

CONSTITUTION AND BY-LAWS

OF

CONGREGATION BEIT SHALOM, INC.

MONROE TOWNSHIP, NEW JERSEY

- The first revised edition of this Constitution was accepted by the Board of Trustees on April 12, 2009.
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CONSTITUTION COMMITTEE – Eileen Cohen, Chair, Robert Blitzer, Larry Cohen, Aaron Low, Bernie Pollack, Lillian Rich

CALENDAR

FISCAL YEAR IS JANUARY 1ST TO DECEMBER 31ST

- FEBRUARY (A) NOMINATING COMMITTEE FORMED
(B) PRESENT ANNUAL BUDGET TO BOARD OF TRUSTEES
- APRIL (A) NOMINATIONS PRESENTED TO THE BOARD OF TRUSTEES
(B) SLATE OF NOMINATIONS WILL BE MADE AVAILABLE TO MEMBERSHIP AT THE CONGREGATION
- MAY (A) ABSENTEE BALLOTS SHALL BE MADE AVAILABLE TO MEMBERSHIP AT THE GENERAL MEETING OF THE CONGREGATION.
- JUNE (A) GENERAL MEMBERSHIP MEETING AND ELECTIONS
(B) INSTALLATION OF TRUSTEES AND OFFICERS
- JULY (A) NEW OFFICERS TAKE OFFICE
(B) FIRST MEETING OF NEW BOARD OF TRUSTEES
- DECEMBER MEMBERSHIP DUES BILLS MAILED OUT

CONSTITUTION AND BY-LAWS
OF
CONGREGATION BEIT SHALOM, INC.
MONROE TOWNSHIP, NEW JERSEY

ARTICLE I
ORGANIZATION

Section 1 The name of this organization is Congregation Beit Shalom, Inc., Monroe Township, New Jersey.

Section 2 The Articles of Incorporation of the Congregation Beit Shalom, Inc., and the provisions of this Constitution and By-Laws are the fundamental laws of governance of this Organization.

Section 3 It is the intent and purpose of this Organization to further the aims of Judaism as a Conservative Synagogue.

Section 4 This Organization is not organized for profit, and no part of its net earnings shall inure to the benefit of any member or individual.

Section 5 In the event of the liquidation or dissolution of this corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division or its remaining property or its proceeds, and the balance of all money and other property received by the Corporation, after payment of all debts and obligations, shall be used and distributed exclusively for purposes within those set forth in Section 50(E) 3 of the Internal Revenue Code. Upon dissolution, the monies shall be distributed to religious and charitable institutions as determined by The Board of Trustees.

Section 6 It will not, as a substantial part of its activities, attempt to influence legislation or participate to any extent in a political campaign for or against any candidate for public office.

ARTICLE II

OFFICERS

Section 1 Board of Trustees

- (a) Composition of the Board of Trustees
This organization consists of eighteen (18) elected trustees; seven (7) elected officers.

Outgoing Presidents, in good standing, may remain on the Board of Trustees with full rights and privileges.

If Co-Presidents of any organization created under this Constitution are elected, both Co-Presidents may serve on the Board for any given term, however, only one of their votes will be counted.

- (b) The President of the Sisterhood, the President of the Men's Club and the leader of the Minyanaires (or their designated deputies), who are members, and the President of any approved subsidiary group shall be on the Board of Trustees for the length of their respective term with all rights and privileges.
- (c) Members of the Board of Trustees must be in good standing.
- (d) Each Trustee shall be a major participant of at least one active committee.

Section 2

Position of Officers

President

First Vice-President

Second Vice-President

Third Vice-President

Treasurer

Recording Secretary

Corresponding Secretary

Section 3

Duties of Officers

(a) President

1. Shall be the Chief Officer of this Organization and preside at all general, special and Board of Trustees meetings and shall only vote in event of a tie.
2. Shall assign all duties of the three Vice-Presidents, including, but not limited to committee assignment and shall report such assignments to the Board of Trustees.
3. Shall appoint and remove all chairpersons of committees. Shall remove any officer and/or Trustee as directed by the Board of Trustees in conformity with the Articles of this Constitution.
4. In the instance of a vacancy of an elected officer or Trustee, the President shall appoint a member, with the approval of a majority vote of the Board of Trustees of those present and voting, to serve until the next election. The President shall **not** appoint honorary Officers or Trustees for life or otherwise.
5. Shall have the authority to spend up to a total of \$600.00 at the President's discretion per year in the interest of the Synagogue. Said expenditure to be included in the budget, labeled President's Discretionary Fund, with the provision that said expenditure be co-signed by a second officer, and must be reported to the Board of Trustees at the next available meeting. President's annual report to the Board of Trustees shall include said expenditures.
6. Shall have the power to authorize individual committee expenditures not to exceed \$500.00 per committee, per fiscal year, without the prior approval of the Board of Trustees, but reportable to the Board. President's annual report to the Board shall include said expenditures.

Section 3 Duties of Officers (cont.)

(b) First Vice-President

1. Shall exercise the powers and perform the duties of the President in the latter's absence. In the event of the death, resignation or removal of the President, the first Vice-President shall succeed the office for the remainder of the term.
2. Shall perform such duties as assigned by the President.

(c) Second Vice-President

1. In the absence of the First Vice-President, Second Vice-President shall assume his/her duties.
2. Shall perform such duties as assigned by the President.

(d) Third Vice-President

1. In the absence of the Second Vice-President, Third Vice-President shall assume his/her duties.
2. Shall perform such duties as assigned by the President.

(e) Treasurer

1. Shall collect all monies due and keep accurate records and receipts of monies collected and paid out.
2. Shall be Chairperson of the Budget and Finance Committee and shall submit an annual budget to the Board of Trustees for the next fiscal year by November of the current year for the Board of Trustees approval by majority vote.
3. Shall present a financial report to the membership at Board of Trustees and regular meetings.

Section 3 Duties of Officers – Treasurer (cont.)

4. Shall keep the membership updated as to dues paid.
5. Shall report to the Membership Chairperson names of delinquent members.

(f) Responsibility of the Board of Trustees

1. Shall be the responsibility of the Board of Trustees to ensure the safety of all property belonging to the Congregation and shall manage the affairs of the Congregation subject to the Constitution and By-Laws.
2. The Board of Trustees shall approve rental of the premises to Jewish organizations with the proviso that said organization is insured with a minimum of one million dollars (\$1,000,000.00), liability insurance coverage.

(g) Recording Secretary

1. Shall record at Board of Trustees meetings. All minutes shall be kept for five years in a secure place in the office.
2. The written recorded minutes, which are accepted, shall be the official minutes.

(h) Corresponding Secretary

1. Shall handle all correspondence, as instructed.

Section 4 Removal of Officers and Trustees

- (a) At any duly held regular or special meeting of the President, at the direction of two-thirds (2/3) vote of the Board of Trustees, upon due cause and with one month prior notice by certified mail, return receipt, and by regular mail, shall remove from office any Officer or Trustee. A successor may then and thereafter fill the vacancy thus created, in conformity with the Articles of the Constitution.
- (b) For the purpose of this section "cause" shall be any one of more of the following:
 - 1. Absenteeism from three (3) consecutive regular Board meetings without reasonable cause.
 - 2. An adjudication of incompetence.
 - 3. A willful breach of fiduciary obligations or willful neglect of duties of office. The candidate for removal shall be notified by certified mail, return receipt and by regular mail, by the President, of the impending removal. Said candidate shall be invited to appear for a hearing. If no reply is forthcoming within ten (10) days, presenting a reasonable cause for the absence or a rebuttal to the changes made under this section, then the President shall proceed under the Articles of the Constitution.
- (c) A minimum of **13** members shall constitute a quorum for regular and special Board of Trustees meetings. Except for the months of December through March when a **10** member quorum is required.

ARTICLE III

RELIGIOUS LEADERSHIP

Section 1

The Religious Leader of the Congregation will be a Rabbi and/or Cantor, if such is employed.

Section 2

- (a) The Rabbi and/or Cantor shall be selected and/or removed by the Board of Trustees and shall be accountable to the Board of Trustees and to the President.
- (b) The Board of Trustees shall approve the terms and salaries of the initial and subsequent contracts.

ARTICLE IV
COMMITTEES

Section 1 Appointment of Chairpersons

(a) The Chairpersons of the following committees shall be appointed by the President at the beginning of each new administration.

1. BUDGET AND FINANCE
2. BULLETIN
3. CONSTITUTION
4. DECORATING
5. EDUCATION
6. ELECTION
7. HIGH HOLY DAY TICKETS
8. HOUSE
9. MEMBERSHIP
10. NOMINATING
11. PROGRAM
12. PUBLICITY
13. RITUAL
14. FUND RAISING
15. KAVOD

(b) Committees

1. Committees are formed under the direction of the President and shall be approved by a majority of the Board of Trustees.
2. The Board of Trustees, at its discretion, may instruct Committees, initiate motions, approve, amend or disapprove Committee motions.
3. The Board of Trustees, by a majority vote of those present and voting, may instruct the President to form a special Committee.

Section 2 Duties of Committees

1. Budget and Finance Committee
 - (a) Shall consist of the President, Vice Presidents and Treasurer plus two (2) members of the Board of Trustees and any appointees so designated by the President and the Board of Trustees.
 - (b) Shall prepare a detailed budget of income and expenses to be presented to the Board of Trustees at least two (2) months prior to the start of the fiscal year.
 - (c) Shall prepare a detailed balance sheet and income statement to be presented to the Board of Trustees each quarter of every fiscal year.
2. Bulletin Committee

Shall be responsible for the preparation and distribution of the Congregational newsletter.
3. Constitution Committee

Shall examine and make recommendations to the Board of Trustees on any proposed amendments or additions to the Constitution or By-Laws.
4. Decorating Committee

Shall be responsible for providing appropriate decorations for scheduled and approved Congregation events
5. Education Committee

Shall be responsible for providing appropriate education and cultural events of Jewish interest.
6. Election Committee

Shall conduct the actual election process including:

 - (a) Notification to the membership and overseeing the voting.
 - (b) Informing the Board of Trustees, candidates and membership of the election results.

Section 2 Duties of Committees (cont.)

7. High Holy Days Ticket Committee
Shall be charged with all aspects of the distribution of the tickets for the High Holy Days.
8. House Committee
Shall supervise the property and maintenance of the premises of the Congregation.
9. Membership Committee
Shall be charged with the duty of attracting applicants for membership and the retention of same and keeping an updated list of the membership. Delinquent members shall be contacted in an attempt to retain them. The Membership Chairperson shall bring the names of delinquent members to be dropped from the membership rolls, before the Board of Trustees. Upon approval of the Board Trustees, the delinquent members shall be dropped from the membership rolls.
10. Nominating Committee
Shall present a slate of officers and trustees to the Board at the April meeting of the Board of Trustees for the forthcoming election. The Committee shall formulate nominating and election procedures subject to the approval of the Board of Trustees. If a candidate's program is held, the Committee shall organize it and inform the membership.
11. Program Committee
Shall prepare programs to be presented at meetings of the Congregation.
12. Publicity Committee
Shall be charged with disseminating information to the community at large.

13. Ritual Committee

Shall be charged with conducting and administrating all religious services of the Congregation including the search for a Rabbi and/or Cantor and will present recommendations to the Board of Trustees which ultimately sets ritual policies.

14. Funding Raising Committee

Shall develop methods with the approval of the Board of Trustees, for raising funds for the benefit of the Congregation.

15. Kavod Committee.

Shall select members to be honored for their time and effort in helping the Synagogue.

ARTICLE V

MEETINGS AND ELECTIONS

Section 1 MEETINGS

(a) General Membership Meetings
The Congregation shall have, at least, one (1) General Membership Meeting per calendar year in the month of May.

(b) Special Congregation Meetings

These may be called under the following conditions:

-- by the President at his/her discretion, or

-- at the written request of five (5) members of the Board of Trustees, or

-- at the request of eighteen (18) members of the Congregation in good standing.

(c) The President shall convene a special meeting within twenty-one (21) days of being requested to do so.

The Recording Secretary shall send written notice by regular mail, setting forth the subject, time and place of such meeting and said notice shall be mailed to every member of this organization at their addresses as shown in the books of the Congregation. The letters are to be mailed at least seven (7) days in advance of the meeting date. Special meetings must be limited to the subject set forth in the notice of the special meeting.

- (d) The Board of Trustees shall meet at least once every month.
- (e) Except for the provisions in Article VII, regulating voting rights, on all questions before the membership at any meeting, a majority vote of those present shall be binding. Only members in good standing shall have a vote, and in the case of a tie, the President shall cast the deciding vote.

Section 1 MEETINGS -- (cont.)

- (f) The order of the Board of Trustees meeting shall be:
 - 1. Roll call of Officers and Members
 - 2. Reading of the Minutes
 - 3. Financial Report (required at least once during each quarter of each fiscal year.)
 - 4. Correspondence
 - 5. Committee Reports
 - 6. Old Business
 - 7. New Business
 - 8. Good and Welfare
- (g) Thirteen (13) members, inclusive of officers, shall constitute a quorum at all General Membership Meetings of this Congregation, except for the months of December through March when a 10 member quorum is required. This applies to all Special Membership Meetings.

Section 2 ELECTIONS

- 1. The Nominating Committee will be appointed in January and a slate of candidates will be presented to the Board of Trustees at the following April Board Meeting. The approved slate shall be submitted to the Congregation via mail or in the Congregation Office one month prior to the May Board meeting. A form for "write-in" nominations (**not** included in the proposed slate) shall be returned to the Nominating Committee by the prospective candidate and seconded by a member in good standing. The additional nominations shall be included on the ballot and presented to the Congregation two weeks prior to the May General Meeting. If in the event there are contests for any

office, brief resumes may be submitted and made available for review by the membership two (2) weeks prior to the May meeting.

2. The slate submitted by the Nominating Committee, each year, shall contain only enough candidates to fill all vacancies occurring for that election.
3. (a) A member of the Nominating Committee could be included on the slate proposed by the Committee.
- (b) Installation of Officers and Trustees shall take place in June. The elected Officers and Trustees shall assume their duties as of July 1st.
- (c) The candidates for Trustee with the greatest number of ballots shall become members of the Board of Trustees.
- (d) The Recording Secretary shall cast one (1) vote for any uncontested election. All contested elections shall be determined by closed ballot.
- (e) All members in good standing are eligible for election to any office with the exception of the offices of the President or Vice-President. In order to be eligible for election to President or Vice-President, the member must have served at least one full year as a duly elected Officer or Trustee.
- (f) The President shall appoint three (3) tellers of election to tally all the ballots cast. Ballots will be tallied immediately and the vote will be announced to the membership and published in the Congregation newsletter.
- (g) All officers shall be elected for a term of two (2) years.
- (h) The term of the Trustees shall be staggered so that one-third (1/3) of the Board shall be elected each year for a three (3) year term.

ARTICLE VI

MEMBERSHIP

Section 1 QUALIFICATIONS

- (a) Any person of the Jewish faith is eligible to be a member of this Congregation.
- (b) Members shall be entitled to participate in all Congregational activities.

Section 2 RESPONSIBILITIES

Each member binds himself/herself to support the Constitution and By-Laws and the interests of this organization to pay his or her dues in a timely fashion (see Section 5.)

Section 3 DUES

Membership dues shall be duly assessed by the Board of Trustees. Dues are to be paid upon receipt of dues bills.

Section 4 DELINQUENT MEMBERS

A member shall be considered delinquent and shall be removed from the membership rolls after 12 months of non-payment.

Section 5 FUNDS

All monies belonging to the Congregation shall be deposited in the name of the Congregation Beit Shalom, Inc., Monroe Township, New Jersey as the Board of Trustees may direct. All drafts on the Congregation's depositories must bear two (2) of the following Officer's signatures: President, Vice-President, or Treasurer.

Section 6 TICKETS

Yearly dues must be paid in full in order to purchase tickets for the High Holidays for the current year.

ARTICLE VII

VOTING RIGHTS

RIGHT TO VOTE

- (a) Each member in good standing shall have one (1) vote at membership meetings. Members must be present at the meeting in order to vote, except as indicated in (b).
- (b) Absentee ballots for the annual elections for Officers and Trustees shall be made available and may be obtained from the Election Committee one week following the nominations. Each absentee ballot signed, and dated must be received by the Election Committee before noon on the last business day preceding the election.

ARTICLE VIII
SUBSIDIARY GROUPS

Section 1 FORMATION OF SUBSIDIARY GROUPS

Any group that wishes to affiliate as a subsidiary organization must make proposal to and secure approval of Board of Trustees by a two-thirds (2/3) vote of Trustees present and voting. Said approval must be obtained at two (2) successive Board Meetings. All members of these groups must also be members of Congregation Beit Shalom.

Section 2 SUBSIDIARY GROUPS

(a) Sisterhood

This Organization shall be known as the Sisterhood of Congregation Beit Shalom, Inc., Monroe Township, New Jersey and shall be subject to the Constitution of Congregation Beit Shalom and accountable to the Board of Trustees. All members of the Sisterhood will support the goals and purposes of the Congregation by sponsoring Congregational programs with educational, cultural and/or social goals.

(b) Men's Club

This Organization shall be known as the Men's Club of Congregation Beit Shalom, Inc., Monroe Township, New Jersey and shall be subject to the Constitution of Congregation Beit Shalom and accountable to the Board of Trustees. All members of the Men's Club shall be members of the Congregation. The Men's Club will support the goals and purposes of the Congregation by sponsoring and/or supporting Congregational programs with educational, cultural and/or social goals.

(c) Minyanaires

This organization is open to members and non-members for prayer services.

ARTICLE IX

AMENDMENTS, CHANGE OF CONSTITUTION, DISSOLUTION

Section 1 AMENDMENTS AND CHANGES

The Constitution and its By-Laws may be amended as follows:

- (a) Thirty-five (35) members in good standing may submit their recommendations in the form of a petition to the President.
- (b) The President shall submit said recommendation to the Constitution Committee for its review and referral back to the President for submission to the Board of Trustees.
- (c) Upon approval by two-thirds (2/3) vote of the Board of Trustees, a written notice for a meeting to vote on the proposed changes shall be sent to all members. Absentee ballots shall be made available. A two-thirds (2/3) vote of the **members voting** shall be valid for approval of the requested amendment.
- (d) A proposal which has been rejected by the Board of Trustees may not be resubmitted for a period of three (3) months.

Section 2 PARLIMENTARY PROCEDURE

Roberts' Rules of Order shall be the standard for parliamentary procedure with respect to the conduct of all meetings and the carrying out of the rules and regulations and By-Laws as stipulated in this Constitution.

Section 3 DISSOLUTION

This Organization cannot be dissolved as long as there are thirty-five (35) members in good standing and in favor of continuance.