

THE NER TAMID GREENSPRING VALLEY SYNAGOGUE AND CENTER, INC.

CONSTITUTION

AUGUST 2004

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THE NER TAMID GREENSPRING VALLEY SYNAGOGUE AND CENTER, INC.

CONSTITUTION
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ARTICLE I – NAME AND PURPOSE

Section 1

This congregation shall be known as the Ner Tamid Greenspring Valley Synagogue Center, Inc. and/or such other name as may be adopted by 2/3 votes of all the members of the Board of Directors.

Section 2

This congregation shall conduct a House of Worship, and shall engage in such other activities as the congregation shall deem appropriate and desirable for it as a religious institution.

Section 3

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

Section 4

Every contribution or donation, whether of real, personal or mixed property made generally or for any specific use to this Synagogue, shall be deemed in trust under the express condition and for the unchangeable purpose of conducting an Orthodox Synagogue as above defined and for the furtherance of the religious objectives as above set forth, and every such contribution when received by the Synagogue, shall be deemed received and accepted according to this condition and in the furtherance of such trust.

Section 5

It is expressly recognized by the founders and members of this congregation that inasmuch as the principles of Orthodox Judaism are based on divine authority, the rules governing the divine worship in this congregation are not subject to change by any vote or other action of the membership, Board of Directors officers or any other of its officials or employees.

ARTICLE II - MEMBERSHIP

Section 1

Anyone of Jewish faith who has reached the age of eighteen (18) years and is of good character shall be eligible for membership.

Section 2

If both husband and wife are present and voting, each shall be entitled to one-half of a vote.

Section 3

All applications for membership shall be accompanied by a year's dues. All applications submitted after mid-year shall be accompanied by not less than one-half year's dues. Those provisions may be modified by Board action.

Section 4

Members shall be liable to expulsion or suspension of rights of Board of Directors for any cause deemed sufficient by the vote of at least two-thirds of the Directors present at a legal meeting of the Body.

Section 5

It shall be the duty of all members to assist and respect the officers in the discharge of their duties, to respect one another, and to avoid all personal or indecorous remarks in debate or otherwise.

Section 6

The annual dues of each member shall be as determined by the Board of Directors and as approved by the general membership. The dues year shall be the calendar year.

Section 7

Only those members considered to be in good standing as defined by Article IX and having been qualified members more than six months may vote in an election.

ARTICLE III - MEETINGS

Section 1

The annual congregation meeting shall take place on April or May. This meeting shall be the annual meeting for the election of officers and Board of Directors. Ten (10) days written notice shall be given of such meetings.

Section 2

The meeting of the Board of Directors shall be held monthly on such day as determined by the Board of Directors.

Section 3

Special meetings of the congregation may be call by the President. Upon the written application of twenty (20) members in good standing, such application specifying the item of business to be discussed, the President shall call a special meeting of the congregation to be held within fifteen (15) days of such written application. Upon the President's failure to call this special meeting within ten (10) days of such written application, the Chairman of the Board, having been sent a copy of the application by the applicants, shall call the special meeting of the congregation so requested.

Section 4

Special meetings of the Board of Directors may be called by the Chairman of the Board. Upon the written application of ten (10) members of the Board, such application specifying the item of business to be discussed, the Chairman of the Board shall call a special meeting of the Board of Directors to be held within eight (8) days of such written application. Upon the Chairman of the Board's failure to call this special meeting within three (3) days of such written application, the President, having been sent a copy of the application by the applicants, shall call the special meeting of the Board of Directors so requested.

Section 5

Notice in writing of not less than five (5) days shall be given of special meetings of the Congregation and/or the Board of Directors.

Section 6

The only orders of business to be considered during any special meetings will be those specified in the application for the meeting.

ARTICLE IV - OFFICERS AND BOARD OF DIRECTORS

Section 1

The officers of this congregation shall consist of the following: President, Vice-President, Financial Secretary, Treasurer, Corresponding Secretary, Treasurer, Recording Secretary, Chairman of the Board, and the Vice-Chairman of the Board.

Section 2

All officers and board members shall be elected for a term of two years at the annual congregation meeting and shall take office upon installation or on June 1, whichever is earlier.

Section 3

The President of the Synagogue and the Chairman of the Board shall be eligible to succeed himself without limitation. All other officers may serve only four (4) consecutive terms in their respective offices.

Section 4

The Board of Directors shall consist of:

- (a) All officers named in Section 1 of Article IV;
- (b) All past Presidents;
- (c) All past Chairmen of the Board;
- (d) Presidents of the Brotherhood, Sisterhood, P.T.A., and other auxiliary organizations affiliated with the congregation, during the tenure of their respective offices;
- (e) Between 30 and 50 additional members elected by the congregation at its annual meeting;
- (f) Up to five (5) members under the age of 30 elected by the congregation at its annual meeting;
- (g) Honorary Lifetime board members with full voting rights, as elected by the Board of Directors. No new honorary lifetime board members shall be elected after June 1, 1995.

Section 5

A nominating committee shall be appointed not later than eight (8) weeks prior to the biannual election and shall consist of seven (7) members; the immediate available past Chairman of the Board of Directors shall act as chairman; three (3) members shall be appointed by the President and three (3) members shall be appointed by the Chairman of the Board.

Section 6

No one may be a candidate to be an officer unless he/she has been a member of the Board of Directors for the preceding year. No one may be a candidate to be a member of the Board of Directors unless he/she has been a member of the congregation for at least one year preceding the date of the election.

Section 7

The membership shall be notified by mail at least two weeks before the election of the time and place of the election, and the slate of officers and directors as recommended by the nominating committee.

Section 8

Additional nominations may be made at the election meeting, provided the Chairman of the Board or the President of the congregation shall have received such nominations in writing signed by at least ten (10) members in good standing not later than one week prior to the election meeting, such additional nominations shall be presented at this meeting and the person nominated shall have accepted the nomination.

Section 9

Every member of the Congregation who shall be in good standing on the date of the election shall be eligible to vote for the election of officers and members of the Board of Directors.

Section 10

Succession: If a vacancy shall occur in any office as stated in Article IV, Section I, except that of President and Chairman of the Board, the nomination and election of the new officer shall take place at the next regular Board of Directors meeting as a special order of business.

ARTICLE V – DUTIES OF OFFICERS AND BOARD OF DIRECTORS

Section 1

The President shall preside at Congregational meetings. He shall have the right without special authority to make expenditures in any month not exceeding, in the aggregate, the sum of \$500, but this shall not be cumulative. He shall report details of such expenditures at the next meeting of the Board of Directors. He shall require committee reports at congregational meetings. He shall have charge of designating those who shall conduct services and distribute honors. He shall appoint all committees relating to religious, cultural and educational activities of the Synagogue. He may appoint Gaboim to serve during his term and they shall be subject to replacement at his discretion.

Section 2

The Vice-President: In the absence of the President, the Vice-President shall preside. Should a vacancy occur in the office of the President, he shall be automatically succeeded by the Vice-President for the remainder of the unexpired term. The Vice-President shall be responsible to assist the President in the performance of his duties as stated in Article V, Section 1.

Section 3

The Chairman of the Board of Directors:

- (a) The Chairman shall preside at all meetings of the Board. He shall appoint all committees except those to be appointed by the President. He shall have the authority to administer the business of the Synagogue.
- (b) The Chairman of the Board shall also have the right without special authority to make expenditures in any month not exceeding, in the aggregate, the sum of \$500, but this shall not be cumulative. He shall report details of such expenditures at the next meeting of the Board of Directors.

Section 4

The Vice-Chairman of the Board: In the absence of the Chairman, the Vice-Chairman of the Board shall preside. Should a vacancy occur in the office of the Chairman, he shall be automatically succeeded by the Vice-Chairman for the remainder of the unexpired term. The Vice-Chairman shall be responsible to assist the Chairman in the performance of his duties as stated in Article V, Section 3.

Section 5

The duties of the Treasurer shall be to keep or cause to be kept a full and proper record of all receipts and disbursements and shall have custody and care of all congregational property and assets. He shall deposit or direct the depositing of all funds of the congregation in banks or depositories designated by the Board of Directors, and must approve all disbursements and withdrawals. These disbursements and withdrawals shall be upon the signature of any two of the following officers: President, Vice-President, Treasurer, Financial Secretary, Chairman of the Board or Vice-Chairman of the Board. Within 90 days after the year end, the Treasurer shall submit to the Board a financial statement of the Synagogue.

Section 6

The Corresponding Secretary shall send or cause to be sent all notices to the members of the congregation and Board of Directors for all regular and special meetings and all other types of correspondence.

Section 7

The Recording Secretary shall record and read all minutes of the congregation, and of the Board of Directors. He shall keep attendance record of all meetings.

Section 8

The Financial Secretary shall aid and assist the Treasurer. He shall supervise bills and accounting to and with the membership. He shall keep or cause to be kept a record of all offerings and donations made during services and supervise sending of bills therefore. At the first Board meeting in April of each year, the Financial Secretary shall report to the Board of Directors the names of all members who are not in good standing. Upon leaving his office, he shall turn over all records to his successor.

Section 9

Succession: See Article IV – Section 10.

Section 10

The Board of Directors shall approve the budget; authorize all expenditures except those of the President and Chairman of the Board as provided in Article V, Sections 1 and 3; and be responsible for the formation of policy of the congregation. The Board of Directors shall elect or remove the Cantor and/or Executive Director at any regular or special meeting by a majority vote of the members voting. Written notice of such contemplated action must be given to the members of the Board at least ten (10) days prior to such regular or special meeting. Removal shall be defined as termination prior to the

expiration of his written contract or term of service as authorized by the Board of Directors. The Board of Directors shall fix the salary and length of the contract of the Rabbi, Cantor and/or Executive Director.

ARTICLE VI - QUORUM

Section 1

A Quorum for any meeting of the congregation for the transaction of any business shall consist of twenty-five (25) members in good standing.

Section 2

A Quorum for any meeting of the Board of Directors for the transaction of any business shall consist of fifteen (15) voting members of the Board.

ARTICLE VII - AUXILIARY GROUP

Section 1

Executive Council shall consist of all the officers of the congregation, Past Presidents and Past Chairman of the Board, and the Presidents of the Brotherhood, Sisterhood and those auxiliary organizations affiliated with the congregation. They shall meet at least once every two months and shall act only as advisors to the President and Chairman of the Board. The Chairman of the Board shall preside at the meetings of the Executive Council.

Section 2

- (a) Every auxiliary organization such as the Brotherhood and the Sisterhood that may be affiliated with the congregation, shall be subject to this Constitution and By-Laws, notwithstanding anything to the contrary in the Constitution and By-Laws of such respective groups. None of the said groups shall have the power to retain or employ any Rabbi or Cantor or Sexton whether for compensation or otherwise.
- (b) All activities of every auxiliary group shall be subject to the control of the Board of Directors of the Synagogue.
- (c) No new auxiliary group or organization shall be created without the approval of the Board of Directors of the Synagogue.

ARTICLE VIII - THE RABBI

The Rabbi or Rabbis shall be appointed, re-appointed, or removed by the congregation by a majority vote at a regular or special meeting of the congregation. Written notice of such contemplated action must be given to the members of the congregation at least ten (10) days prior to such regular or special meeting.

ARTICLE IX - DEFINITION OF GOOD STANDING

A member shall be deemed to be in good standing if his account consists of no obligations older than ninety (90) days.

ARTICLE X - AMENDMENTS

This Constitution may be amended by written proposal, signed by ten (10) or more members of the congregation in good standing and presented to the Board of Directors either in person or by mail and voted upon by the Board at its meeting at least five (5) days following the presentation. Thereupon, the recommendation of the Board, favorable, or unfavorable, shall be made a "special order of business" at a regular or special meeting of the congregation, requiring two-thirds (2/3) vote of the members present to pass. Article I, Section 5, is not subject to amendment.

ARTICLE XI - ROBERTS' RULES OF ORDER

Roberts' Rules of Order shall govern the conduct of meetings of the congregation and Board of Directors in all points not covered by this Constitution.