

AMENDED AND RESTATED CONSTITUTION

OF

CONGREGATION RINAT YISRAEL

Teaneck, New Jersey

PREAMBLE

The purpose of Congregation Rinat Yisrael is to promote Orthodox Judaism and the moral and spiritual values of halacha, with special emphasis on talmud Torah.

ARTICLE I - ORGANIZATION

1.1. The practices of the Congregation shall be governed by halacha. For all purposes of this Constitution, the term halacha shall be deemed to mean only Orthodox Jewish law and practice.

1.2. The Rabbi shall have jurisdiction and authority to rule on all matters of halacha, and his decisions on matters of halacha shall be binding on the Congregation (section **10.1**). The Rabbi may, at his discretion, refer any such matter to other halachic authorities. In the event the Rabbi is a party to any such matter or in the event the Congregation does not have a Rabbi, such matter shall be referred to another halachic authority.

1.3. Every contribution or donation to the Congregation for general use shall be deemed as made under the express condition that it be used for the purpose of maintaining the synagogue and for the furtherance of the religious objectives set forth above. Every contribution made for specific use shall be accepted only if practicable and consistent with halacha.

1.4. Permission to use the pulpit of the Congregation for public purposes shall be granted only with (x) the consent of the Rabbi and (y) absent the vote of two-thirds (2/3) of the Trustees denying such person permission to use the pulpit of the Congregation for such purposes.

1.5. The fiscal year shall commence on June 1 of each year and conclude the following May 31.

ARTICLE II - MEMBERSHIP

2.1. The Congregation welcomes all persons to its synagogue who seek to avail themselves of communal prayer and study or a place of meditation, provided they conduct themselves in a proper manner and not offend the social or religious sensitivities of other worshippers. The right of all persons to attend the synagogue being vouchsafed, it shall rest with the Rabbi to determine in any instance whether conditions exist which are prejudicial to the rights and sensitivities of other worshippers.

2.2. Though recognizing the obligation of the Congregation to serve the community at large, as outlined in section **2.1**, it is nevertheless recognized that membership in the Congregation is a privilege entailing responsibilities as well as rights. The Congregation reserves the right to set rules for membership and to accept, reject or suspend individuals from any and all privileges of membership, in accordance with the rules set forth in this and other articles and in such resolutions as the membership may from time to time adopt.

2.3. Any person of the Jewish faith as defined by halacha shall be eligible to apply for membership or affiliate membership.

2.4. Family membership shall be extended to all married couples or single parents and to their dependent children. A husband and wife shall each be entitled to one vote at membership meetings of the Congregation, but for other purposes of determining any number or percentage of members of the Congregation shall be counted separately only as expressly stated herein; and, absent such express statement the entire family shall be considered a single membership unit.

2.5. Individual membership shall be extended to single men and women over the age of eighteen (18). Each individual member shall be considered a single membership unit.

2.6. Candidates for membership and affiliate membership shall apply in writing to the Membership Committee (section **9.2.7**) on a form approved by the Board of Trustees. Candidates shall indicate in writing that they meet the requirements of section **2.3**, either section **2.4** or section **2.5** and, in the case of a candidate for affiliate membership, section 2.11, and that they agree to the conditions of membership, including financial obligations as described in article III.

2.7. The chairman of the Membership Committee, or the chairman's designee, shall refer the names of candidates for membership to the Board of Trustees at a regular Board meeting. The approval of the Board shall constitute acceptance into membership.

2.8. The failure of the Board of Trustees to vote upon the admission into membership of any candidate within one hundred and twenty (120) days from the receipt by the Membership Committee of his membership application shall be deemed a rejection of such application. Any person whose application for membership is rejected by the Board of Trustees may be elected a member at any meeting of the members of the Congregation by the affirmative vote of two-thirds (2/3) of the votes cast.

2.9. A resignation of a member shall be in writing. A member who resigns shall remain liable for any and all of such member's financial obligations (as defined in section **3.1.1**) that are outstanding at the time of his resignation.

2.10. The Rabbi of the Congregation and his spouse shall not be eligible for membership in the Congregation during the period of time that the Rabbi is employed by the Congregation.

2.11. Any person who is a full member in good standing of another synagogue may become an affiliate member of the Congregation, subject to section 2.7, by paying such dues as the Board of Trustees may specify from time to time. An affiliate member shall have such privileges as the Board of Trustees may provide from time to time.

2.12. Unless the context clearly requires otherwise, any reference to “member” in this Constitution shall not include an affiliate member (section **2.11**), a member-not-in-good-standing (section **3.3**) or a member who is suspended from membership (article **VIII**).

ARTICLE III - FINANCIAL OBLIGATIONS

3.1. Scope of Financial Obligations.

3.1.1. Membership dues, building fund assessments, other financial obligations levied on all members generally and High Holiday seat fees shall be considered “financial obligations.”

3.1.2. All financial obligations (except High Holiday seat fees) shall be determined as recommended by the Board of Trustees and approved by the membership as recommended or as amended. High Holiday seat fees shall be determined by the Board of Trustees.

3.1.3. Membership dues are payable at the beginning of each fiscal year. All other financial obligations are payable at the times prescribed by the Board of Trustees.

3.2. Financial Arrangements.

3.2.1. If a member or prospective member feels unable to meet his financial obligations, he may apply to the Financial Arrangements Committee (section **9.2.4**) for alternative financial arrangements. In making such arrangements, the Financial Arrangements Committee shall follow any guidelines established by the Board of Trustees. Any arrangements made and agreed to by the Financial Arrangements Committee and the member shall constitute a revised financial obligation.

3.2.2. If a member or prospective member is unable to reach a satisfactory arrangement with the Financial Arrangements Committee, he may appeal the decision of the Committee to the Board of Trustees by notifying the President in writing of his desire to appeal.

3.2.3. Upon receipt of a petition appealing a decision of the Financial Arrangements Committee, the President shall appoint an appeals committee of three (3) consisting of the President or a Vice President and two (2) other Trustees, none of whom is a member of the Financial Arrangements Committee. This committee shall hear the appeal within forty-five (45) days of the President’s receipt of the petition, and it shall be authorized to make alternative financial arrangements with the member by vote of a majority of the committee. The committee’s decision shall be final.

3.3. Member-not-in-good-standing.

3.3.1. Between March 1 and April 30, the Financial Secretary shall notify each member with an outstanding financial obligation that the member shall become a member-not-in-good-standing if the member's remaining obligations are not fully paid by the end of the fiscal year. Such notification shall be sent to the member's address on the Congregation mailing list. The notification shall also inform the member that (1) the member has the option of applying to the Financial Arrangements Committee in accordance with section **3.2.1** not later than ten (10) days prior to the end of the fiscal year, and (2) the member may appeal a decision of the Financial Arrangements Committee to the Board of Trustees in accordance with section **3.2.2** by the end of the fiscal year or five (5) days following a decision by the Financial Arrangements Committee, whichever is later.

3.3.2. Within sixty (60) days after the end of the fiscal year, the Financial Secretary shall notify each member with an outstanding and due financial obligation for any prior fiscal year who has no Financial Arrangements Committee application or appeal pending that the member is a member-not-in-good-standing. Such notification shall be sent to the member's address on the Congregation mailing list.

3.3.3. If the Financial Arrangements Committee renders a decision following the close of the fiscal year and it is not appealed, or if the Board of Trustees appeal committee renders a decision following the close of the fiscal year, then the member shall have ten (10) days from the rendering of the decision to satisfy his financial obligation. If any financial obligation is outstanding at the end of this period, the Financial Secretary shall notify the member that the member is a member-not-in-good-standing in accordance with section **3.3.2**.

3.3.4. Member-not-in-good-standing status shall remain in effect until all arrears have been paid or, if the Financial Arrangements Committee shall have agreed to alternate financial arrangements pursuant to section **3.3.3**, such alternate arrangements have been satisfied. At that time the member shall automatically be reinstated as a member-in-good-standing.

3.3.5. A member-not-in-good-standing shall have the same status as a non-member, except for provision for reinstatement, as set forth in section **3.3.4**, and as otherwise provided in this Constitution.

3.3.6. The provisions of this section **3.3** shall also apply to affiliate members.

ARTICLE IV - MEMBERSHIP MEETINGS

4.1. The membership shall hold one regular meeting each year, which shall be held between May 30 and June 30 and which shall be held on the same date as the first date of the Congregation's annual election (section **7.11**). The membership shall be notified of this meeting in accordance with the provisions of section **7.9**. At this meeting the Board of Trustees or the Finance Committee (section **9.2.3**), acting on the Board's behalf, shall prepare and present to the membership (a) a report on the financial condition of the Congregation and

(b) a budget for the following fiscal year for the Congregation to review and approve as presented or as amended.

4.2. Special meetings of the membership may be called by the President at his sole discretion. The President shall call a special meeting of the membership upon the written request, submitted to him, of ten per cent (10%) of the Congregation's membership units or one-third (1/3) of the Trustees. Within eight (8) days after receiving such request, the President shall be required to set the date for the meeting, which shall be within thirty (30) days after the President's receipt of the request, and give proper notice as prescribed in section **4.4**.

4.3. All meetings of the membership shall be held at the synagogue premises unless there exist circumstances reasonably barring such site as the place of the meeting, in which event the meeting shall be held at another suitable location.

4.4. Except as provided in section **7.9**, notice of the time and place of all meetings of the membership shall be given (a) orally at the conclusion of Shabbat morning services on the Shabbat preceding each meeting and (b) by the Corresponding Secretary in writing not less than ten (10) nor more than sixty (60) days before the date of the meeting, by mail, to each member of record entitled to vote at the meeting. The written notice also shall specify the purposes or agenda of the meeting. No business may be transacted at the meeting other than that related to topics specified in the notice. Topics not related to those topics specified in the notice may be brought up at a membership meeting for discussion only.

4.5. Any member shall have the right to place a topic or motion on the agenda for a meeting, provided such topic or motion is transmitted in writing to the Corresponding Secretary in time to be included in the meeting's notice.

4.6. When a meeting is adjourned to another time or place, it shall not be necessary to give written notice of the resumption of the meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. Unless the requirements of section **4.4** have been met with respect to the resumed meeting, only such business as may have been transacted at the original meeting shall be transacted at the resumed meeting. If after the adjournment, the Board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record on the new record date entitled to vote at the meeting.

4.7. Notice of a meeting need not be given to any member who signs a waiver of notice, whether before or after the meeting. The attendance of any member at a meeting, without protesting prior to the conclusion of the meeting the lack of notice of the meeting, shall constitute a waiver of notice by that member.

4.8. Any action required or permitted to be taken at a meeting of members, other than the annual election, may be taken without a meeting upon the written consent of members who would have been entitled to cast the minimum number of votes which would be necessary to authorize the action at a meeting at which all members entitled to vote thereon

were present and voting, if (1) the Congregation provides to all other members advance notification setting forth the proposed action consented to, (2) the proposed action is not consummated before the expiration of ten (10) days from the giving of the notice and (3) the notice sets forth the existence of such ten (10) day period.

Whenever action is taken pursuant to this section, the written consents of the members consenting thereto or the written report of inspectors appointed by the Board to tabulate the consents shall be filed with the minutes of proceedings of members. Any action taken pursuant to this section shall have the same effect for all purposes as if the action had been taken at a meeting of the members.

4.9. The Board may fix, in advance, a date as the record date for determining the Congregation's members with regard to any corporate action or event and, in particular, for determining the members entitled to: (1) notice of or to vote at any meeting of members or any adjournment thereof; (2) give a written consent to any action without a meeting; or (3) receive or enjoy any benefit or right. The record date may in no case be more than sixty (60) days prior to the members' meeting or other corporate action or event to which it relates. The record date for a members' meeting may not be less than ten (10) days before the date of the meeting. The record date to determine members entitled to give a written consent may not be more than sixty (60) days before the date fixed for tabulation of the consents or, if no date has been fixed for tabulation, more than sixty (60) days before the last day on which consents received may be counted. If no record date is fixed, (1) the record date for a members' meeting shall be the close of business on the day next preceding the day on which notice is given and (2) the record date for determining members for any other purpose shall be at the close of business on the day on which the resolution of the Board relating thereto is adopted. When a determination of members of record for a members' meeting has been made as provided in this section, the determination shall apply to any adjournment thereof, unless the Board fixes a new record date under this section for the adjourned meeting.

4.10. The President or, in his absence, the highest ranking Officer present (other than the Recording Secretary) (section **6.1.1**) shall preside at membership meetings.

4.11. Members representing fifteen per cent (15%) of the membership units, whether present in person or by proxy, shall constitute a quorum for the conduct of business for all membership meetings, including, but not limited to, special membership meetings. In case a quorum shall not be present at any meeting, a majority of the membership units represented may adjourn the meeting to another date within the next thirty (30) days. Notice of the adjournment of the meeting shall be given in accordance with the provisions of section **4.4**.

4.12. Meetings of the membership shall be conducted according to Roberts Rules of Order, latest edition, except to the extent that to do so would conflict with other provisions of this Constitution, the laws of the State of New Jersey, or halacha.

4.13. Except as otherwise provided herein, the membership shall act on any and all matters by the vote of a majority of the votes cast either in person or by proxy. All proxies shall be in writing, but need not be acknowledged or witnessed, and shall be filed with the

Corresponding Secretary at or prior to the time of the meeting. The person named as proxy must be a member. All voting shall be by ballot, and each ballot shall state the name of the member voting and in addition, the name of the proxy, if such ballot is cast by a proxy.

4.14. The Board of Trustees may provide from time to time for absentee ballot voting and an extended voting period.

4.15. Upon request, the Recording Secretary shall make available to any member the minutes of the meetings of the membership.

ARTICLE V - BOARD OF TRUSTEES

5.1. Trustees.

5.1.1. The Board of Trustees (sometimes referred herein as “the Board”) shall consist of the Officers of the Congregation listed in section **6.1.1** and a number of additional Trustees who are members but not Officers, determined as provided in section **5.1.2**. Those Trustees who are not Officers are sometimes referred to herein as “Directors.” In no event shall there be more than 20 Trustees at any one time.

5.1.2. The Congregation shall elect at least eight (8) Directors, each of whom must be a member in good standing who is shomer Shabbat, as defined halachically. Unless the immediate past President of the Congregation has been elected as a Trustee of the Congregation, the immediate past President shall serve as an additional Director, but shall not be included in determining the number of Trustees for purposes of section **5.1.1**.

5.1.3. The term of office of each Trustee shall begin at the beginning of a fiscal year. The term of each Trustee who is also an Officer shall coincide with the term of his office, as provided in section **6.1.1**. Each Director shall be elected to serve a term of two (2) years and until the election and qualification of his successor, provided that if there are more than eight Directors, the term of each additional Director may, in the discretion of the Board, be limited to one (1) year and until the election and qualification of that Director’s successor. The Directors shall be so classified that the terms of at least four (4) of the total number of Directors shall expire in each year.

5.1.4. A Trustee may resign by written notice to the President or, in the case of the resignation of the President, to the Corresponding Secretary, and such resignation shall be effective upon receipt thereof by the President or Corresponding Secretary, as applicable, or at a subsequent time as shall be specified in the notice of resignation. A resignation by an Officer from his position as a Trustee shall not be effective unless he has also resigned from his position as an Officer in accordance with section **6.1.3**.

5.1.5. If the position of any Director becomes vacant, the Board of Trustees shall elect an Interim Trustee to serve until the end of the fiscal year in which the vacancy occurred. If the original incumbent’s term would have not expired for at least one (1) year, then, at the annual election following the occurrence of such vacancy, the membership shall

elect an Interim Trustee to serve for the remainder of the term for which the original incumbent was elected. Except as otherwise required by the context of any provision hereof, any reference in this Constitution to a “Trustee” or “Trustees” shall include any Interim Trustee.

5.2. Authority.

5.2.1. The Board of Trustees shall, subject to section **5.2.2** and article X, (a) set policy for the Congregation, (b) manage the affairs of the Congregation, (c) authorize the execution of contracts on behalf of the Congregation, (d) authorize expenditures on behalf of the Congregation, and (e) have custody and control of the name “Congregation Rinat Yisrael” and administer all properties of the Congregation.

5.2.2. The Board may authorize contracts and expenditures not provided for in the annual budget to the extent such contracts and expenditures do not exceed 10% of such annual budget in the aggregate. Contracts and expenditures in excess of this amount must be authorized by the membership. In the case of expenditures previously authorized by the membership in accordance with the preceding sentence, the Board may authorize, without the prior authorization of the membership, additional expenditures aggregating not more than ten percent (10%) of the amount authorized, provided that such aggregate expenditures may not exceed 10% of the annual budget.

5.3. Meetings.

5.3.1. The highest ranking Officer (other than the Recording Secretary) present (section **6.1.1**) shall preside at each meeting of the Board. A majority of the Trustees shall constitute a quorum for the conduct of business. Each Trustee shall be entitled to one vote, except that the person presiding at any Board meeting shall not have the right to vote except in the event of a tie vote. Except as otherwise provided herein, the Board shall act by a majority of the votes cast. Trustees shall not attend by proxy or vote by proxy.

5.3.2. The Board shall determine its own rules of government and meetings, except to the extent such rules conflict with other provisions of this Constitution, the laws of the State of New Jersey, or halacha.

5.3.3. The Board shall hold regular meetings at least once each month, with oral or written notice (including via e-mail or facsimile) given to each member of the Board at least five (5) days prior to the meeting. Notice of the time and place of each regular Board meeting shall be given in the weekly brief of the Congregation on the Shabbat prior to such Board meeting or as otherwise determined by the Board.

5.3.4. The President may call a special meeting of the Board at his sole discretion, and the President shall call a special meeting of the Board at the request of at least one-third (1/3) of the Trustees. At least twenty-four (24) hours oral or written notice (including via e-mail or facsimile) of any special meeting shall be given to each member of the Board. Such notice shall specify the time, place and purpose or agenda of the meeting,

and no other business may be transacted at such a meeting without the unanimous consent of all of the Trustees. If practicable, the membership of the Congregation shall be informed of the time, place and purpose or agenda of special Board meetings.

5.3.5. Notice of any meeting need not be given to any Trustee who signs a waiver of notice, whether before or after the meeting. The attendance of any Trustee at a meeting without protesting prior to the conclusion of the meeting the lack of notice of the meeting shall constitute a waiver of notice by that Trustee. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten (10) days in any one adjournment.

5.3.6. Any or all Trustees may participate in a meeting of the Board by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other.

5.3.7. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board may be taken without a meeting if all members of the Board consent thereto in writing and the written consents are filed with the minutes of the proceedings of the Board. The consents shall have the same effect as a unanimous vote of the Board for all purposes.

5.3.8. All Board meetings shall be open to all members of the Congregation; provided, however, that, by a vote of two-thirds (2/3) of the Trustees present, the presiding person shall declare a meeting open only to members of the Board. Persons who are not members of the Board may speak at Board meetings only with the permission of the Board or the President.

5.3.9. Upon request, the Recording Secretary shall make available to any member the minutes of the meetings of the Board of Trustees; provided, however, that the Board may order, by a vote of two-thirds (2/3) of the Trustees present, that portions of its minutes shall be made available only to members of the Board.

5.4. Exculpation and Indemnification.

5.4.1. No Trustee shall be liable, responsible or accountable in damages or otherwise to the Congregation, to any other Trustee or to any member for any action taken or failure to act on behalf of the Congregation, unless such act or failure to act was the result of gross negligence or willful misconduct.

5.4.2. The Congregation shall indemnify and hold harmless, to the fullest extent permitted by law and halacha, but solely out of the assets of the Congregation, each Trustee from and against any and all losses, claims, damages, expenses, judgments, fines, settlements, liabilities and other amounts arising from any and all claims, actions, suits or proceedings, whether civil, criminal, administrative, arbitratve or investigative, in which the Trustee may be involved, or threatened to be involved, arising as a result of such Trustee's involvement in the management of the affairs of the Congregation or which relate to the

Congregation, its members (in such capacity) or its affairs, and regardless of whether such action is brought by a third party, a member, or by or in the right of the Congregation, provided that a Trustee shall not be so indemnified if a judgment or other final adjudication adverse to such Trustee establishes that such Trustee's acts or omissions were the result of fraud, gross negligence or willful misconduct.

ARTICLE VI - OFFICERS

6.1. In General.

6.1.1. The Officers of the Congregation shall consist of the President, the First Vice President, the Second Vice President, the Treasurer, the Financial Secretary, the Recording Secretary, the Corresponding Secretary, the Assistant Treasurer, the Assistant Financial Secretary and the Gabbai Rishon, ranked in that order. The term of office of each Officer shall begin at the beginning of a fiscal year and shall continue for a term of one (1) year and until the election and qualification of his successor. Except as otherwise provided in sections **6.5** and **6.6**, no person may hold more than one of the offices enumerated in this section at any one time. Each Officer shall also be a Trustee of the Congregation, as set forth in section **5.1.1**.

6.1.2. Only members who are shomrei Shabbat, as defined halachically, may serve as Officers of the Congregation.

6.1.3. An Officer may resign by submitting a written notice to the Corresponding Secretary. The resignation shall take effect upon receipt thereof by the Corresponding Secretary or at a subsequent time as shall be specified in the notice of resignation, and the resignation shall be effective as to his positions both as an Officer and as a Trustee of the Congregation.

6.1.4. If the office of President becomes vacant, the First Vice President shall become President and serve for the remainder of the term for which the vacating incumbent was elected; provided, however, that if the office of First Vice President is then vacant or the First Vice President is ineligible or unwilling to serve as President, the Board of Trustees shall elect a member of the Congregation to serve for the remainder of the term for which the vacating incumbent President was elected. If a vacancy occurs in the office of First Vice President or Second Vice President, the Board of Trustees may, at its discretion, elect a member to serve for the remainder of the term for which the incumbent was elected. If a vacancy occurs in any other office, the Board of Trustees shall elect a member to serve for the remainder of the term for which the incumbent was elected.

6.2. President.

6.2.1. The President shall (a) ensure that the Constitution is observed, (b) ensure that the Officers discharge their duties faithfully, (c) sign contracts and commitments on behalf of the Congregation, subject to section **6.2.3**, and (d) appoint the chairmen of all

standing and ad hoc committees (section **9.1.3**) and may serve ex officio, without vote (or designate another Officer to so serve) on all standing and ad hoc committees.

6.2.2. The President shall be one of the three (3) authorized signatories of the Congregation's checks (section **6.5.3**).

6.2.3. The President shall be empowered to spend up to 1% of the annual budget for any single expenditure without the approval of the Board of Trustees; provided, however, that in the event of an emergency, the President shall be empowered to spend up to 5% of the annual budget for a single expenditure without the approval of the Board or up to 10% of the annual budget upon oral or written (which may be through facsimile or email) approval of a majority of the Officers. For purposes of this section, an "emergency" shall mean an unforeseen situation in which the welfare of the Congregation or its property would be threatened without immediate action and in which the need for immediate action precludes the President from consulting with the Board of Trustees at a meeting of the Board. All expenditures made by the President without the prior approval of the Board in accordance with this section **6.2.3** shall be reported at the next Board meeting.

6.3. First Vice President.

6.3.1. The First Vice President shall assist the President in the discharge of his duties. In the event of the President's absence, the First Vice President shall assume the duties of the President.

6.3.2. The First Vice President shall be one of the three (3) authorized signatories of the Congregation's checks (section **6.5.3**).

6.4. Second Vice President.

The Second Vice President shall assist the President in the discharge of his duties and shall serve as chairman of the Finance Committee (section **9.2.3**).

6.5. Treasurer, Assistant Treasurer, Financial Secretary and Assistant Financial Secretary.

6.5.1. The Treasurer shall (a) maintain the financial books and records of the Congregation, (b) receive, maintain and disburse all monies on behalf of the Congregation, (c) verify bills and make the appropriate entries for monies received and paid in the books of the Congregation, and (d) deposit monies and maintain the accounts of the Congregation in the name of the Congregation.

6.5.2. The Financial Secretary shall be responsible for the collection of financial obligations owed to the Congregation by its members. He shall keep an accurate record of the financial obligations of each member to the Congregation and shall periodically notify members of the Congregation of the status of their accounts and of amounts due.

6.5.3. The Treasurer shall be one of the three (3) authorized signatories of the Congregation's checks. The signatures of any two (2) of the three (3) authorized signatories shall be required to withdraw funds from or issue checks on the accounts of the Congregation. Any such withdrawal or issuance shall be subject to the provisions of sections **5.2.1**, **5.2.2**, and **6.2.3**.

6.5.4. The Treasurer may delegate aspects of his duties to the Assistant Treasurer as the Treasurer deems appropriate and necessary, but the Treasurer shall supervise, and maintain responsibility over, the execution of such duties.

6.5.5. The Financial Secretary may delegate aspects of his duties to the Assistant Financial Secretary as the Financial Secretary deems appropriate and necessary, but the Financial Secretary shall supervise, and maintain responsibility over, the execution of such duties.

6.5.6. The Treasurer and Financial Secretary shall be members of the Finance Committee (section **9.2.3**).

6.5.7. All financial books and papers of the Congregation shall be kept in the principal office of the Congregation or in the custody and under the direct control of either the Financial Secretary (in the case of books and papers relating to the financial obligations of the members of the Congregation) or the Treasurer (in the case of all other financial books and papers).

6.5.8. The Treasurer and Financial Secretary shall deliver all monies, books and papers in their custody to their respective successors. When so requested by the Board of Trustees or the Congregation, they shall deliver such monies, books and papers to the President.

6.6. Secretary (Recording Secretary and Corresponding Secretary)

6.6.1. The Secretary shall (a) maintain a record of the Certificate of Incorporation and of the Constitution of the Congregation, including any amendments thereto, (b) prepare minutes and maintain a record of the proceedings of the Board of Trustees and the membership and (c) have authority to affix the seal of the Congregation to all documents, the execution of which, on behalf of the Congregation and under its seal, has been duly authorized, and to attest such affixing by his signature. The Board of Trustees may give general authority to any other Officer to affix the seal of the Congregation and to attest the affixing by his signature.

6.6.2. The Secretary shall (a) maintain a record of the names, addresses and telephone numbers of all the members of the Congregation, (b) notify the appropriate persons of membership meetings, elections and Board meetings, as provided in this Constitution, and (c) be responsible for all other notices and correspondence of the Congregation.

6.6.3. The Board of Trustees may divide the office of the Secretary into the two offices of Recording Secretary and Corresponding Secretary, in which case the Recording Secretary shall be responsible for the duties set forth in section **6.6.1** and the Corresponding Secretary shall be responsible for the duties set forth in section **6.6.2**. If the Board has created the offices of Recording Secretary and Corresponding Secretary, it may, in advance of any subsequent election and in accordance with section **7.2**, dissolve such offices and create the office of Secretary, in which event the Secretary shall be responsible for the duties set forth in sections **6.6.1** and **6.6.2**. Whenever there are no offices of Recording Secretary and Corresponding Secretary of the Congregation, all references in this Constitution to the “Recording Secretary” or the “Corresponding Secretary” shall be understood to refer to the Secretary.

6.6.4. The Corresponding Secretary may delegate aspects of his duties to an office secretary or to a member of the Congregation, but shall supervise, and maintain responsibility over, the execution of such duties.

6.6.5. All books and papers (other than financial books and papers) of the Congregation shall be kept in the principal office of the Congregation or in the custody and under the direct control of the Recording Secretary (in the case of books and papers relating to his duties) or the Corresponding Secretary (in the case of books and papers relating to his duties).

6.6.6. The Recording Secretary and Corresponding Secretary shall deliver all books and papers in their custody to their respective successors. When requested by the Board of Trustees or the Congregation, they shall deliver such books and papers to the President.

6.7. Gabbai Rishon (and other Gabbaim).

6.7.1. All persons acting as Gabbai must be generally eligible, according to halacha, to lead the services at which they act as Gabbai.

6.7.2. The Gabbai Rishon shall arrange for the conduct of religious services, designate leaders of such services and distribute honors at such services. The Gabbai Rishon may delegate aspects of his duties to the other Gabbaim but he shall supervise, and maintain responsibility over, the execution of such duties. The Gabbai Rishon shall serve as chairman of the Religious Committee (section **9.2.8**).

6.7.3. The Gabbai Rishon shall select other Gabbaim, who shall serve at the discretion of the Gabbai Rishon (but in any event, not beyond the Gabbai Rishon’s term), subject to the approval of the Board of Trustees at the first Board meeting after the beginning of the fiscal year.

6.7.4. The Gabbai Rishon may remove incumbent Gabbaim and/or fill vacancies with the approval of the Board and shall remove incumbent Gabbaim if so directed by the Board.

6.7.5. The other Gabbaim shall assist the Gabbai Rishon in the discharge of his duties. In the absence at any service of any Gabbai, another Gabbai designated by the President shall assume his responsibilities. In the absence at any service of all Gabbaim, the highest ranking Officer present who is generally eligible, according to halacha, to lead the service shall act as Gabbai.

ARTICLE VII - ELECTIONS

7.1. Prior to March 1 of each year, the President shall appoint a Nominating Committee of at least three (3) members, subject to the approval of the Board of Trustees. Should the Board not approve at least three (3) of the President's appointees, the Board shall appoint a Nominating Committee of at least three (3) members or direct the President to submit new appointees to the Nominating Committee.

7.2. Within seven (7) days after the Nominating Committee has been appointed and approved by the Board, the Corresponding Secretary shall notify the membership in writing of (1) the composition of the Nominating Committee, (2) the offices and the number of Trustees (determined in accordance with section **5.1.2**) and Interim Trustees, if any (section **5.1.5**), to be elected by the membership, (3) the approximate date of the election and (4) the right of ten percent (10%) of the membership (determined as of the end of the previous December 31) to petition the Nominating Committee prior to April 1 to include a candidate on its slate, as provided in section **7.3**.

7.3. The Nominating Committee shall prepare, for submission to the membership, a slate consisting of one candidate for each position as Officer or Trustee which will be open as of the beginning of the following fiscal year; provided, however, that (i) each candidate shall be a member in good standing and (ii) ten percent (10%) of the membership (determined as of the end of the previous December 31) may, at any time prior to April 1, petition the Nominating Committee to include on its slate any member in good standing for any such position, in which event the Nominating Committee shall include on its slate any member so proposed in addition to any other member which the Nominating Committee has included on its slate for such position.

7.4. Between April 1 and April 15, the Nominating Committee shall submit its slate to the Corresponding Secretary. Within seven (7) days after receipt of such submission, the Corresponding Secretary shall notify the membership in writing of this slate and of the right of the members to nominate additional candidates prior to May 15, as provided in section **7.5**.

7.5. Any ten (10) members may submit petitions to the Corresponding Secretary nominating additional candidates, each of whom must be a member in good standing, for any position. The candidate or candidates named in any such petition submitted to the Corresponding Secretary prior to May 15 shall be added to the slate of candidates.

7.6. No person may be a candidate for more than one office or position in the same election.

7.7. A Director may be a candidate to serve as an Officer; provided, however, that in the event a Director whose term will not expire at the end of the fiscal year in which the election is to take place is a candidate to serve as an Officer, one additional position as Interim Trustee shall be considered open for election, and the provisions of sections **7.3**, **7.4** and **7.5** shall apply to such position, and provided further that any person elected as interim Trustee shall not serve in such position unless (i) the Director whose term such Interim Trustee would fill shall have been elected as an Officer or (ii) the position of a Director whose term will not expire at the end of the fiscal year in which the election took place shall otherwise have become vacant at or prior to the end of such fiscal year. In the event the annual election or any applicable run-off election does not take place on or prior to May 31, any reference in this section to “the fiscal year in which the election took place” shall be deemed to refer to the fiscal year prior to the fiscal year in which such election took place.

7.8. Prior to May 1, the Board of Trustees shall set the date or dates of the election and of the Congregation’s annual meeting (section **4.1**), in accordance with section **7.11**.

7.9. Not more than forty-five (45) days nor less than fifteen (15) days prior to the scheduled date of elections, but in no event prior to May 15, the Corresponding Secretary shall notify the membership in writing of (1) the sites, dates and times of the election and the annual meeting of the Congregation, (2) the offices and the number of Trustees and Interim Trustees, if any, to be elected by the membership (reflecting the provisions of section **7.7**, if applicable), (3) the names of all the candidates nominated and the office or position for which each candidate is running, and (4) such other procedural information as the Corresponding Secretary, in his discretion, believes to be relevant to the voting process.

7.10. Every election shall be held at the synagogue premises unless the Board of Trustees determines that there exist circumstances reasonably barring such site as the place of the election.

7.11. Elections shall be held each year between May 30 and June 30. The Board of Trustees may, at its discretion, determine that elections be held on more than one date; provided, however, that the first date of elections shall also be the date of the annual meeting of the Congregation (section **4.1**).

7.12. A quorum shall not be necessary for the election.

7.13. Voting shall be by secret written ballot and may be cast either at the election meeting or by such alternate procedures as shall be established by the Board. Each member shall be entitled to cast one vote for each office and for each position as Trustee or Interim Trustee which is open for election. Those members of the Nominating Committee who are not running for election shall supervise the election and distribute and count the ballots; provided, however, that in the event the number of Nominating Committee members not running for election is less than three (3), the Nominating Committee shall, as soon as practicable on or after May 15, designate members of the Congregation not running for election to supervise the election and distribute and count the ballots so that the number of persons supervising the election will be not less than three (3).

7.14. The candidate for each position who receives the most votes cast for that position shall be elected to that position. Should there be a tie vote for any position, a run-off election for such position shall be held on or before July 31.

7.15. As soon as practicable after the election, the Corresponding Secretary shall notify the membership in writing of the persons who have been elected to serve as Officers, Directors and Interim Trustees.

7.16. Anything to the contrary notwithstanding, if a person has been nominated or elected for an office or position, and such person is, under the provisions of this Constitution, the laws of the State of New Jersey or halacha, not eligible to serve in such office or position, then such nomination or election shall be null and void, and the notice provisions of sections **7.4**, **7.9** and **7.16** shall not apply to such nomination or election.

ARTICLE VIII - REMOVAL OF OFFICERS AND TRUSTEES;
SUSPENSION OR EXPULSION OF MEMBERS

8.1. The Board of Trustees shall have the power to recommend to the membership the removal of an Officer or Trustee from his office or position for gross dereliction of duty or abuse of power; for violating the Constitution or any by-laws or rules of the Congregation; or for acting in a manner that is detrimental to the good name and best interests of the Congregation or the Jewish community.

The Board of Trustees shall have the power to suspend or expel a member from the Congregation for acting in a manner that is detrimental to the good name and best interests of the Congregation or the Jewish community. Such actions shall require the vote of two-thirds (2/3) of the total number of Trustees.

8.2. Before the Board may vote to recommend the removal of an Officer or Trustee from his office or position or to suspend or expel a member from the Congregation, (a) the President shall appoint a committee of inquiry which shall investigate the charge, elicit information from the individual charged, discuss halachic issues with the Rabbi, and report its recommendation to the Board of Trustees (provided, however, that in the event the charge is against the President, the highest ranking Officer who is not charged shall appoint the committee and preside at all meetings dealing with the charge) and (b) the person charged shall be given the opportunity to, at his option, respond to the charge in person or in writing.

8.3. At a special meeting called for that purpose, the Congregation shall decide whether to remove the Officer or Trustee from his office or position. A vote of two-thirds (2/3) of the votes cast at such meeting shall be required to remove an Officer or Trustee from his office or position.

8.4. In the event an Officer or Trustee is suspended or expelled from membership, or declared a member-not-in-good-standing (section **3.3**), his office or position shall be considered vacant. Subsequent restoration of member or member in good standing status shall not result in restoration of office or position. An Officer or Trustee who has been

restored to member in good standing status following suspension or expulsion shall not be entitled to stand for election for an office or Trustee for a period of five (5) years following suspension or expulsion.

ARTICLE IX - COMMITTEES

9.1. In General.

9.1.1. All members of the Congregation are eligible for membership on all committees.

9.1.2. Standing committees, which shall be the committees specifically named in section **9.2**, shall be charged with the duties and responsibilities fixed by this Constitution and delegated to them by the President. The standing committees shall report on their activities at meetings of the Board of Trustees and shall make recommendations to the Board concerning matters related to their committee functions.

9.1.3. The President shall appoint the chairmen of all standing committees, and the chairmen shall appoint the members of the standing committees, as soon as practicable after the beginning of the fiscal year.

9.1.4. Special committees shall be established as determined by the President, in consultation with the Board.

9.2. Standing Committees.

9.2.1. The Adult Education Committee shall organize and maintain educational programs for the benefit of the Congregation and the Jewish community.

9.2.2. The Communal Affairs Committee shall seek to establish a liaison with the other synagogues in the community in order to provide for the common needs of the Orthodox community at large. It shall advise the Board on appropriate communal activities in which the Congregation may wish to involve itself.

9.2.3. The Finance Committee shall prepare and present to the Board of Trustees quarterly financial statements, including an end-of-year financial statement within thirty (30) days of the close of the fiscal year. It shall submit to the Board, at a time designated by the Board, an estimate of income and expenses for the following year. It shall prepare other financial analyses and reports whenever so requested by the President or the Board. The Second Vice President shall serve as chairman of the Committee (section **6.4**). The members of the Committee shall also include, but need not be limited to, the Treasurer and Financial Secretary (section **6.5.5**).

9.2.4. The Financial Arrangements Committee shall be available to meet with members and prospective members who feel unable to meet their financial obligations and, following guidelines established by the Board of Trustees, shall endeavor to make alternative financial arrangements (section **3.2**). In order to maintain the confidentiality of these matters,

the committee shall have only one member, unless the Board of Trustees has expressly determined that a larger number is more appropriate for a given year.

9.2.5. The Fund Raising Committee shall plan and carry out special events designed to raise funds for the Congregation.

9.2.6. The House Committee shall supervise the maintenance, improvement and repair of the real property, buildings and appurtenances owned by the Congregation.

9.2.7. The Membership Committee shall be responsible for efforts to secure new members. It shall review applications for membership and refer the names of candidates for membership to the Board of Trustees (sections **2.6** and **2.7**).

9.2.8. The Religious Committee shall advise, either on its own initiative or at the discretion of the Board, on customs and practices relating to religious services and activities. It shall be responsible for the maintenance of sifrei Torah, and all other religious books, articles and property of the Congregation. It shall advise and consult with the Rabbi on such matters which may have a bearing on the ability of the members of the Congregation to observe halacha. The Gabbai Rishon shall serve as chairman of the Committee, and the members of this Committee shall also include the President and, notwithstanding section **9.1.1**, the Rabbi (with vote) (section **10.1**).

9.2.9. The Youth Committee shall organize and supervise activities for the youth of the Congregation.

ARTICLE X - RABBI

10.1. The Rabbi (a) shall have jurisdiction and authority to rule on all matters of halacha as described in section **1.2**, (b) shall have authority with respect to the use of the pulpit of the Congregation to the extent specified in section **1.4**, (c) shall perform all such functions as traditionally pertain to his position, and (d) shall be a member of the Religious Committee (with vote) (section **9.2.8**).

10.2. Should the position of Rabbi become vacant, the Board of Trustees shall appoint a search committee to determine qualifications of all candidates and report its findings to the Board.

10.3. Any candidate who shall meet with the approval of the Board shall be presented to the Congregation.

10.4. The Rabbi shall be selected at a membership meeting by the affirmative vote of two-thirds (2/3) of those present at the meeting at which a quorum is present.

10.5. The terms of the Rabbi's contract shall be negotiated by the President and a committee of at least three (3) members appointed by the President and approved by the Board. Should the Board not approve at least three (3) of the President's appointees, the Board shall either appoint persons to the committee so that the committee has at least three

(3) Board-approved members or direct the President to submit alternate nominees to the Board for its approval. The terms of the Rabbi's contract as so negotiated shall be approved by the Board and the membership.

10.6. Once the Rabbi has been approved and his salary has been approved in accordance with section **10.5**, he may not be dismissed nor may his salary be reduced except by the affirmative vote of two-thirds (2/3) of those voting at a meeting of the Congregation.

10.7. No person may hold or administer the office of Rabbi or assistant rabbi unless he shall possess smicha from a recognized Orthodox yeshiva or recognized Orthodox Rabbinic authority and shall conduct himself in a manner upholding the ideals of the Congregation.

ARTICLE XI - EFFECTIVENESS, VALIDITY, AMENDMENTS AND DISSOLUTION

11.1. This Constitution shall become effective upon its adoption by the Congregation at a membership meeting.

11.2. In the event any provision of this Constitution is judged invalid, the remainder of this Constitution shall remain in full force and effect.

11.3. Except as otherwise provided in section **11.7**, any amendment to this Constitution may be proposed (a) by the Board of Trustees or (b) by a petition submitted to the Recording Secretary signed by either one-half (1/2) of the members or fifty members, whichever is less.

11.4. Any proposed amendment to the Constitution (other than one which is described in section **11.6** or which is precluded by section **11.7**) shall be submitted to the membership for consideration at a meeting to be held not less than thirty (30) and not more than sixty (60) days from the date of the vote of the Board or the receipt of the petition proposing the amendment. Such a proposed amendment may not be further amended at the membership meeting at which it is to be considered.

11.5. An amendment to this Constitution (other than one which is described in section **11.6** or which is precluded by section **11.7**) shall be deemed adopted if and only if it (a) has been proposed in accordance with section **11.3** and (b) has been approved, at a meeting held in accordance with section **11.4** (or any adjournment thereof), by the affirmative vote of two-thirds (2/3) of the votes cast at the meeting.

11.6. An amendment of the monetary amounts or percentages specified in section **5.2.2** or **6.2.3** shall be deemed adopted if it has been approved at a membership meeting by the affirmative vote of a majority of the votes cast.

11.7. Anything to the contrary notwithstanding, the Preamble to this Constitution and sections **1.1**, **1.2**, **1.4**, **2.3**, **6.1.2**, **10.1(a)**, **10.1(b)**, **10.1(c)**, **10.7**, **11.7** and **11.8** of this

Constitution shall be irrevocable and not subject to amendment, change or repeal. No provision which is inconsistent with any of such sections may be added to the Congregation's Certificate of Incorporation or this Constitution or otherwise adopted by the membership, Board of Trustees or any other body. The Congregation shall not merge or consolidate with, or transfer substantially all of its assets (without receiving in consideration thereof such assets' fair value) to, one or more corporations, congregations, organizations or other entities, unless the charters, certificates or articles of incorporation or organization, constitutions, by-laws or similar instruments of such entities include such provisions and contain no provisions inconsistent therewith. Any member or non-member shall have standing to challenge any violation of any of such sections before a competent tribunal.

11.8. Upon the dissolution of the Congregation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Congregation, dispose of all of the assets of the Congregation exclusively for the purposes of the Congregation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") as the Board of Trustees shall determine. To the extent permitted by applicable law (including but not limited to the Code), the organization or organizations referred to in the preceding sentence may include only any organization or organizations satisfying the criteria of the preceding sentence and whose purpose (i) is to promote Orthodox Judaism and (ii) is otherwise substantially similar to that set forth in the Preamble to this Constitution.

ARTICLE XII - PERSONS REFUSING TO GIVE A GET

12.1. Subject to the jurisdiction and authority of the Rabbi as to all matters of halacha as set forth in section **1.2**, any person against whom there is an outstanding "Shtar Seruv", issued by a Bet Din consisting of three Orthodox rabbis, and recognized by the Rabbi of the Congregation, in regard to matters of issuance or receipt of a "Get":

- (a) Shall be excluded from membership or affiliate status, as applicable, in the Congregation and in all of its affiliate organizations in accordance with and subject to the provisions and procedures of article **II** and article **VII** of the Constitution;
- (b) Shall not be permitted to occupy any elective, appointed or employment position within the Congregation or within any affiliate organization of the Congregation;
- (c) Shall not be called to the Torah or be given any other liturgical honor on any occasion;
- (d) May have his or her name announced on a regular basis at the conclusion of Shabbat services; and

(e) May have his or her name published in the Congregation's bulletin with a call to members to limit their social and economic relations with such person.