the Congregation. Any changes to this Constitution before December 31, 2008, can be made by the Board of Directors with a 2/3 vote at any appropriately scheduled meeting of the Board of Directors.

Section 23.2

Should any provision of this Constitution be judged to be illegal or without validity, then the remainder of this Constitution shall, nevertheless, remain in full force and effect.

ARTICLE XXIV –Use of Facilities

Section 24.1

(a) Use of the Shul building and facilities for personal occasions, in accordance with Sections 2.1 and 3.1, shall be permitted for full or associate members only. A schedule of fees and other requirements shall be determined by the Board of Directors.

(b) In the event of a scheduling conflict, full members shall be given priority over associate members. Members in good standing shall be given priority over members not in good standing.