

**ARTICLE I
NAME**

This congregation shall be known as Congregation B'nai Tikvah and incorporated as the Jewish Community Center of North and South Brunswick.

**ARTICLE II
OBJECTIVES**

The objectives of this organization shall be to maintain a Synagogue and such educational, religious, social and recreational activities as will help further the purposes of the Synagogue and the cause of Conservative Judaism.

**ARTICLE III
AFFILIATION**

This congregation shall be affiliated with the United Synagogue of Conservative Judaism.

**ARTICLE IV
MEMBERSHIP**

Section 1

All persons of the Jewish faith and only such persons shall be eligible to apply for membership.

Section 2

- a. Family memberships shall be extended to married couples and their unmarried children living at home, but only the married couple shall have voting privileges, each of them having one vote, and the married couple shall be eligible to hold office in the Congregation. All members of the family unit shall have all other privileges of membership.
- b. Individual membership shall be extended to unmarried men and women, and to Jewish spouses of mixed marriages with or without children. Any individual member shall have all membership privileges, including voting rights.
- c. Honorary Membership:
 1. Rabbis and Cantors employed by the synagogue and their spouses be non-voting honorary members of the Congregation with all other privileges of membership.
 2. Honorary non-voting membership shall be granted to other employees of the Congregation at the discretion of the Board of Directors.
 3. Honorary membership, with voting rights, may be granted to any deserving person in the community, at the discretion of the Board of Directors.

Section 3

Application for membership shall be made in writing to the Membership Committee, which will pass on such applications. The criteria used by the Membership Committee in evaluating applicants shall be public knowledge and subject to the approval of the Board of Directors. The Board of Directors, at its discretion, may review any individual decision of the Membership Committee.

Section 4

Every member shall receive a copy of the Constitution and By-Laws of the Congregation.

Section 5

A member may be suspended or expelled by a three-fourths vote of the Board of Directors at any regular or special meeting for any of the following reasons:

- a. Failure to pay dues, fees and assessments as prescribed in Article VI.
- b. Conduct which results in egregious harm to the Jewish community.

Section 6

Any member wishing to resign from membership in the Congregation shall give written notice of such intentions to the Board of Directors and all dues, fees, and assessments shall be subject to the provisions of Article VI.

**ARTICLE V
PRIVILEGES OF MEMBERSHIP**

Members shall enjoy the following privileges, unless otherwise specified:

- a. To have a voice and vote at all meetings of the General membership.
- b. To have a voice at all regularly scheduled meetings of the Board of Directors.
- c. To enroll their children in the religious school of the Congregation, subject to the rules and regulations which may be established by the Board of Directors and the School Committee.
- d. To use the synagogue facilities for appropriate occasions pursuant to the rules and regulations of the Board of Directors.
- e. Burial privileges in the Congregational cemetery pursuant to the rules and regulations of the Board of Directors and Cemetery Committee.
- f. Admittance to High Holy Day Services

**ARTICLE VI
DUES AND OTHER CHARGES**

Section 1

All members shall pay such dues, fees and assessments as may be determined at any given time by the Board of Directors.

Section 2

Dues, fees and assessments shall be due when the statement is rendered. Payment shall be made according to the schedule as established by the Board of Directors.

Section 3

A member whose dues shall not have been paid according to the schedule set by the Board of Directors shall be deemed not in good standing.

Section 4

New members will be billed on a pro-rata basis.

Section 5

The President or the President's designee shall have the authority to set and approve terms for special financial arrangements. All such arrangements are to be considered

confidential. Where appropriate, such arrangements may be made in consultation with the Rabbi.

Section 6

Members who resign from membership in the Congregation for reasons other than having moved out of the area, shall be obligated for their dues, fees and assessments for the fiscal year. If the reason for the resignation is having moved from the area, the member's obligation for dues, fees and assessments shall be to the date of receipt of such notification of resignation.

ARTICLE VII GENERAL MEMBERSHIP MEETINGS

Section 1

- A. There shall be a minimum of two general membership meetings during each fiscal year, as follows:
 1. A meeting in May or June with the agenda to include:
 - a. Nominations and election of the officers and trustees for the following year.
 - b. Submission to the general membership of the budget for the new fiscal year, beginning August 1.
 2. A meeting in December, for the purpose of informing the general membership of important recent happenings.
- B. At all general membership meetings, the order of business shall be:
 1. D'var Torah
 2. Action on minutes of previous meeting
 3. Correspondence
 4. Financial Reports
 5. Vice Presidents' Committee Reports
 6. Rabbi's Report
 7. Old Business
 8. New Business
 9. Good and Welfare
- C. The agenda for the general membership meeting shall be established by the Board of Directors.

Section 2

Special general membership meetings may be called by the President whenever it is deemed necessary; and such meetings must be called by the President when requested in writing by fifteen members of the Congregation, in good standing, or by five members of the Board of Directors. Said request shall state the reason for and the purpose of the meeting. No business other than that for which the meeting has been called shall be considered.

Section 3

Notification and agenda of each general membership meeting shall be mailed by the Secretary to all members and shall be Sent not less than ten days or more than thirty days prior to the date of the meeting. The notification of any special general membership meeting shall include the subject of the meeting.

Section 4

At all meetings of the general membership, a quorum for the taking of votes shall

consist of twenty-five members in good standing, of which at least three shall be members of the Board of Directors, at least one being the President or a Vice-President. If there is no quorum for a meeting, then the presiding officer may reschedule the meeting to a date not less than ten days or more than thirty days from the date thereof.

Section 5

At all membership meetings, a member must be physically present to have his or her vote counted.

ARTICLE VIII NONMINATIONS AND ELECTIONS

Section 1

A slate of nominees for all offices to be filled by election shall be prepared by the Nominating Committee, the chairman of which shall be the immediate Past President. The Nominating Committee shall consist of one person appointed by the President, one person appointed by the chair, and one person appointed by each of the following: Men's Club President, Sisterhood President, Fifty Plus Group President, School Committee Chairperson, and Ritual Committee Chairperson. Members of the Nominating Committee shall be members in good standing of the Congregation and shall excuse themselves from deliberations when they are under consideration for nomination by the Committee. The slate of the Nominating Committee shall be made available in the Synagogue office to members and shall be posted in the Synagogue at least 45 days prior to the general membership meeting, and shall be included in the notification to members prescribed by Article VII, Section 3.

All nominees, whether nominated by the Nominating Committee or by independent nomination, shall be members in good standing. With respect to the presidency, the nominees shall have served at least one term or one year on the Executive Committee as of the date of the general membership meeting, and with respect to the vice presidencies, the nominees shall have served at least one term or one year on the Board of Directors as of the date of the general membership meeting.

Independent nominations may be made by petition only. Petitions shall be signed by 15 members in good standing and shall be delivered to the Synagogue office no later than thirty (30) days prior to the general membership meeting along with a written statement from the nominee indicating his/her willingness to serve if elected. No person may be nominated for more than one position. Valid independent nominations shall be included in the general membership notification prescribed in Article VII, Section 3.

Section 2

Where there is a valid independent nomination for a position, election for that position shall be by written ballot. Each officer position shall be voted upon separately. Trustee positions shall be voted upon jointly, with members entitled to cast as many votes as there are trustee positions to be filled, and with members entitled to cast only one vote for each candidate. In the absence of a contest for a position, election for that position shall be by voice vote.

Section 3

At the general membership meeting in May or June, the affirmative vote of a simple majority of the members present and in good standing shall be necessary to elect either an officer or a trustee.

Section 4

Newly elected officers and trustees shall assume their responsibilities immediately after the June meeting of the Board of Directors or the general membership meeting, whichever is later.

ARTICLE IX BOARD OF DIRECTORS

Section 1

The management and administration of the affairs of the Congregation shall be vested in a Board of Directors, which shall consist of:

- a. President
- b. Immediate Past President
- c. Vice-President (Administration)
- d. Vice-President (School and Youth)
- e. Vice-President (Activities)
- f. Vice-President (Ways and Means)
- g. Vice-President (Membership)
- h. Secretary
- i. Treasurer
- j. Assistant Treasurer
- k. Financial Secretary
- l. Ten Trustees

One delegate from each of the following organizations:

- a. Sisterhood
- b. Men's Club
- c. Fifty Plus Group
- d. United Synagogue Youth (non-voting)

For the purposes of this Article, serving another's unexpired term of which more than one-third has already been served shall not be considered a "term of office" as regards to qualification for re-election.

The delegates designated in Section 1 shall serve for one year and shall be members in good standing of the Congregation. They may succeed themselves at the discretion of their appointers. The Rabbi and Cantor shall serve as non-voting ex officio members of the Board of Directors.

Section 2

Trustees shall be elected for staggered two year terms and officers shall be elected for two year terms and may succeed themselves except that the Vice-Presidents shall not serve more than three consecutive terms in their respective offices. The President shall not serve more than two consecutive terms as President.

Section 3

The Board of Directors shall have control of all of the property of the organization; and shall designate the bank or banks where the funds of the organization shall be deposited, and shall be responsible for all expenditures of organizational funds and disposal of organizational property, except that significant property can only be disposed of with the approval of the general membership. The Board shall not invest any of the funds of the organization in any investment which is not legal for savings banks in the State.

The Board of Directors may authorize any groups under its jurisdiction to set up a bank account with the proviso that said groups may not incur any debts or

obligations binding on the organization without prior and specific approval of the Board of Directors.

Section 4

The Board of Directors shall meet at least once each month at such times as the Board of Directors will designate. The President or a Vice-President must be present to conduct any meeting of the Board of Directors.

Section 5

Special meetings of the Board of Directors may be called by the President at his or her discretion and must be called by him or her at the written request of three members of the Board of Directors. Such request shall state the reason for and the purpose of the meeting. In the event that the President fails to issue a call for such meeting within five days after being requested to do so, any of the Board members making the request may issue such call. A special meeting must be scheduled within two weeks of the date at which the call is issued.

Section 6

At all meetings of the Board of Directors, a quorum for voting shall be a simple majority. No matter may be decided upon by the Board of Directors except by a majority of the members except when stipulated otherwise in the Constitution.

Section 7

Any officer or trustee who fails to attend any three (3) consecutive regular meetings of the Board of Directors, may have his office declared vacant at that third meeting by the Board of Directors. The Board of Directors shall fill such vacancy for the unexpired term.

Section 8

In the event of the death or resignation of an elected member of the Board of Directors, a successor shall be elected by the Board of Directors to fill the office for the unexpired term.

Section 9

The Board of Directors shall have the authority to exceed the budget by five percent of the total budget amount less fixed debt expenses. Any expenditure by a committee above its budgeted items must be approved by the Board of Directors before the commitment for said expenditure to be made.

Section 10

The Board of Directors shall adopt such rules and regulations, consistent with this Constitution, as they may deem advisable for the proper conduct of their meetings and for the furtherance of the general purposes of this Congregation.

Section 11

The Board of Directors reserves the right to review and override any decision of any Board members.

ARTICLE X OFFICERS

Section 1

The Executive Committee

This committee shall consist of the President (who shall be the chairperson), the Immediate Past President, and the Vice-Presidents. It shall endeavor to meet at least once each month. Its function shall be to establish the agenda for the Board of Directors' meetings and to consider any other matters of business and to make its recommendations thereon.

Section 2

The President

To qualify for President, the nominee must have served at least one term or one year on the Executive Committee as of the date of the general membership meeting. It shall be the function of the President to preside at all meetings of the organization and of the Board of Directors of which he or she shall be the chairperson, to call all meetings of the general membership and of the Board of Directors of which he or she shall be the chairperson, to call all meetings of the general membership and of the Board of Directors, to sign all agreements, contracts, deeds, notes and other documents for the organization, pursuant to appropriate resolutions for the organization or by the Board of Directors and to the laws governing corporations in the State of New Jersey.

He or she shall be an ex-officio member of all committees without the right to vote.

At all meetings of the general membership and of the Board of Directors, the President may not vote except to break a tie vote.

The President shall have the authority to establish committees other than Standing Committees, to carry out express duties for the welfare of the congregation.

Section 3

In the absence of the President, the Past President will take charge of the meeting. If he or she is also absent, the Vice-President (Administration) shall take charge of the meeting. If he or she is also absent, the Vice-President (School and Youth) shall take charge. If both Vice-Presidents are absent, the Vice-President (Activities) shall take charge. If these Vice-Presidents are absent, the Vice-President (Ways and Means) shall take charge.

Section 4

If for any reason, the President is no longer able or willing to continue in office, the Board of Directors shall choose an interim President for the unexpired term, from the members of the Board of Directors, providing that the person so chosen shall have been a member of the Board of Directors for at least two years.

Section 5

Vice-Presidents

- a. Vice-President (Administration) - shall oversee the following committees: Budget and Finance, Ritual, House and Grounds, Building Use, Cemetery, Constitution, Insurance, Catering.
- b. Vice-President (School and Youth) - shall oversee the following committees: Religious School, Nursery School, Youth Groups, College Activities, Summer Camp, Library, Day School Liaison.
- c. Vice-President (Activities) - shall oversee the following committees: Publicity, Publications, Social Action, Adult Education, Liaison (Jewish Federation and Israel Bonds), Program, Good and Welfare.
- d. Vice-President (Ways and Means) - shall oversee all fund raising committees and Capital Fund Raising.
- e. Vice-President (Membership) - shall oversee all membership publicity and activities.

Each Vice-President shall have the responsibility to appoint a chairman of each committee under that Vice-President's jurisdiction.

Section 6

The Secretary

It shall be the function of the Secretary to keep an accurate record of all proceedings of the organization and of the Board of Directors, sign such instruments and documents as may be necessary to carry on the business of the organization and the notices for meetings of the organization and the Board of Directors and carry on the correspondence of the organization as directed by the President.

Section 7

The Financial Secretary

It shall be the function of the Financial Secretary to maintain records of payments of dues, fees, assessments and pledges, and to take responsibility that bills be issued at appropriate times.

Section 8

The Treasurer

The Treasurer shall keep an accurate and correct record of the receipts and disbursements of the organization. The records shall be open to inspection by the Board of Directors and to the Budget and Finance Committee.

The Treasurer shall deposit all monies in the organization's name as directed by the Board of Directors.

The Treasurer shall pay all disbursements by check, signed by two of the following four: Treasurer, President, Vice-President (Administration), Assistant Treasurer. He or she shall render a written report of the finances of the organization at all regular meetings of the Board of Directors and at regular meeting of the organization and at such other meetings as he may be directed to do so by the organization or by the Board of Directors.

Section 9

The Assistant Treasurer

It shall be the function of the Assistant Treasurer to assist the Treasurer in keeping a record of the receipts and disbursements, in depositing monies and in making disbursements by check of the organization.

Section 10

The books of the Congregation and auxiliary organizations shall be examined by a certified public accountant (not a Board member) at least once every three years. The examination must cover the entire period since the last examination and be completed and a report submitted to the Board of Directors and made available to the Congregation within six (6) months of the report's submission to the Board of Directors.

Section 11

The Congregation shall provide insurance, or other means to hold harmless and indemnify, members of the Board of Directors or any member acting in good faith on behalf of the Congregation, within the scope of their authorized activity, from any legal action or claim arising therefrom.

In the event the insurance or other means is not adequate or does not apply, the Congregation will indemnify to the extent of its assets.

**ARTICLE XI
THE PULPIT**

Section 1

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

Section 2

A decision on whether to initiate negotiations pursuant to rehiring an incumbent Rabbi shall be made by the Board of Directors no later than January 31 of the fiscal year in which the Rabbi's contract expires. Such a decision should be made after all due consideration, including an effort to get input from all members of the Congregation. A decision to initiate negotiations shall immediately lead to negotiations and a resulting contract shall require only the approval of the Board of Directors. A decision not to rehire must be approved by the general membership at a meeting called for that purpose.

Section 3

Should it become necessary to choose a new Rabbi, such a Rabbi shall be selected by the Board of Directors from a list of candidates submitted by a special committee established for the purpose subject to the approval of the general membership at a congregational meeting.

Section 4

The terms under which the Rabbi shall serve shall be determined by the Board of Directors and shall be consonant with the standards established by the United Synagogue of Conservative Judaism and with the approval of the membership.

Section 5

The congregation may employ a Cantor. The terms under which a Cantor serves shall be determined by the Board of Directors. The relationship between the Congregation and the Cantor shall be consistent with the General Principles set forth by the United Synagogue of Conservative Judaism as set forth in its Guide to Congregational Practices.

ARTICLE XII AUXILIARY ORGANIZATIONS

Section 1

The Congregation shall have such auxiliary organizations as shall, from time to time, be established with the approval of the Board of Directors.

Section 2

The activities of the auxiliary organizations of this Congregation shall at all times be conducted in such manner as will advance the best interests of the Congregation, or be subject to disassociation by a three-fourths vote of the Board of Directors.

Section 3

The by-laws and financial records and other regulations of the auxiliary organizations shall be consistent with the Constitution, By-Laws and policies of the Congregation.

Section 4

The Board of Directors may review any decision of an auxiliary organization, and reserves the right to overrule any such decision.

ARTICLE XIII STANDING COMMITTEES

Section 1

The Board of Directors reserves the right to review and override the decisions of any committee.

Section 2

The Standing Committees of the organization and their duties shall be as follows:

- a. **Budget and Finance Committee** - This committee shall be responsible for the preparation of the annual budget of the organization. It shall also be responsible for dealing with financial loan obligations, subject to the approval of the Board. The Chair of this committee shall be appointed by the President and shall select the other members of the committee, except that the Treasurer and Assistant Treasurer shall be permanent members of the committee.
- b. **School Committee** - This committee, in conjunction with the Rabbi and Education Director, shall supervise the Hebrew Schools of the Congregation on the elementary and secondary levels, and shall make regulations for the administration of such schools, subject to the approval of the Board of Directors.
- c. **Ritual Committee** - This committee shall be in charge of all religious activities and services of the Congregation. It shall formulate rules and regulations for all such services, subject to the approval of the Board of Directors.

It shall offer to the Rabbi advice and guidance regarding the character and makeup of the various services. It shall also be in charge of seating arrangements at services during the High Holy Days and at other times during the year and shall have the responsibility of appointing "gabbaim" and ushers for the various services.

- d. **Membership Committee** - This committee shall be charged with the responsibility for initiating programs and activities with the purpose of increasing and retaining the membership of the Congregation.
- e. **House and Grounds Committee** - This committee shall have general charge of the maintenance and upkeep of the building and grounds of the organization, and shall, when necessary, enter into maintenance contracts. It shall obtain, and present to the Board of Directors, for approval, estimates for any improvements to organizational property amounting to more than \$500, and any maintenance contracts for more than \$1,000.
- f. **Building Use Committee** - This committee shall draw up and enforce, after the approval of the Board of Directors, rules and regulations for the use of the physical facilities of the organization, and shall maintain a calendar of such use.
- g. **Insurance Committee** - This committee shall periodically review the adequacy and cost-effectiveness of all insurance of the organization.
- h. **Ways and Means Committee** - This committee shall present to the Board specific fund-raising activities and then implement them.
- i. **Youth Activities Committee** - This committee shall be responsible for providing a United Synagogue Youth program and a Kadimah (pre United Synagogue Youth) program, and for maintaining a viable Youth Lounge.
- j. **Adult Education Committee** - This committee shall have the general charge of establishing and implementing classes, study-discussion groups, and other adult education programs to meet the expressed needs and wants of the membership, as well as of other members of the Jewish community.
- k. **Nursery' School Committee** - This committee shall have the authority to establish and maintain a Nursery School program, subject to the rules and

regulations it may draw up and subject to the approval of the Board of Directors in accordance with the laws of the State of New Jersey.

- l. **Cemetery Committee** - This committee shall have the responsibility for arranging for the adequate layout, care, and upkeep of the cemetery of the organization; for maintaining an up-to-date and accurate set of maps and records of the cemetery; and for setting up and implementing a set of rules and procedures.
- m. **Constitution Committee** - This committee shall review and, when desirable, recommend changes in the Constitution and By-Laws.
- n. **Publication Committee** - This committee shall publish a newsletter for circulation to the members of the Congregation.
- o. **Publicity Committee** - This committee shall appropriately publicize the activities of the Congregation.
- p. **Program Committee** This committee shall arrange programs which are of interest to the members of the Congregation.
- q. **College Activities Committee** - This committee shall maintain contact with and develop programs for college students whose families are members of the Congregation.
- r. **Social Action Committee** - This committee shall sponsor and take actions representing the social conscience of the Congregation by helping Congregation members and pursuing local community, statewide, and national goals. Any action shall be consistent with the Congregation's status as a not-for-profit religious organization.
- s. **Good and Welfare Committee** - This committee shall have the responsibility for publicizing among the Congregation and the Board of Directors lifecycle events occurring within the Congregational family, and coordinating the Congregation's response to such events.
- t. **Liaison Committee** - This committee shall act as a representative between the Synagogue and all other organizations with which the Synagogue is associated, and will report to the Board the results of any meetings and any correspondence and consult the Board of any decisions affecting the Synagogue.
- u. **Capital Fund-Raising Committee** - This committee shall solicit the membership for funds earmarked for the creation, maintenance, embellishment, or expansion of the Synagogue's physical plant.
- v. **Catering Committee** - This committee shall act as the Synagogue's representative in dealing with any caterer (resident or panel) that does business within the building or grounds. The committee shall set policy, negotiate contracts (including Synagogue remuneration were appropriate), and review any building and grounds modifications proposed by a caterer.
- w. **Library Committee** - This committee shall oversee the on-going operation of the Synagogue Library.
- x. **Summer Camp Committee** - This committee shall monitor and facilitate the on-going operation of the Synagogue summer camp program, and shall approve all budgets and employment contracts.
- y. **Day School Liaison Committee** - This committee shall facilitate the involvement in Synagogue programs of school-age children of B'nai Tikvah members who are not enrolled in the Religious School of the Congregation.
- z. **Historical Committee** - This committee shall document, organize and preserve the Congregation's (and its predecessor Congregation's) photographs and memorabilia, and shall be responsible for overseeing that congregational activities are photographed and memorabilia collected on an ongoing basis.

- aa. **Feedback Committee** - This committee shall facilitate communications between members of the Congregation and the Rabbi and between members of the Congregation and the Cantor and shall report semi-annually to the Executive Committee. The committee shall consist of four to six members appointed annually by the President.

ARTICLE XIV CEMETERY PRIVILEGES

Section 1

Each member in good standing is entitled to a gravesite free of charge. Care of gravesites is not the responsibility of the Congregation.

Section 2

A non-member, of the Jewish faith, may have the privilege of burial in the cemetery of the organization under certain conditions which have been provided by resolution of the Board of Directors and upon payment of the current charges as established by the Board of Directors.

Section 3

A Jewish member of a deceased mother's family has the right to reserve adjoining gravesites upon payment of the current fee as established by the Board of Directors.

ARTICLE XV AMENDMENTS

Section 1

An amendment to this Constitution may be set in motion by:

- a. A motion made by a member of the Board in the normal course of business.
- b. A proposal made by the Chairperson of the Constitution Committee.
- c. A proposal in writing to the Board of Directors signed by no fewer than ten members in good standing.

In the latter case, the following procedure will be followed:

The Board of Directors will refer the proposal to the Constitution Committee, which will prepare the motion in a proper format and present it to the Board of Directors at the next meeting of the Board, provided that the Constitution Committee has had at least two weeks to review the proposal.

The Board of Directors shall consider any proposal presented in any of the ways referred to above at the appropriate Board meeting, and may, by majority vote, initiate the proposal.

Should the Board of Directors fail to initiate the proposal, a petition to do so signed by no fewer than twenty-five members in good standing will have the same effect.

Section 2

Upon initiation of a proposal in any of the ways described in Section 1, a constitutional general membership meeting shall be called to consider and vote on the proposal. The notice of such meeting shall include a copy of the proposal with the list of names of the members proposing it and shall be mailed at least ten days and not more than twenty days prior to the meeting date. A quorum for constitutional meetings shall be 10% of the voting members in good standing, and a vote of two-thirds of those present shall be necessary for an amendment to be adopted.

ARTICLE XVI DISSOLUTION OF ORGANIZATION

Dissolution of the organization shall be by a vote of a majority of the existing members in good standing