



**CONGREGATION BETH EMETH
CONSTITUTION**

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CONGREGATION BETH EMETH CONSTITUTION



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Article I NAME

The name of the organization shall be Congregation Beth Emeth, also referred to as the Congregation or CBE.

Article II PURPOSE

The purpose of the Congregation shall be to establish and maintain a synagogue in the Conservative movement of the Jewish faith in the County of Fairfax, Commonwealth of Virginia, affiliated with the United Synagogue of Conservative Judaism. The purpose shall also be to establish and maintain such religious, educational, cultural, social, civic, community, and recreational activities as shall help further the Congregation and the community it serves. The Congregation is formed for exclusively religious, educational, and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.

Article III MEMBERSHIP

Section 1 Eligibility

Any person of the Jewish faith, 18 years of age or older, shall be eligible for membership. However, any person who was a member of the Congregation on May 26, 1992, shall be able to continue as a member as long as that person remains a member in good standing continuously from that date.

Section 2 Categories of Membership

There shall be four categories of membership.

- 2.1 **Family Membership** – Such membership shall be extended to married Jewish couples. The husband and wife shall each be entitled to one vote.
- 2.2 **Individual Membership** – Such membership shall be extended to unmarried Jewish men, unmarried Jewish women, and the Jewish spouse in intermarriage. Each individual member shall be entitled to one vote.
- 2.3 **Honorary Membership** – Such membership may be conferred by the Board of Directors upon deserving persons of the Jewish faith. Honorary members do not have voting rights.
- 2.4 **Affiliated Membership** – Such membership shall be extended to an individual or family of the Jewish faith who is a member in good standing of another synagogue. Affiliated members do not have voting rights.

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Section 3 Application for Membership

Application for membership shall be made in writing to the Membership Committee, which shall review each application to certify compliance with the eligibility criteria in Section 1 and the Bylaws. Applicants shall become members upon payment of appropriate fees and certification by the Membership Committee of compliance with the eligibility criteria.

Section 4 Removal of a Member from Membership

4.1 A member may be expelled for failure to meet financial obligations to the Congregation for a period in excess of one year. The member shall be notified in writing of the withdrawal of membership and given a grace period of one month to respond before the member is removed from the books of the Congregation.

4.2 A member may be expelled for conduct that brings discredit upon the Congregation.

4.3 Procedure for Removal for Inappropriate Conduct

4.3.1 Vote Timing – A vote to expel a member can occur at any meeting of the Board of Directors.

4.3.2 Votes Required – An affirmative vote of at least two-thirds of the entire membership of the Board of Directors shall be required to expel a member.

4.3.3 Notification – The Executive Director shall provide written notice of the meeting and its purpose to the member and each member of the Board of Directors at least ten days prior to any such meeting.

4.3.4 Appeal – Any person so removed may appeal the decision to a Special Meeting of the Congregation where a simple majority of the votes cast shall repeal the expulsion.

Article IV FINANCIAL OBLIGATIONS OF MEMBERSHIP

Section 1 Dues

All members shall pay dues based upon the dues categories they fall under as established in the Bylaws. The Congregation at its Annual Meeting shall approve the amount of dues for each dues category.

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Section 2 Assessments

All members shall pay assessments based upon the amount and schedule approved by the Congregation at a meeting of the Congregation.

Section 3 Fees

All members shall pay fees for program or facility use as approved by the Board of Directors.

Section 4 Payment Schedules

4.1 Dues, assessments, and school tuition shall be due and payable as set forth in the Bylaws.

4.2 Fees for program or facility use shall be due and payable on the schedule established by the Board of Directors.

Section 5 New Members

5.1 New members shall be liable for dues starting with the month in which they join.

5.2 New members may apply towards membership dues the cost of their High Holy Day tickets that were purchased while non-members. The Board of Directors shall establish the procedures.

5.3 The Board of Directors shall establish procedures for proration of school tuition and other fees.

Section 6 Resignations

The resignation of a member shall not relieve that member from payment of any outstanding financial obligation.

Section 7 Adjustments

The Treasurer, in coordination with the President and/or Executive Director, may reduce or defer the amount of dues, assessments, or fees of a member when special circumstances arise.

Member in Good Standing

Any member not more than two months behind in the payment of financial obligations shall be a member in good standing and shall be entitled to the privileges of membership.

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Article V PRIVILEGES OF MEMBERSHIP

Section 1 Privileges

1.1 Members in good standing and honorary members shall enjoy the following privileges:

- 1.1.1 To attend all meetings of the Congregation, Board of Directors, and committees except the Nominating Committee. And to have a voice at all meetings of the Congregation, Board of Directors, and committees except the Executive Committee and the Nominating Committee.
- 1.1.2 To participate in all religious services of the Congregation, subject to any rules and regulations that the Board of Directors, the Rabbi, or the Ritual Committee may establish.
- 1.1.3 To enroll their children in the Religious School of the Congregation, subject to rules and regulations that the Board of Directors or the School Committee may establish.
- 1.1.4 To celebrate life cycle events at the Congregation subject to any rules and regulations as set forth in the Bylaws.

1.2 Only members in good standing shall have a vote at all meetings of the Congregation.

1.3 Family and Individual members, of the Jewish faith, in good standing shall enjoy the privilege to hold office in the Congregation and to serve as a member of the Board of Directors or Board of Trustees.

Article VI MEETINGS

Section 1 Congregation Meetings

1.1 Annual Meeting – The Annual Meeting of this Congregation shall be held during the month of May or June of each year at a time and place to be established by the Board of Directors. The agenda for this meeting shall, as a minimum, include the items specified in the Bylaws.

1.2 Special Meetings – The President may call Special Meetings of the Congregation. The President must call a Special Meeting at the written request of a majority of the Board of Directors or upon written request by 50 members in good standing. In the event that the President fails to issue a call for the Special Meeting within ten days after being requested to do so, any other officer may issue such call.

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1.3 Notification – The Secretary shall provide written or electronic notice of Congregation meetings to all members of the Congregation according to the address of record. The notification shall be sent at least 15 days prior to such meeting. The notification to the members shall set forth the purpose of the meeting and shall include an agenda and a copy of the minutes of the previous Congregation meeting. In addition, the notification for the Annual Meeting shall include the following items:

1.3.1 A summary of the proposed budget

1.3.2 A list of all nominees for election

1.3.3 A written report from the chairperson of each Standing Committee

1.3.4 A summary of the annual Trustees inventory

1.3.5 A summary of the annual CPA's report

1.4 Quorum – At all meetings of the Congregation, Annual and Special, a quorum for the transaction of business shall consist of 50 voting members of the Congregation in good standing. Lacking a quorum, a lesser number may adjourn the meeting to some future time, no fewer than six or more than twenty days from the date thereof. The Secretary shall thereupon give at least three days notice, by mail, of such adjourned meeting, to all members.

1.5 Absentee voting – Voting by proxy and absentee voting shall not be permitted at any meeting of the Congregation.

Section 2 Board of Directors

2.1 Regular Meeting – The President shall call a Regular Meeting of the Board of Directors at least six times per year, but no more than once per month.

2.2 Special Meetings – The President may call a Special Meeting of the Board of Directors. The President must call a Special Meeting of the Board of Directors at the request in writing of a majority of the Board of Directors.

2.3 Notification – The Secretary shall notify members of the Board of Directors of each Regular Meeting at least five days prior to such meeting. The notification for each Special Meeting of the Board of Directors shall include the purpose of the meeting and shall be made at least three days prior to such meeting.

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2.4 Quorum – A majority of the Board of Directors shall constitute a quorum.

2.5 Absentee voting – Voting by proxy and absentee voting shall not be permitted at any meeting of the Board of Directors.

Article VII OFFICERS

Section 1 Composition

The Officers of the Congregation shall be comprised of the following:

- 1.1 President
- 1.2 Executive Vice President
- 1.3 Administrative Vice President
- 1.4 Vice President for Development
- 1.5 Vice President for Ritual
- 1.6 Vice President for Education
- 1.7 Vice President for Finance/Treasurer
- 1.8 Secretary

Section 2 Duties

The Officers shall perform such duties as listed below, as specified in the Bylaws, or as may be required of them by the Board of Directors.

2.1 President – The duties of the President shall include the following:

- 2.1.1 Preside at all meetings of the Congregation, the Board of Directors, and the Executive Committee.
- 2.1.2 Call all meetings of the Congregation, the Board of Directors, and the Executive Committee.
- 2.1.3 Sign agreements, contracts, deeds, and other documents on behalf of the Congregation as specified in the Expenditure Approval Process (EAP), which is defined in Article XII, Section 2.4.
- 2.1.4 Serve as a signatory on bank accounts and notes.
- 2.1.5 Appoint chairpersons for committees of the Board of Directors except the

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Standing Committees.

- 2.1.6 Serve as an ex-officio member of all committees without the right to vote. However, the President shall not serve on the Nominating Committee.

2.2 Executive Vice President – The duties of the Executive Vice President shall include the following:

- 2.2.1. Automatically succeed to the office of President in the case of a vacancy in that office, and shall perform the duties and have the same authority as the President in case of the President's absence or disability.
- 2.2.2. Serve as a signatory on bank accounts.
- 2.2.3. Sign agreements, contracts, and other documents on behalf of the Congregation as specified in the Expenditure Approval Process (EAP), which is defined in Article XII, Section 2.4.
- 2.2.4. Serve as liaison to the Board of Trustees.
- 2.2.5. Assist the President as requested and take on special assignments as designated by the President.

2.3 Administrative Vice President - The duties of the Administrative Vice President shall include the following:

- 2.3.1 Automatically succeed to the office of Executive Vice President in the case of a vacancy in that office, and shall perform the duties and have the same authority as the Executive Vice President in case of the Executive Vice President's absence or disability.
- 2.3.2 Serve as a signatory on bank accounts.
- 2.3.3 Oversee all personnel policies within the Congregation.
- 2.3.4 Serve as liaison for coordination of Board activities with the Executive Director.
- 2.3.5 Assist the President as requested and take on special assignments as designated by the President.

2.4 Vice President for Development – The duties of the Vice President for Development shall include the following:

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- 2.4.1 Oversee and coordinate all fund raising efforts that are made in the name of the Congregation.
 - 2.4.2 Assist the President as requested and take on special assignments as designated by the President.
- 2.5 Vice President for Ritual - The duties of the Vice President for Ritual shall include the following:
- 2.5.1 Oversee the Ritual Committee, which is in charge of CBE religious services. Supervise the Shabbat/Weekday Director, the Holiday Director, and the Life Cycle Director to ensure the coordination and arrangements for all services and other Congregational ritual observances.
 - 2.5.2 Ensure that all actions taken by the Congregation are in accordance with *halacha* (ritual law), as determined by the Rabbi.
 - 2.5.3 Work with outside organizations, such as the Jewish Theological Seminary, as the primary lay representative of the Congregation in matters of services and other ritual occasions.
 - 2.5.4 Assist the President as requested and take on special assignments as designated by the President.
- 2.6 Vice President for Education – The duties of the Vice President for Education shall include the following:
- 2.6.1 Oversee the policies, procedures, and coordination for all educational activities in the Congregation, to include the Religious School, Beth Emeth Early Childhood Center, Adult Education and other educational activities.
 - 2.6.2 Work with outside educational organizations to improve the quality of Jewish education in the Congregation.
 - 2.6.3 Assist the President as requested and take on special assignments as designated by the President.
- 2.7 Vice President for Finance/Treasurer – The duties of the Vice President for Finance/Treasurer shall include the following:
- 2.7.1 Oversee the collection of membership dues, school fees, and other monies payable to the Congregation.
 - 2.7.2 Notify the President of receivables overdue by more than 90 days.
 - 2.7.3 Supervise the deposit and investment of all funds in a manner approved by the

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Board of Directors.

- 2.7.4 Oversee the disbursement of Congregation funds.
 - 2.7.5 Serve as a signatory on all bank accounts.
 - 2.7.6 Oversee the maintenance of a permanent set of financial records of account disclosing monies received, liabilities incurred, and expenditures made in accordance with generally accepted accounting procedures as applicable to religious institutions.
 - 2.7.7 Oversee the maintenance of a permanent set of financial records that shall accurately disclose the status of membership with regard to the payment of dues, pledges, contributions, and assessments.
 - 2.7.8 Provide the Board of Directors with a report of finances of the Congregation at all Regular Meetings of the Board of Directors.
 - 2.7.9 Provide the Board of Directors with a written monthly financial report.
 - 2.7.10 Upon request of the Trustees, submit the financial records of the Congregation for an annual audit or review.
 - 2.7.11 Ensure the financial affairs of the Congregation are conducted in accordance with all applicable federal, state, and local statutes and Internal Revenue Service regulations.
 - 2.7.12 Serve as ex-officio member of the Finance & Budget Committee.
 - 2.7.13 Delegate duties, as applicable, to the members of the Finance & Budget Committee, or employees, and establish such internal controls as deemed appropriate. The Vice President of Finance/Treasurer shall be entitled to rely upon such controls and upon the persons to whom duties are delegated.
 - 2.7.14 Assist the President as requested and take on special assignments as designated by the President.
- 2.8 Secretary - The duties of the Secretary shall include the following:
- 2.8.1 Maintain an accurate record of the formal proceedings of all meetings of the Congregation, the Board of Directors, and the Executive Committee.
 - 2.8.2 Establish and maintain a separate record of all Board policy decisions.

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- 2.8.3 File and safe keep the minutes of all Congregation, Board of Directors, and Executive Committee meetings, and other Board of Directors records.
- 2.8.4 Maintain the current Constitution and Bylaws of the Congregation and any amendments or revisions thereto.
- 2.8.5 Provide such certifications as are necessary for filing with the Circuit Court of Fairfax County, Virginia, pursuant to Va. Code §57-8, or such other provisions of law, whenever a new Congregation Beth Emeth Trustee is elected or appointed.
- 2.8.6 Send notices of all Congregation and Board of Directors meetings.
- 2.8.7 Assist the President as requested and take on special assignments as designated by the President.

Section 3 Election

The Congregation shall elect Officers annually as specified in Article X. A term of office shall be one year beginning July 1 and ending June 30. The President may not serve more than two consecutive terms in office. No other Officer may serve more than three consecutive terms in the same office.

Section 4 Vacancy

A vacancy in any office, except the President and Executive Vice President, shall be filled by appointment by the President with the approval of the Board of Directors.

Section 5 Removal from Office

5.1 Reasons – An Officer may be removed from office for either of the following reasons:

- 5.1.1 Misconduct or dereliction of duty.
- 5.1.2 Failure to attend three consecutive Board of Directors Regular Meetings.

5.2 Procedure

- 5.2.1 Vote Timing – A vote to remove an Officer from office can occur at any meeting of the Board of Directors.
- 5.2.2 Votes Required – An affirmative vote of at least three-fourths of the entire membership of the Board of Directors shall be required to remove an Officer from

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office.

5.2.3 Notification – The Secretary shall provide written notice of the meeting and its purpose to the Officer and each member of the Board of Directors at least ten days prior to any such meeting.

5.2.4 Appeal – Any Officer so removed may appeal the decision to a Special Meeting of the Congregation where a simple majority of the votes cast shall repeal the expulsion.

Section 6 Executive Committee

The Executive Committee of the Congregation shall be composed of the Officers listed in Section 1 above and the Past Presidents as defined in Article VIII, Section 1.6. The Executive Director and the Rabbi shall serve as ex-officio members of the Executive Committee. The Executive Committee shall meet at least once prior to each Regular Meeting of the Board of Directors for review of the status of committee and Congregational activities. The Executive Committee shall prepare an agenda for each meeting of the Board of Directors and shall make recommendations to the Board of Directors on any actions needed to facilitate Congregation matters. Minutes of Executive Committee shall be recorded and maintained as part of the permanent records of the Congregation. Meetings of the Executive Committee may be closed by a formal vote of the Executive Committee to discuss personnel, legal, or similar matters requiring confidentiality.

Article VIII BOARD OF DIRECTORS

Section 1 Composition

The Board of Directors of the Congregation shall be composed of the following:

1.1 Officers of the Congregation

1.2 Chairpersons of the Standing Committees

1.3 One Director elected at large

1.4 Three Ritual Directors: Shabbat/Weekday, Holiday, and Life Cycle

1.5 Elected Presidents of the Men's Club, Sisterhood, Religious School Parents' Association (RSPA), and Beth Emeth Early Childhood Center Parents' Association (BEECC PA), provided the person is a member of the Congregation

1.6 Past Presidents of the Congregation serve for two years after leaving office, provided that

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the person has completed at least six consecutive months of service as President and that the person was not removed from office

1.7 The Rabbi and Executive Director as ex-officio members

No person shall, at any one time, hold more than one seat on the Board of Directors.

Section 2 Duties

The Board of Directors shall be responsible for the general management and supervision of the affairs of the Congregation with the authority to make appropriate regulations for the conduct of business consistent with this Constitution. A Director elected at large shall carry out duties as assigned by the President, including chairing ad hoc committees. A Ritual Director shall carry out duties as assigned by the Vice President for Ritual.

Section 3 Election

The Congregation shall elect Standing Committee Chairpersons and Directors annually as specified in Article X. A term of office shall be one year beginning July 1 and ending June 30. No person shall serve as a Director elected at large for more than three consecutive terms. No Standing Committee Chairperson or other Director may serve more than five consecutive terms in the same capacity.

Section 4 Vacancy

A vacancy of a Standing Committee Chairperson or a Director shall be filled by appointment by the President with the approval of the Board of Directors.

Section 5 Removal from Office

5.1 Reasons – A Standing Committee Chairperson or a Director may be removed from office for either of the following reasons:

5.1.1 Misconduct or dereliction of duty.

5.1.2 Failure to attend three consecutive Board of Directors Regular Meetings.

5.2 Procedure

5.2.1 Vote Timing – A vote to remove a Standing Committee Chairperson or a Director from office can occur at any meeting of the Board of Directors.

5.2.2 Votes Required – An affirmative vote of at least three-fourths of the entire membership of the Board of Directors shall be required to remove a Standing

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Committee Chairperson or a Director from office.

5.2.3 Notification – The Secretary shall provide written notice of the meeting and its purpose to the Standing Committee Chairperson or Director and each member of the Board of Directors at least ten days prior to any such meeting.

5.2.4 Appeal – Any Standing Committee Chairperson or Director so removed may appeal the decision to a Special Meeting of the Congregation where a simple majority of the votes cast shall repeal the expulsion.

Article IX TRUSTEES

Section 1 Purpose

Property, whether real or personal, shall be deemed to be vested in the Trustees in trust for the members.

Section 2 Composition

The Board of Trustees of the Congregation shall be composed of three members in good standing of the Congregation. The Senior Trustee is the Trustee who has served the longest in that position. The Senior Trustee coordinates with the Executive Vice President and the Executive Director for performance of the duties of the Board of Trustees.

Section 3 Meetings

The Executive Vice President, the Senior Trustee, or the Executive Director may call a meeting of the Board of Trustees. The Board of Trustees meets at least once per fiscal year.

Section 4 Duties

The duties of the Board of Trustees shall include the following:

4.1 Oversee the conduct of CBE elections.

4.2 Review CBE insurance coverage annually.

4.3 In conjunction with the House and Facilities Committee and the Executive Director, within 180 days after the end of the CBE fiscal year, submit a written report to the Board of Directors setting forth the status and condition of CBE property, including a summary of the inventory, as of the end of the fiscal year.

4.4 In conjunction with the House and Facilities Committee and the Executive Director,

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ensure a professional appraisal, which includes a detailed inventory, is conducted at least every five years.

4.5 In conjunction with the House and Facilities Committee and the Executive Director, ensure a professional condition assessment and reserve study is conducted at least every five years.

4.6 In conjunction with the Finance & Budget Committee and the Executive Director, ensure an audit or review of the CBE financial books and records is conducted annually. The trustees bear sole responsibility for determining whether an audit or review is appropriate for the current year. The audit or review is conducted by a certified public accountant who is not a CBE member. The audit or review is performed in accordance with either generally accepted auditing standards or AICPA standards pertaining to reviews and will be completed within 180 days after the end of the CBE fiscal year.

4.7 In conjunction with the Executive Director, ensure copies of the most recent professional appraisal, including detailed inventory; condition assessment and reserve study; and audit or review documents are available for examination by any CBE member in good standing.

Section 5 Election

The Congregation shall elect one Trustee annually as specified in Article X. A term of office shall be three years beginning July 1 and ending June 30. No Trustee may serve more than two consecutive terms as a Trustee.

Section 6 Vacancy

A vacancy on the Board of Trustees shall be filled for the balance of the year by appointment by the President with the approval of the Board of Directors. Any unexpired portion of the term shall then be filled by election at the next Annual Meeting of the Congregation.

Section 7 Removal from Office

7.1 Reasons – A Trustee may be removed from office for misconduct or dereliction of duty.

7.2 Procedure

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- 7.2.1 Vote Timing – A vote to remove a Trustee from office can occur at any meeting of the Board of Directors.
- 7.2.2 Votes Required – An affirmative vote of at least three-fourths of the entire membership of the Board of Directors shall be required to remove a Trustee from office.
- 7.2.3 Notification – The Secretary shall provide written notice of the meeting and its purpose to the Trustee and each member of the Board of Directors at least ten days prior to any such meeting.
- 7.2.4 Appeal – Any Trustee so removed may appeal the decision to a Special Meeting of the Congregation where a simple majority of the votes cast shall repeal the expulsion.

Article X NOMINATIONS AND ELECTIONS

Section 1 Nominations

- 1.1 The President shall nominate, and the Board of Directors shall approve, a Chairperson of the Nominating Committee by the January Board Meeting of each year. The Chairperson shall select four additional committee members, such that the committee shall have no more than two members of the Board of Directors and at least three members of the Congregation who are not Officers, Trustees, or members of the Board of Directors.
- 1.2 All members of the Nominating Committee must be members in good standing of the Congregation.
- 1.3 All meetings of the Nominating Committee shall be closed. The proceedings of all Nominating Committee meetings shall remain confidential.
- 1.4 The Nominating Committee shall propose a list of nominees for elective office. The Nominating Committee shall not nominate any person without prior consent. The Nominating Committee shall not nominate any of its members as an Officer or Trustee.
- 1.5 The Nominating Committee shall report its list of nominees to the Board of Directors and the Congregation by April 1. The report shall also include any nominating criteria given to the Nominating Committee by any member of the Executive Committee.
- 1.6 A nomination to an elective office may be made by petition of five members in good standing of the Congregation with written consent of the proposed nominee. Such petition and consent shall be filed with the Secretary at least 20 days before the date of

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the Annual Meeting.

1.7 The Annual Meeting notification shall include a list of all Nominating Committee and petition nominees.

1.8 Nominations may be made from the floor during elections. Nominations shall be opened prior to the individual election of each office. Such nominations shall require the seconding by four members in good standing and the consent of the nominee.

Section 2 Qualifications to Hold Office

2.1 Only Family and Individual members, of the Jewish faith, in good standing of the Congregation may be elected to or serve on the Board of Directors or Board of Trustees.

2.2 Employees or other individuals receiving regular compensation from the Congregation shall not serve as an Officer, Trustee, Standing Committee Chairperson, Director, President of the Men's Club, President of the Sisterhood, President of the RSPA or President of the BEECC PA of the Congregation. Occasional paid services such as a substitute teacher or *mashgiach* (person who supervises CBE kosher status) shall be excluded from this limitation.

Section 3 Elections

3.1 The elections shall be held in the following order: President, Executive Vice President, Administrative Vice President, Vice President for Development, Vice President for Ritual, Vice President for Education, Vice President for Finance/Treasurer, Secretary, individual Standing Committee Chairpersons in the order listed in Article XVI, Directors, and Trustee(s).

3.2 All contested elections shall be by secret ballot.

3.3 Election to each office shall be by a majority of the votes cast. If there is no majority on the first ballot the nominee with the fewest votes shall be dropped and a second ballot shall be taken. The dropping of a nominee shall continue on successive ballots until there is a majority vote.

3.4 The Nominating Committee shall conduct the elections.

3.5 The Board of Trustees shall verify vote counts and rule on the validity of any ballot questioned by the Nominating Committee.

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Article XI LIABILITY AND INDEMNIFICATION

Section 1 Exculpation of Liability

No Trustee, Officer, nor member of the Board of Directors shall have personal liability to the Congregation or its members in any proceeding brought by or in the right of the Congregation or brought by or on behalf of the members of the Congregation under any circumstances, provided that the foregoing shall not eliminate or limit the liability of any Trustee, Officer, or member of the Board of Directors if a judgment or final adjudication adverse to the Trustee, Officer, or member of the Board of Directors establishes that the actions or omissions involve willful misconduct or a knowing violation of the criminal law. No amendment to or repeal of this Article shall apply to, or have any effect on, the liability or alleged liability of any Trustee, Officer, or member of the Board of Directors for or with respect to any acts or omissions occurring prior to such amendment or repeal. If the Congregation or any person shall name any Trustee, Officer, or member of the Board of Directors personally as a defendant in any action arising out of duty in such capacity as a Trustee, Officer, or member of the Board of Directors, and if a judgment or final adjudication shall determine that the Trustee, Officer, or member of the Board of Directors is not personally liable, or if such defendant shall otherwise be the prevailing party, then the Trustee, Officer, or member of the Board of Directors shall be entitled to reimbursement for reasonable attorney's fees and costs incurred by the Trustee, Officer, or member of the Board of Directors (except as reimbursed pursuant to Section 2 below) from the plaintiff.

Section 2 Indemnification

- 2.1 The Congregation shall indemnify any Trustee, Officer, or member of the Board of Directors who was or is a party or a witness in or is threatened to be made a party to any pending, threatened, or completed civil, criminal, administrative, or arbitrate action, suit or proceeding ("Proceeding") by reason of the fact that such person is or was a Trustee, Officer, or member of the Board of Directors of the Congregation. The foregoing shall not apply if a judgment or final adjudication shall determine that the conduct of the Trustee, Officer, or member of the Board of Directors was willful misconduct or a knowing violation of the criminal law.

- 2.2 The Congregation may pay for or reimburse reasonable expenses in advance of a final disposition of a Proceeding upon approval by the Board of Directors in a recorded vote if an indemnified person furnishes to the Board of Directors a written statement that the Trustee, Officer, or member of the Board of Directors believes in good faith that the conduct was not willful misconduct or a knowing violation of the criminal law, and the Trustee, Officer, or member of the Board of Directors furnishes to the Congregation a written undertaking to repay the advance if the conduct of the Trustee, Officer, or member of the Board of Directors is found to have been willful misconduct or a knowing violation of the criminal law. The undertaking shall be an unlimited general obligation of

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the indemnified person, need not be secured, and may be accepted by the Congregation without reference to the financial ability of the indemnified person to make repayment.

Article XII FINANCIAL MANAGEMENT

Section 1 Fiscal Year

The Congregation shall conduct its financial affairs on a fiscal year basis of July 1 through June 30.

Section 2 Budgeting

- 2.1 The Board of Directors shall review, approve, or amend as appropriate the budget proposed by the Finance and Budget Committee. A summary of the budget proposed by the Board of Directors for the ensuing fiscal year shall be included with the notification of the Annual Meeting. The detailed budget shall be available for inspection to any member in good standing upon request.
- 2.2 Recommendation for the expenditure of funds contained in the proposed annual budget, or otherwise presented to the Congregation, shall be accompanied by a plan detailing the sources of the needed funds.
- 2.3 The annual budget shall be separated into two parts; an operating budget and a capital budget. All expenditures for real estate and capital improvements to real property shall be included in the capital budget. All other expenditures shall be included in the operating budget.
- 2.4 The Board of Directors shall establish and maintain an Expenditure Approval Process (EAP), which shall identify those authorized to approve expenditures within the framework of the operating and capital budgets including, but not limited to, reallocation of funds within budget limitations; expenditures over budget limitations; and unbudgeted expenditures. The EAP shall include expenditure procedures for board designated funds, restricted funds, contracts, deeds, mortgages and other loans and notes.
- 2.5 Unbudgeted expenditures authorized in accordance with the EAP, shall be reported to the Board of Directors after the fact at the next Regular Meeting of the Board of Directors.

Section 3 Restricted Funds

The Board of Directors shall establish restricted funds to provide for capital expenditures or for items not part of the normal operating budget. Individual contributions may be made to these funds and the proceeds of fund raising events may be allocated to these funds. Restricted Funds

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shall be operated as prescribed in the Bylaws.

Section 4 Approval

- 4.1 Annual Budget – The annual budget for the Congregation for the ensuing year shall be approved by a majority vote of the Congregation at the Annual Meeting. The operating budget and the capital budget shall be approved by a separate vote.
- 4.2 Assessments – Assessments may be levied by a two-thirds vote at an Annual or Special Meeting of the Congregation, provided that the proposed assessment was included in the notice of the meeting.
- 4.3 Restricted Funds – Restricted fund monies may be allocated for purposes other than those for which they were originally designated by a two-thirds vote at an Annual or Special Meeting of the Congregation, provided that the proposed reallocation was included in the notice of the meeting.

Section 5 Financial Institution Accounts

- 5.1 The Vice President for Finance/Treasurer shall ensure that all Congregation funds are maintained only in the following:
 - 5.1.1 Accounts at commercial banks or savings and loan institutions that are insured by the U.S. Government.
 - 5.1.2 Federally-Insured Certificates of Deposit not to exceed \$100,000 including interest at commercial banks or savings and loan institutions.
 - 5.1.3 Money market mutual funds.
 - 5.1.4 Direct obligations of the U.S. Government, its Agencies and instrumentalities.
 - 5.1.5 Mutual funds consisting of a portfolio of the following securities, provided that 100% of the securities in the fund are obligations of the U.S. Government, its agencies or instrumentalities or collateralized by obligations of the U.S. Government, its agencies or instrumentalities:
 - 5.1.5.1 Adjustable and floating rate mortgage securities that are issued or guaranteed by the U.S. Government, its agencies or instrumentalities. Investment in these securities may be collateralized mortgage obligations, real estate mortgage investment conduits, or stripped mortgage securities.
 - 5.1.5.2 Other securities collateralized by a representing an interest in real estate mortgages whose interest rates reset at periodic intervals and are issued or guaranteed by the U.S. Government, its agencies or instrumentalities.
 - 5.1.6 Israel Bonds.
- 5.2 Withdrawal of funds from any Congregation account shall require two authorized signatures. The Board of Directors may establish one or more credit cards and petty cash accounts that shall be maintained as specified in the Bylaws. Credit cards and petty cash accounts shall require only one authorized signature.

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5.3 The Board of Directors may authorize the Executive Director to serve as a signatory on bank accounts.

5.4 Auxiliary organizations may maintain their own accounts. Auxiliary organizations shall determine the procedures for withdrawal of funds from their own accounts. Auxiliary organizations shall make available in a timely manner their financial records for the annual audit or review when requested by the Trustees.

5.5 The Board of Directors may authorize the Rabbi to maintain a Discretionary Account that requires only the Rabbi's signature subject to the following provisions:

5.5.1 The Rabbi shall give an annual accounting to the Board of Directors of the amounts deposited in the account, the amounts spent, and the general categories of the expenditures.

5.5.2 The Rabbi shall make available in a timely manner all records of the account for the annual audit or review when requested by the Trustees.

5.5.3 Such additional provisions as the Board of Directors shall determine to be needed for proper oversight of the funds in the account recognizing that all funds in this account are legally the sole property of the Congregation.

Article XIII RECORDS MAINTENANCE

The official records of the Congregation shall be maintained as specified in the Bylaws. Congregation records shall not be destroyed nor removed from the facilities of the Congregation without the prior approval of the Board of Directors.

Article XIV RABBI

Section 1 Requirements

The pulpit of this Congregation shall be occupied by an ordained Rabbi, approved by the Joint Commission on Rabbinic Placement consisting of the Jewish Theological Seminary, The Rabbinical Assembly, and the United Synagogue of Conservative Judaism.

Section 2 Election of a New Rabbi

A new Rabbi shall be elected by the Congregation at its Annual Meeting or at a Special Meeting called for that purpose, upon the recommendation of the Board of Directors.

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Section 3 Continuation

The Board of Directors, prior to starting negotiations to renew the Rabbi's contract, shall obtain the approval of the Congregation at a Congregation meeting to enter the negotiations.

Section 4 Term

The duration of the contract for a new or continuing Rabbi shall not be more than seven years, unless specifically approved by the Congregation at a meeting of the Congregation.

Section 5 Responsibilities

5.1 The Rabbi shall support implementation of the aims and objectives of the Congregation.

5.2 The Rabbi shall be in charge of all religious activities and shall be the final authority (*mara d'atra*) in all matters of ritual law (*halacha*) that may come before the Congregation.

5.4 The Rabbi shall enjoy freedom of the pulpit.

5.5 The Rabbi shall seek the advice and guidance of the Board of Directors or any committee to determine the views of the Congregation.

5.6 The Rabbi shall provide advice and guidance in the educational activities of the Congregation.

Article XV AUXILIARY ORGANIZATIONS

Section 1 Authorization

The Congregation shall have auxiliary organizations as shall be authorized and constituted by the Board of Directors.

Section 2 Activities

The activities of all auxiliary organizations of this Congregation shall always be conducted in such manner as shall be in consonance with the principles of Conservative Judaism and advance the best interests of the Congregation.

Section 3 Bylaws

The Bylaws and other regulations of all auxiliary organizations shall be consistent with the

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Constitution, Bylaws, and policies of the Congregation.

Article XVI STANDING COMMITTEES

Section 1 Composition and Responsibilities

The Standing Committees of this Congregation are delegated by the Board of Directors the authority to execute their duties as follows:

- 1.1 **Adult Program Committee** – This Committee shall develop a program of adult educational, social, and cultural activities for the Congregation. It shall also determine a policy and formulate rules and regulations for the administration of such a program.
- 1.2 **Beth Emeth Early Childhood Center (BEECC) Committee** - This Committee shall determine policy and formulate rules and regulations for the administration of the pre-school of the Congregation.
- 1.3 **Communications and Publicity Committee** – This Committee shall be responsible for publishing the Congregation’s newsletter, maintaining the Congregation’s website, and providing publicity in various media to make the membership and general public aware of the Congregational programs.
- 1.4 **Endowment Committee** – This committee shall seek sources of long term funding to further the strength and stability of the Congregation.
- 1.5 **Finance & Budget Committee** - This Committee shall review the financial operations of CBE and coordinate with the Trustees to ensure that a review or audit of the financial books and records is conducted annually. It shall also prepare a proposed budget in sufficient time for the Board of Directors’ approval prior to presentation to the CBE members for approval at the Annual Meeting.
- 1.6 **Food Service Committee** – This Committee shall determine policy and formulate rules and regulations for the administration of the food service of the Congregation.
- 1.7 **Fundraising Committee** – This Committee shall develop a program for fund raising appropriate to a synagogue. It shall present specific proposals for increasing CBE income to the Board of Directors. This Committee shall implement specific proposals as approved by the Board of Directors.
- 1.8 **House and Facilities Committee** – This Committee shall oversee the upkeep and maintenance of the CBE building and grounds and be responsible for capital and other improvements as ordered by the Board of Directors. It shall also coordinate with the Trustees to ensure both a professional appraisal and a condition assessment and reserve study are conducted every five years.
- 1.9 **Long Range Planning Committee** – This Committee shall assess the long-range goals of the Congregation, formulate plans for achieving those goals, and make recommendations to the Board of Directors for implementation.
- 1.10 **Membership Committee** - This Committee shall be responsible for developing

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programs that attract, integrate, and retain members.

- 1.11 **Ritual Committee** – This Committee shall be in charge of CBE religious services. It shall formulate administrative rules and regulations for all such services. It shall offer to the Rabbi such advice and guidance, as required, regarding the character and mode of the various services.
- 1.12 **School Committee** - This Committee shall determine policy and formulate rules and regulations for the administration of the religious school(s) of the Congregation.
- 1.13 **Social Action and Community Relations Committee** - This Committee shall develop and maintain a program for social action and community relations liaison with other organizations in the community. It shall study community issues that may arise from time to time and make recommendations for appropriate action to the Board of Directors.
- 1.14 **Technology Committee** – This Committee shall be responsible for ensuring that the Congregation’s computers, system networks, and any and all technological property (to include both hardware and software) are current, legal, and operating properly.
- 1.15 **Youth Activities Committee** - This Committee shall develop a program of youth activities for the Congregation. It shall also determine policy and formulate rules and regulations for the administration of such activities.

Section 2 Committee Membership

- 2.1 Each Standing Committee shall have at least three members including the Committee Chairperson.
- 2.2 Only members in good standing shall be allowed to serve as Standing Committee members.
- 2.3 All Standing Committee meetings shall be open to all members of the Congregation.

Article XVII REAL ESTATE

Section 1 Acquisition and Maintenance

The Congregation shall acquire and maintain real property to serve as the center(s) for the religious, educational, cultural, and social activities of the Congregation.

Section 2 Obligation of Funds

The obligation of funds for real estate and real improvements to real property shall require approval of the Board of Directors.

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Article XVIII DISSOLUTION

Section 1 Procedures

Dissolution of the Congregation shall occur when recommended by the Board of Directors and approved at a Special Meeting of the Congregation called for the purpose of dissolution by a simple majority of the total number of members in good standing. Dissolution shall be carried out by the Board of Directors.

Section 2 Distribution of Assets

In the event of dissolution of the Congregation, all net assets remaining after payment of legal obligations shall be donated to one or more religious, charitable, or non-profit organizations within the meaning of Section 501(c) (3) of the Internal Revenue Code, as recommended by the Board of Directors and approved by a simple majority of the members in good standing at the Special Meeting of the Congregation called for the purpose of dissolution.

Article XIX PARLIAMENTARY PRACTICE

Robert's Rules of Order shall be the standard for parliamentary procedure at all meetings of the Congregation and the Board of Directors. *Robert's Rules of Order* shall be the final authority on all questions of procedure and parliamentary law that are not covered by the Constitution and Bylaws of the Congregation.

Article XX AMENDMENTS

Section 1 Proposal

Amendments to this Constitution shall be proposed by a majority of the Board of Directors or proposed by 25 members of the Congregation in good standing. The proposed amendments shall be submitted in writing to the President of the Congregation. The President shall, within 30 days thereafter, designate an Annual Meeting of the Congregation or call a Special Meeting of the Congregation for the purpose of voting on the proposed amendment(s).

Section 2 Notification

The text of the amendment(s) and the text of the existing provision(s) to be amended shall be included in the notices sent to the members in accordance with the provisions of Article VI,

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Section 1.3.

Section 3 Approval

At the designated meeting, the proposed amendment(s) shall be voted upon and adopted if voted favorably by two-thirds of the votes cast at the meeting.

Section 4 Effective Date

Amendments shall be effective at the time of adoption unless specified otherwise in the approving resolution.

