

CONSTITUTION
OF
TEMPLE AVODAT SHALOM

(Effective March 2, 2009)

PREAMBLE

On October 22, 1952 the Jewish Community Association of River Edge, New Jersey was incorporated as a religious corporation under the laws of the State of New Jersey, and effective July 14, 1958, it changed its name to Temple Sholom, River Edge, N.J.

On January 11, 1954, the Reform Temple of Fair Lawn was incorporated as a religious corporation under the laws of the State of New Jersey, and effective February 11, 1971, it changed its name to Temple Avoda;

Temple Sholom and Temple Avoda have determined to combine their memberships and operations in all respects (collectively, the "Union");

In order to effect the Union:

- A. On January 25, 2009, the members of Temple Avoda, among other matters, approved, in accordance with the laws of the State of New Jersey, (1) the dissolution of Temple Avoda in accordance with the laws of the State of New Jersey, (2) the transfer of all of its assets to, and the assumption of all of its liabilities by, Temple Sholom pursuant to the Unification Agreement, dated January 14, 2009 between Temple Avoda and Temple Sholom (the "Agreement") and (3) the form of this Constitution for the combined synagogues after the Union;
- B. On January 25, 2009, the members of Temple Sholom, among other matters, approved, in accordance with the laws of the State of New Jersey, (1) the transfer of all of the assets of Temple Avoda to, and the assumption of all of the liabilities of Temple Avoda by, Temple Sholom pursuant to the Agreement, (2) the change of the name of Temple Sholom to Temple Avodat Shalom; and (3) the form of this Constitution for the combined synagogues after the Union;
- C. On February 24, 2009, the Certificate of Dissolution of Temple Avoda (as provided in the Agreement) was filed with the Secretary of State of the State of New Jersey; (2)



- D. On February 27, 2009, the closing of the transactions contemplated by the Agreement, including the transfer of all of the assets of Temple Avoda to, and the assumption of all of the liabilities of Temple Avoda by, Temple Sholom occurred;
- E. On March 2, 2009, the certificate of change of name from Temple Sholom to Temple Avodat Shalom was filed with the County Clerk of Bergen County and a copy was subsequently sent to the Secretary of State of the State of New Jersey.

Therefore, effective March 2, 2009 (the "Effective Date"), this Constitution is effective.

ARTICLE I

NAME

The name of the congregation shall be TEMPLE AVODAT SHALOM (the "Temple").

ARTICLE II

PURPOSES AND PRACTICES

1. The purposes of the Temple shall be to worship God in accordance with the faith of Judaism, based on Reform practice; to cultivate a love and understanding of the Jewish heritage; to promote Judaism in all aspects of life; to advance the educational, social and cultural activities of the congregation and the community; and to practice the principals of faith, righteousness, compassion and humanity in our society at large.
2. The Temple is affiliated with the Union For Reform Judaism and shall follow the practices of Judaism as interpreted by the Central Conference of American Rabbis.
3. The Temple shall have a Rabbi and a Cantor at all times.

ARTICLE III

MEMBERSHIP

1. Any individual, not less than 18 years of age, of Jewish faith or family connection, shall be eligible for membership.
2. The unit of membership shall be the household, which is defined as an individual, if living alone, or a family, which shall consist of a married couple or two unmarried adults living in a committed relationship or domestic partnership, together with unmarried children under the age of 25 and residing at home and their parents residing at home.



3. All applicants for membership or absentee membership shall apply in writing.
4. Absentee membership shall be available for any member moving out of the area served by the Temple. An absentee member shall have all rights and privileges of a member.

ARTICLE IV

MEMBERSHIP MEETINGS

1. An annual meeting of the membership shall be held in May or June of each fiscal year for the election of the Board of Directors, to approve the Temple's budget and for such other matters as the Board of Directors deems necessary or desirable. Up to two more regular meetings of the membership shall be held in the autumn or winter to address review of the Temple's annual financial statements, election of members of the Nominating Committee in accordance with the terms of this Constitution and for such other matters as the Board of Directors deems necessary or appropriate. The dates of all regular meetings of the membership shall be fixed yearly by the Board of Directors, provided that the Board of Directors may change such date on not less than 30 days prior notice.
2. Special meetings may be called:
 - A. By the President.
 - B. By the Board of Directors.
 - C. By vote of the members present at any membership meeting at which a quorum is present.
 - D. By petition of at least ten membership units in good standing submitted to the President or Executive Vice President, stating the purpose of such special meeting. Such special meeting shall be convened not less than ten nor more than twenty days after presentation of the petition.
3. Notice of all regular and special meetings of members shall be sent to each member at least ten days prior to a meeting stating the matters to be considered at the meeting. In the case of special meetings, no business other than that stated in the notice may be considered.
4. Twenty-five member units in good standing shall constitute a quorum at any regular or special meeting of members. No votes may be cast by proxy.
5. A vote by ballot shall be ordered on request of five membership units present and in good standing at any membership meeting.
6. The privilege of voting shall be vested in the individual members of the Temple but there shall be a limit of two votes per family membership unit. All votes shall



be by members present and voting. No membership unit delinquent in paying dues (as determined in Section V. 4) may vote until the delinquency is satisfied.

7. Notwithstanding anything to the contrary contained in this Constitution, if the Board of Directors shall present any matter for action by the members at a duly called and noticed regular or special meeting, and a quorum shall not exist at such meeting, the Board of Directors, at its next duly convened meeting, may take action with respect to such matter with the same effect as if such action had been taken by the membership at the congregational meeting.

ARTICLE V

DUES AND FEES

1. Membership dues and fees shall be proposed by the Finance Committee as part of the annual budget, subject to the approval of the membership.
2. Dues shall be payable annually or quarterly at the option of each member except that not less than one quarter of the current year's dues must be paid by August 31st of each year. If paid annually, payment must be made in full by December 31st of the fiscal year. If paid quarterly, except as provided in the first sentence of this Section 2, payments must be made by each March 31st, June 30th, September 30th and December 31st. If payment is not received in accordance with the above policy, members will be considered delinquent.
3. Religious School fees and Bar/Bat Mitzvah fees shall be payable in full when billed.
4. A member shall be considered delinquent and in arrears for dues and fees that remain unpaid at the end of the Temple's fiscal year or quarterly, for members who pay dues quarterly. The name of any such member shall be referred to the Financial Secretary for investigation. A report and recommendation for suspension shall be referred by the Financial Secretary, after consultation with the President, to the Board of Directors for its consideration and vote; which consideration and vote, at the Board's discretion, may occur without identifying the delinquent member by name.
5. All members suspended pursuant to this Article V shall be notified by certified mail (return receipt requested) of their suspension within seven days of the Board of Directors' action.
6. A member who has been suspended for non-payment of dues and fees may be re-instated as a member in good standing upon payment of such obligations as agreed to by the Financial Secretary, after consultation with the President.



ARTICLE VI
GOVERNANCE

1. The governance of the Temple shall be vested in the Board of Directors, each of whom shall be of the Jewish faith and a member in good standing of the Temple. The Board of Directors shall have custody of all property belonging to the Temple and shall have oversight of the management of the affairs, funds, records and property of the Temple subject to this Constitution.
2. The Board of Directors shall consist of:
 - A. The Officers;
 - B. The Trustees;
 - C. The respective Chairs of the Religious Activities, School, Ways and Means, and Youth Activities Committees;
 - D. The immediate Past President;
 - E. As provided in Article VIII, Section 3, three additional past presidents through the fiscal year ending June 30, 2010, and thereafter, two additional past presidents, each appointed by the President; and
 - F. One appointed representative from the Brotherhood and one appointed representative from the Sisterhood.
3. The Officers, Trustees and Committee Chairs referred to above shall be elected in the manner prescribed in this Constitution.
4. No person shall hold more than one position on the Board of Directors at one time.
5. Each member of the Board of Directors in good standing as a member of the Temple shall have a vote.
6. In the event of a weather or other emergency when meeting in person is not feasible or advisable, as determined by and at the direction of the President and the Executive Vice President, meetings of the Board of Directors may be held by means of conference telephones or any other means of communication by which all persons participating in the meeting are able to hear each other.
7. Actions of the Board of Directors may be changed by a vote of the members at a regular membership meeting or at a special membership meeting called for such purpose.



ARTICLE VII

OFFICERS

1. The Officers of the Temple shall consist of:
 - A. President
 - B. Executive Vice President
 - C. Educational Vice President
 - D. Financial Vice President
 - E. Membership Vice President
 - F. Secretary
 - G. Treasurer
 - H. Financial Secretary
2. The term of office for all Officers shall be one year. No Officer shall serve more than three consecutive terms in any office without a waiver by the Board of Directors.
3. **Executive Committee.** The Officers shall function as the Executive Committee of the Board of Directors. The Executive Committee shall have the authority, subject to Board ratification, to make decisions and take action with respect to matters that the President and a majority of the members of the Executive Committee deem too urgent to await a regularly scheduled Board meeting or a duly called special meeting of the Board. The Executive Committee shall meet at the discretion of the President upon reasonable prior notice. Meetings of the Executive Committee may be conducted by telephonic conference call. Minutes of all meetings of the Executive Committee shall be kept and copies thereof shall be distributed to all members of the Board at the Board's next regularly scheduled meeting.
4. **President.** The President shall:
 - A. Preside at all meetings of the membership.
 - B. Be a member ex-officio without vote of all Standing Committees other than the Nominating Committee, and, after consultation with the appropriate Vice Presidents, shall appoint all Committee Chairs other than those elected by the membership.



- C. Have the power to authorize emergency expenditure of sums not exceeding \$1,000 for non-budgeted items, which shall be reported to the Board of Directors at the next regularly scheduled meeting.
5. **Executive Vice President.** The Executive Vice President shall:
- A. Preside at all meetings of the Board of Directors.
 - B. Assist the President and, in the absence of the President, or whenever called upon to do so by the President, shall assume the duties of the President.
 - C. Be a member ex-officio without vote of all Standing Committees.
 - D. Be responsible for the functioning of the following committees: Administration, Constitution, Religious Activities and Technology Committees.
 - E. Be responsible for overseeing administration of the Temple, working with the Temple office and professional staff. Although a specific responsibility may be assigned to a committee head, the Executive Vice President shall remain responsible for this area.
 - F. Prepare, in consultation with the President and applicable officers and committee chairs, all Board agendas and motions and be responsible for incorporating all applicable motions, actions and policies into the Constitution and other documents of the Temple.
6. **Educational Vice President.** The Educational Vice President shall be responsible for the functioning of the following committees as an ex-officio member with a vote: School, Social Action and Youth Activities. The Educational Vice President shall also work with the Rabbi, the Cantor and others, as appropriate, to help plan adult educational activities
7. **Financial Vice President.** The Financial Vice President shall be responsible for the functioning of the following committees as an ex-officio member with a vote: all finance-related committees of the Temple including Funeral Society, Finance, Building and Grounds, Dues Relief and Ways and Means.
8. **Membership Vice President.** The Membership Vice President shall be responsible for the functioning of the following committees as an ex-officio member with a vote: Membership, Young Families and Publicity.
9. **Secretary.** The Secretary shall record attendance and proceedings at each meeting of the Board of Directors, keep minutes of membership Meetings, and be responsible for the maintenance of the records of the Temple. The Secretary shall also be responsible for compiling and maintaining a list of all policies and guidelines adopted from time to time by the Board of Directors or the



membership. When necessary, the Secretary shall attest to the signatures of the Officers.

10. **Treasurer.** The Treasurer shall be responsible for overseeing the work of the Temple office with respect to collection of all monies due to the Temple, the making of proper entries, and the prompt deposit of all such monies to the bank accounts of the Temple. The Treasurer shall prepare written quarterly and yearly financial reports to the Board of Directors and shall make available to the Board all financial books and records kept. The Treasurer shall render a financial report at any meeting of the Board of Directors or membership when requested. The Treasurer shall be responsible for preparing the annual Temple budget for review and recommendation by the Finance Committee, and shall be responsible for comparing actual financial results to the annual budget.
11. **Financial Secretary.** The Financial Secretary shall investigate and report to the President the status of all members requesting financial assistance in the payment of dues and fees and the status of delinquent members and recommend the proposed disposition of their cases to the President.

ARTICLE VIII

TRUSTEES

1. The number of Trustees shall be determined as follows:
 - A. For the period from the Effective Date until the installation of the Board of Directors for the fiscal year beginning July 1, 2010, there shall be 14 Trustees consisting of (1) the nine Trustees of Temple Sholom in office immediately prior to the Effective Date, whose terms will expire in accordance with their original election as a Class I, Class II or Class III Trustee pursuant to the Constitution of Temple Sholom previously in effect, and (2) five persons who were formerly members of Temple Avoda and elected by the members of both Temple Sholom and Temple Avoda in connection with their respective approvals of the Union, whose terms will expire upon installation of the Board of Directors for the fiscal year beginning July 1, 2010. One of such former members of Temple Avoda shall serve as the "Avoda Advocate" and be available to act as an advocate for former members of Temple Avoda who may have Union-related concerns.
 - B. For the period beginning with the fiscal year beginning July 1, 2010, there shall be nine Trustees. The Trustees shall be divided into three classes of three, designated Class I, Class II, and Class III. At each May regular membership meeting, successors to the Class of Trustees whose terms expire at that annual meeting shall be elected for a three-year term.
2. The Immediate Past President shall serve as the Past President on the Board of Directors. In the event that the Immediate Past President declines, is ineligible to



serve, or is serving in another position on the Board of Directors, the vacant position shall be filled by the next preceding Past President who is willing and eligible to serve.

3. The additional past president Trustee positions shall be open to any and all Past Presidents of any of Temple Sholom, Temple Avoda or the Temple who are willing and eligible to serve in this position; *provided* that at least one of the three past presidents for the fiscal year ending June 30, 2010 shall be a Past President of Temple Avoda. The additional past president Trustee positions shall be appointed by the President and may serve an indefinite number of one-year terms.
4. Each Trustee and past president Trustees shall be appointed the Chair of a Standing or Special Committee or assume primary responsibility for a Temple event, function or administrative obligation.

ARTICLE IX

BOARD OF DIRECTORS

1. Officers and newly elected or appointed Trustees shall be installed in their positions at a Sabbath Service occurring on a date after the May regular Membership Meeting at which the election occurred and before the first Board Meeting of the fiscal year, which takes place in June immediately prior to the beginning of the next fiscal year. All terms of office of members of the Board of Directors shall begin upon installation.
2. The Board of Directors shall determine its own rule of governance and meetings, subject to the terms of this Constitution. Regular meetings of the Board of Directors shall be held at least eight times during the year. Special meetings may be called by the President at any time with 24 hours notice to the members of the Board of Directors.
3. In order to transact business at any regular or special meeting of the Board of Directors, a quorum consisting of 50% of its members shall be present.
4. At any meeting of the Board of Directors, a vote by secret ballot shall be ordered upon the request of five of its members present.
5. All meetings of the Board of Directors shall be open to the membership except in those instances when the suspension of a specific member is being discussed.
6. Any Board member who is absent without excuse from three regular meetings of the Board of Directors during any year of his/her term shall be expelled from the Board. The President shall give such Board member written notice of the expulsion, who may request reinstatement in writing, approval of which shall require the approval of the majority of the members of the Board of Directors



present at its next regular meeting. If reinstatement is not requested or is denied, the open position shall be filled as provided in Article IX, Section 8.

7. The Board of Directors shall not authorize any expenditure that is to be met by funds not included in the budget for the year, unless such expenditure has been authorized by the membership at a regular or special membership meeting and the manner of providing the funds therefor has been determined.
8. Vacancies in the Board of Directors shall be filled as follows:
 - A. If the position of President is vacant, the order of succession shall be Executive, Educational, Financial and Membership Vice Presidents. In the event that all four Vice Presidents decline to assume the Presidency, the Executive Vice President shall reconvene the last Nominating Committee within one week, to select, for the approval of the membership, a person to fill the vacancy. A special meeting of the membership to fill the vacancy shall be held not later than one month after the reactivation of the Nominating Committee.
 - B. If any Officer position (other than the President) or position as Chair of the Religious Activities, Ways and Means or Youth Activities Committees is vacant, it shall be filled by appointment by the President with the approval of the Board of Directors. The appointee shall serve until the next general election.
 - C. If any position as Trustee is vacant, other than a past president Trustee, a new Trustee shall be appointed by the President with the approval of the Board of Directors to serve until the next annual meeting of the membership at which Trustees are elected; if a position as past president Trustee is vacant, a new past president Trustee may be appointed by the President. Notwithstanding the foregoing, for the period from the Effective Date until the installation of the Board of Directors for the fiscal year ending June 30, 2010, the President should seek to appoint former members of Temple Avoda to replace any trustee position then held by a former member of Temple Avoda.

ARTICLE X

RABBI

1. The Rabbi shall:
 - A. Have the ultimate responsibility for the interpretation of Jewish law, tradition and practices, in accordance with the practices of Reform Judaism.
 - B. Be ultimately responsible for the setting up of School curriculum after consultation with the School Committee and the School Principal, and for



the training of the teachers concerning Reform Judaism. The Rabbi may teach any class or course he/she chooses after consultation with the Principal. If at any time there is no Principal, the Rabbi shall act as Principal.

- C. In consultation with the School Committee and the Religious Activities Committee, determine the requirements for Bar/Bat Mitzvah and Confirmation; *provided* that any material change in such requirements, as determined by the Rabbi and the Committees, shall be reported to the membership.
 - D. Have the right to attend and participate at all meetings of the Board of Directors and all committees without voting.
 - E. Perform all other functions traditionally associated with the office of Rabbi.
2. The Rabbi's employment agreement shall be negotiated by and recommended to the membership by the Religious Activities Committee (after consultation with the Finance Committee with respect to the financial compensation) and approved by a majority vote at any regular membership meeting or at any special membership meeting called for such purpose.
 3. The President, subject to the approval of the Board of Directors, may approve temporary modifications of the Rabbi's duties and responsibilities under his or her employment agreement.
 4. The Rabbi may have a discretionary fund from which he or she may make such donations and payments as he or she deems appropriate in furtherance of the teachings and precepts of Jewish law and tradition. The President shall review such donations and payments on a yearly basis and give a general report thereon to the Board of Directors without providing any specific identification of the recipients thereof.

ARTICLE XI

CANTOR

1. The Board of Directors shall determine whether to employ a Cantor on a full-time or part-time basis.
2. The Cantor shall have responsibilities consistent with the guidelines published by the American Conference of Cantors. The Cantor shall be the musical coordinator for the Religious School and shall tutor *b'nai mitzvot* individually. The Cantor may also teach in the Religious School and be available to teach adult education courses. The Cantor's specific responsibilities shall be set forth in an employment agreement.



3. The Cantor shall report to the Rabbi with respect to all religious matters and to the President with respect to all administrative matters.
4. All life-cycle ceremonies performed by the Cantor must be consistent and in accord with the practices of Reform Judaism as established by the Rabbi.
5. The Cantor shall have the right to attend all meetings of the Board of Directors and all committees without voting.
6. The Cantor's contract shall be negotiated by and recommended to the membership by the Religious Activities Committee (after consultation with the Finance Committee with respect to the financial compensation) and approved by a majority vote at any regular membership meeting or at a special membership meeting called for such purpose.
7. The President, in consultation with the Rabbi and subject to the approval of the Religious Activities Committee, may approve temporary modification of the Cantor's duties and responsibilities under his or her employment agreement.
8. The Cantor may have a discretionary fund from which he or she may make such donations and payments as he or she deems appropriate in furtherance of the teachings and precepts of Jewish law and tradition. The President shall review such donations and payments on a yearly basis and give a general report thereon to the Board of Directors without providing any specific identification of the recipients thereof.

ARTICLE XII

COMMITTEES

1. The following Standing Committees shall report to and be under the general supervision of Vice Presidents (as set forth in Article VII) and the Board of Directors:

Administration
Building and Grounds
Constitution
Dues Relief
Finance
Funeral Society (formerly Benevolent)
Membership
Publicity
Religious Activities
School
Social Action
Technology
Ways and Means



Young Families
Youth Activities

2. The President or the Board of Directors may create special committees.
3. Committee members, other than members of the School Committee, shall be appointed by the President in consultation with the Committee Chair. Except as may be otherwise stated in the Committee description below, Committee membership is open to all members of the Temple.
4. Voting privileges for the following committees shall be limited to members of the Jewish faith: Funeral Society, Religious Activities and School.
5. All Temple organizations and committees that have a non-budgetary monetary function (Funeral Society, Brotherhood, Parents Association, Sisterhood, and Youth Activities) will present a written financial report twice a year to the Financial Vice President, who will present these reports to the Board of Directors at the November and May Board meetings.
6. The Funeral Society, Finance, Religious Activities and School Committees shall keep accurate and complete minutes of their meetings, which minutes shall be kept in the Temple Office and be available for review by the Board of Directors and membership. Other Committees should endeavor to keep accurate minutes when proposing to take actions that may have a material effect on the Temple and its operations, reputation or financial position, which minutes shall also be kept in the Temple Office and be available for review by the Board of Directors and membership.
7. **Administration.**
 - A. The Administration Committee shall consist of the Executive Vice President and three other persons.
 - B. The Administration Committee shall be responsible for ensuring the smooth administration of the Temple's affairs, subject to consultation with the Finance Committee with respect to financial matters and the Technology Committee with respect to technology issues. These responsibilities include hiring and retention of office personnel and custodial staff.
8. **Building and Grounds Committee.**
 - A. The Chair of the Building and Grounds Committee shall be chosen by the President in consultation with the Executive Committee.
 - B. The Building and Grounds Committee shall be responsible for keeping the building and property of the Temple in good order and repair and to



recommend improvements as necessary for inclusion in the annual budget.

9. **Constitution.**

- A. The Chair of the Constitution Committee shall be chosen by the President in consultation with the Past Presidents serving on the Board of Directors. The members of the Constitution Committee shall consist of three or more past Presidents, the President and Executive Vice President, and such other members of the Temple as the Chair of the Constitution Committee shall appoint. The Constitution Committee should endeavor to include younger members of the Temple on the Committee.
- B. The Constitution Committee shall be responsible for annual review of the Constitution to determine whether amendments are appropriate and for reviewing and responding to any proposed amendments suggested by members of the Temple as provided in Article XX, Section 2.

10. **Dues Relief Committee.**

- A. The Dues Relief Committee shall consist of the Executive Vice President, the Financial Vice President, the Financial Secretary, the immediate past president serving on the Board of Directors and such other persons as the Chair of the Dues Relief Committee shall determine. In case of a tie vote, the President shall make the final determination.
- B. The Financial Secretary shall be the Chair of the Dues Relief Committee.
- C. The Dues Committee shall consider and act upon all requests from members for waiver, extension or reduction of financial obligations. A member of the Committee shall meet with any member delinquent in financial obligations to the Temple, shall attempt to determine the reasons for such delinquency and shall work out special payment arrangements for any such member where the Committee deems such action warranted, or shall recommend for suspension any delinquent member when, in the judgment of the Committee, no valid reason for such delinquency exists and reasonable efforts to eliminate such delinquency have not been made by the affected member or members.

11. **Finance Committee.**

- A. The Finance Committee shall include, but not be limited to, the President, the Executive and Financial Vice Presidents, the Treasurer, the immediate past president and an additional past president appointed by the current President and not less than two other persons with a general understanding of financial and accounting matters, who shall be appointed by the President in consultation with the Executive Committee.



- B. The Financial Vice President shall be Chair of the Finance Committee.
- C. *Budget Responsibilities.*
 - (i) The Treasurer shall have responsibility for preparation of each year's budget for review and recommendation by the Finance Committee. The budget shall include a schedule of membership dues and school and other fees for the ensuing year.
 - (ii) The Treasurer, on behalf of the Finance Committee shall present a budget for the next fiscal year to the Board of Directors for its review and recommendation to the Temple prior to the May regular Membership Meeting. The Treasurer shall present the budget for approval by a majority vote at the May regular Membership meeting.
 - (iii) The Committee shall review the expense schedule of the School Committee before its presentation to the Board of Directors. No proposed change in such expense schedule may be presented to the Board of Directors prior to a joint meeting of the Finance and School Committees. If the Finance and School Committees cannot agree, the Board of Directors may determine the final School expense schedule.
- D. *Financial Advisory Responsibilities.* The Finance Committee shall also meet not less than quarterly to review the finances and investments of the Temple, including the Funeral Society, and shall make recommendations to the President, the Funeral Society Committee and the Board of Directors regarding the management of the finances and investments, the financial components of proposed contracts, and financial planning.
- E. *Contract Review.* The Finance Committee shall review the financial terms of all Temple contracts that provide for payments in excess of \$1,000, including the contracts with all Temple personnel.

12. **Funeral Society.**

- A. The Funeral Society Committee shall consist of the current President, any three past presidents appointed by the President, the Financial Vice President and such other persons as the President shall determine, in consultation with the Chair of the Funeral Society Committee.
- B. The Chair of the Funeral Society Committee shall be one of the past presidents on the Committee as determined by such past presidents.
- C. The Funeral Society Committee shall be responsible for management of the affairs and finances of the Funeral Society. All decisions with respect to the finances and investments of the Funeral Society shall be made by



the Funeral Society Committee, upon consultation and advice from the Finance Committee.

- D. All actions by the Funeral Society Committee shall be approved by not less than 75% of the full membership of the Committee.
- E. All Funeral Society funds shall be segregated and not commingled with Temple funds.

13. **Membership.**

- A. The Membership Vice President shall be the Chair of the Membership Committee.
- B. The Membership Committee shall be responsible for outreach to the community with the purpose of gaining new members of the Temple and providing advice on the best ways to retain members.

14. **Publicity.**

- A. The Chair of the Publicity Committee shall be chosen by the President in consultation with the Executive Committee.
- B. The Publicity Committee shall be responsible for publicizing Temple events both within the Temple and in the broader community.

15. **Religious Activities Committee.**

- A. The Chair of the Religious Activities Committee shall be elected by the members for a term of one year.
- B. The Chair of the Religious Activities Committee, in consultation with the President, Rabbi and Cantor, shall select the members of the Committee. The Committee should include, but not be limited to, representatives of Brotherhood, Sisterhood, the School, Young Families and Youth Committees, and should not exceed 12 members.
- C. The Religious Activities Committee shall, in cooperation with the Rabbi:
 - (i) organize and direct the rituals and observances of the Temple;
 - (ii) arrange for the ritual for all special occasions and special holiday services;
 - (iii) report to the members, upon prior notice to the Board of Directors, any fundamental changes that meet the requirements of Reform Judaism as interpreted by the Rabbi. As provided in Article X,



Section 1A, the Rabbi shall be the sole judge of the conformity of the ritual with the general practice of Reform Judaism.

(iv) promote such practices in the home as will enhance Reform Jewish living.

D. The Religious Activities Committee shall prepare bi-annual written evaluations of the Rabbi and the Cantor (which evaluations may but are not required to be based on member surveys), and shall discuss those evaluations with the Rabbi and Cantor, as appropriate.

16. **School Committee.**

A. The School Committee shall consist of nine members, divided into three classes of three, designated Class I, Class II, and Class III; *provided* that only for the period from the Effective Date through installation of the Board of Directors and School Committee for the fiscal year beginning July 1, 2010, there shall be one additional member of the School Committee, which person shall be a former member of Temple Avoda elected by the members of both Temple Sholom and Temple Avoda in connection with their respective approvals of the Union. At each May regular membership meeting, successors to the Class of School Committee members whose terms expire at that annual meeting shall be elected for a three-year term. One of the elected members shall be appointed by the School Committee to serve as president of the Parents' Association of the School.

B. The organizational meeting of the School Committee shall be called by the Educational Vice President as soon as possible following the May regular membership meeting. At the organizational meeting the School Committee shall elect its Chair and Treasurer from among its nine elected members and appoint the member who shall serve as president of the Parents' Association). The Chair of the School Committee shall be a member of the Board of Directors.

C. The term of office for the Chair and Treasurer of the School Committee shall be one year. No such officer (nor the member serving as president of the Parents' Association) shall serve more than three consecutive terms in any office without a waiver by both the School Committee and the Board of Directors.

D. The School Committee shall determine its own rules of governance and meetings, *provided* such rules do not conflict with this Constitution. Regular meetings shall be held at least once every two months during the period that School is in session. All meetings of the School Committee shall be announced and open to the Temple. A portion of a meeting may be closed to members if a specific student is under discussion. The student and his/her family have the right to be present at any such



discussion but any action of the School Committee shall be taken without the student or his/her family present.

- E. Any elected School Committee member who is absent from three regular meetings of the School Committee without an appropriate excuse during any year shall be expelled from the School Committee. The Chair shall give such member written notice of this expulsion. Such member may request reinstatement, in writing; any reinstatement shall require the approval of a majority of the members of the School Committee. The Chair shall promptly notify the Board of Directors of the expulsion and any subsequent reinstatement.
- F. If a vacant position shall occur in the School Committee, it shall be filled by the President in consultation with the School Committee Chair; the appointee shall serve until the following May regular membership meeting at which elections are held. If the vacancy occurs in the Chair, it shall be filled by majority vote of the remaining members.
- G. The School Committee shall set general administrative policy for the School, subject to the responsibilities delegated to the Rabbi in Article X.
- H. The School Committee shall employ, dismiss and fix salaries for the School Principal, if any, and any other School administrator, and the teachers with the approval of a majority of the members of the School Committee; *provided* that any contract with the School Principal shall be approved by the members of the Temple at any regular membership meeting or at a special membership meeting called for such purpose.
- I. Not later than March of each year, the School Committee shall submit to the Finance Committee an itemized expense schedule for the ensuing year that has been approved by a majority of all voting members of the School Committee.
- J. The School Committee shall prepare an annual written evaluation of the School Principal (which evaluation may but is not required to be based on member surveys), and shall discuss the evaluation with the School Principal. The School Committee shall assist the School Principal in his or her evaluation of teachers as the School Principal deems appropriate.
- K. The School Committee shall also have oversight of the Parents' Association. The primary function of the Parents' Association is to raise funds for programs for the School. The School Committee shall periodically review the financial information of the Parents' Association and shall report the results thereof to the Financial Vice President in accordance with Article XII, Section 5.
- L. No amounts shall be expended from the authorized School expense schedule unless approved by the Treasurer of the School Committee.



17. **Social Action Committee.**
- A. The Chair of the Social Action Committee shall be appointed by the President in consultation with the Executive Committee.
 - B. The Social Action Committee will lead the charitable and social responsibility endeavors of the Temple.
18. **Technology Committee.**
- A. The Chair of the Technology Committee shall be appointed by the President in consultation with the Executive Committee.
 - B. The Technology Committee shall be responsible for overseeing the Temple's communications and other technology. As appropriate, the Technology Committee shall work with the Administration Committee.
19. **Ways And Means Committee.**
- A. The Chair of the Ways and Means Committee shall be elected by the members for a term of one year.
 - B. The Ways and Means Committee shall devise and implement methods for raising funds for the Temple and shall coordinate with other Temple Committees, Brotherhood and Sisterhood in creating and scheduling events.
20. **Young Families Committee.**
- A. The Chair of the Young Families Committee shall be appointed by the President in consultation with the Executive Committee.
 - B. The Young Families Committee shall be responsible for planning programs primarily for the Temple's families that have pre-school age children.
21. **Youth Activities Committee.**
- A. The Chair of the Youth Activities Committee shall be elected by the members for a term of one year.
 - B. The Youth Activities Committee shall be responsible for developing programs and activities for the Temple's post *b'nai mitvot* that will contribute to their knowledge and practice of Jewish tradition, enhance their respect for Judaism, and encourage their participation in social and civic (*tikkun olam*) activities.



- C. The Youth Activities Committee shall be responsible for hiring a Youth Group Advisor, whose salary shall be included in the Temple budget.

ARTICLE XIII

NOMINATIONS AND ELECTIONS

1. The Nominating Committee shall consist of:
 - A. A Chair who is the immediate past president of the Temple or, if that person can not or will not serve in that position, the most recent past president who will act as Chair.
 - B. Three members of the Board of Directors elected by the Board of Directors at the last regular Board of Directors meeting held prior to the January regular membership meeting, and
 - C. Three members elected at the January regular membership meeting.
 - D. In addition to the foregoing, the Nominating Committee proposing the slates for the fiscal years beginning July 1, 2010 and 2011 shall include an additional two members chosen by the President from the five member trustees who were formerly members of Temple Avoda.
2. The Nominating Committee may fill any vacancies which occur in its membership by a majority of the then members.
3. The Nominating Committee shall propose a slate of nominees for all offices to be elected at the May regular membership meeting.
4. No member of the Nominating Committee shall be eligible for nomination by the Committee except in the case of the reconvening of the Nominating Committee pursuant to Article IX, Section 8A.
5. If the Nominating Committee cannot find an individual to fill a position, that position shall remain unfilled for the election, and the incoming President, with the approval of the incoming Board of Directors, shall appoint a person to that position for the remainder of the year.
6. Nominations endorsed by five members in good standing and consented to by the nominee must be sent to the Chair of the Nominating Committee no later than the second Friday in April. This right to make nominations shall be set forth in the March and April Temple Bulletins.
7. No nominations will be accepted after the second Friday in April or from the floor at the May meeting.



8. No person shall be nominated for any office unless such person is a member in good standing and has consented to such nomination.
9. There shall be no limitation on the number of nominees for each office, nor on the number of offices for which any person may be nominated; *provided, however,* without the specific approval of a majority of the votes cast at the May regular membership meeting, no person may hold more than one Officer position.
10. When there are two or more nominees for any one office, the election for such office shall be by secret ballot.
11. There shall be a separate ballot for (1) the election of Officers and the respective Chairs of the Religious Activities, Ways and Means, and Youth Activities Committees, (2) each class of Trustees and (3) School Committee members, *provided* that a separate ballot for each Officer, Chair of a Committee, Trustee and School Committee member shall be required if at least five members in good standing at the membership meeting so request.

ARTICLE XIV

PAST PRESIDENTS' COUNCIL

1. In recognition of the many years of service to the Temple and the membership by the past presidents, a Past Presidents' Council is established to consist of all past presidents of the Temple, including past presidents of Temple Avoda and Temple Sholom, who are members in good standing of the Temple, whether or not he or she is a member of the Board of Directors.
2. The Past Presidents' Council shall meet annually in October and at such other times as may be requested by not less than five past presidents. Notice of each such meeting shall be given not less than ten days prior to the meeting.
3. At each meeting of the Past Presidents' Council, the current President and other Officers shall present an update on the Temple's programs and operations and give the Past Presidents' the opportunity to ask questions and make suggestions about Temple operations, programs, administration and such other matters as the past presidents determine.

ARTICLE XV

CONTRACTS

1. The President is the sole authority to sign all contracts on behalf of the Temple; *provided* that all contracts involving a payment greater than \$10,000 in the aggregate (other than those duly approved by the membership) must be signed by the President and one other Officer.



2. No contract shall be written for a lifetime duration.
3. All contracts over \$1,000 must be approved by the Finance Committee.

ARTICLE XVI

RULES OF ORDER

1. Except as otherwise *provided* herein, all meetings of the Membership, Board of Directors and Committees shall be governed by Robert's Rules of Order. In the event of the absence or disqualification of the Chair at any meeting of the Membership or Board of Directors, the Chair shall be filled in the order listed in Article VII, Section 1.
2. The President may appoint a parliamentarian to advise the Membership, the Board of Directors and Committees of the appropriate rules of order.

ARTICLE XVII

FISCAL YEAR

The Temple's fiscal year shall commence on the first of July and end on the 30th of June of the following year.

ARTICLE XVIII

INDEMNIFICATION

1. The Temple and membership shall indemnify each of its officers and Trustees, whether or not then in office, against all reasonable expenses actually and necessarily incurred by such person, including such expenses incurred in any civil, criminal or administrative suit or proceeding to which he or she may have been made a party because he or she is or was an officer or Trustee. Such officer or Trustee shall have no right to reimbursement, however, in relation to matters as to which he or she was derelict in the performance of her or her duty by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office. The right to indemnification for expenses shall also apply to expenses of suits that are compromised or settled if the court having jurisdiction of the action shall approve such compromise or settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such officer or Trustee may be entitled.
2. The Temple shall maintain such "director and officer liability" insurance as the President in consultation with the Finance Committee shall deem appropriate.



ARTICLE XIX

NOTICES

All notices and other communications under this Constitution shall be in writing and shall be deemed given (1) when delivered personally or by facsimile transmission or, except in the case of general notices to members, email or (2) one day following the day when deposited with a reputable overnight courier or (3) three days following the day when deposited with the United States Postal Service postage prepaid, to the members, directors, Trustees or officers at the last addresses previously given by such persons to the Temple Office.

ARTICLE XX

AMENDMENTS

1. This Constitution may be amended by a two-thirds vote of the members present and eligible to vote at any regular or special membership meeting; *provided* that written notice of the proposed amendment has been sent to each member household at least 21 days prior to the date of such meeting as provided herein.
2. An amendment to the Constitution may be proposed by the Constitution Committee or by the submission of the proposed amendment by five members in good standing to the Chair of the Constitution Committee. The Chair shall be responsible for sending notice of the proposed amendment, and any explanatory statement thereof, to each member at least 21 days prior to the next regular membership meeting or the special membership meeting called for the purpose of considering such amendment.

ARTICLE XXI

DISSOLUTION

Upon dissolution of the Temple, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Temple, dispose of the remaining assets of the Temple exclusively for one or more exempt purposes, with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision(s) of any future federal tax code), or shall distribute the same to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed shall be disposed of by order of the Superior Court of the State of New Jersey in the judicial district where the Temple is then located exclusively for such purpose or to such organizations organized and operated exclusively for such purposes as the court shall determine.



ARTICLE XXII

ADOPTION

This Constitution supersedes all prior constitutions, by-laws and amendments thereto.

