

# CONSTITUTION & BY-LAWS

## P R E A M B L E

We, the Members of EAST MIDWOOD JEWISH CENTER, to perpetuate traditional Judaism, as it is interpreted by the United Synagogue of Conservative Judaism, to spread a knowledge of Torah in our community and to inculcate, develop and strengthen a love for its tenets, precepts and ideals among ourselves and our posterity; and to foster the spiritual, intellectual, social and physical welfare of our people and our eternal faith, do hereby adopt and enact this Restated Constitution & By-Laws for its governance.

## ARTICLE I

### NAME

§1. The name of this organization shall be EAST MIDWOOD JEWISH CENTER, INC., and shall be referred to in this Constitution & By-Laws as "the Center".

## ARTICLE II

### OFFICERS, AND TRUSTEES

§1. The officers of the Center shall be a President, five Vice-Presidents, a Treasurer, an Associate Treasurer, a Financial Secretary, and a Recording Secretary.

§2. There shall be a Board of Trustees ("Board"), consisting of forty-five Members plus Honorary Presidents. Each Trustee shall be elected for a term of three years. The terms of one third of the Members of the Board shall expire each year and their terms shall overlap so that each year one third of the Trustees shall be elected at the Annual Membership Meeting. Incumbent Trustees on January 1, 1998 shall complete their terms of office.

§3. The President, five Vice-Presidents, Treasurer, Associate Treasurer, Financial Secretary and Recording Secretary shall be elected for a term of two years at the Annual Membership Meeting. Only a current or former Trustee may be nominated for an office and only a Trustee may serve as an officer. No Member shall hold any office for more than three consecutive terms in that office. No Member shall serve as Trustee for more than twelve consecutive years; provided, however, that a Member may be elected a Trustee for additional terms if such Member at the same time is nominated for and is elected to an office for which such Member is otherwise eligible. No set of consecutive terms in any particular office or as a Trustee served by any Member shall be applicable to render said Trustee ineligible for election to that office or as a Trustee, after a lapse of one year or more during which said Trustee did not hold that office or a Trusteeship.

§4. Honorary Presidents shall consist of Members holding such position on June 1, 1998 and such outgoing Presidents as hereafter may be duly recommended by the Board for that position and elected by the Members. Honorary Presidents shall serve for life and shall have all the rights and privileges of a Trustee. Honorary Presidents and their spouses, or the surviving spouse of a deceased Honorary President, shall be exempt from payment of Membership dues so long as said spouse does not remarry.

§5. The Board may recommend to the Membership for election as Honorary Trustee a Member who has been an officer or Trustee, or both, for a total period of not less than three years. Honorary Trustees shall be elected for a period of one year. The President, with the approval of the Board, may appoint additional Honorary Trustees to serve until the next Annual Membership Meeting. Honorary Trustees shall serve as non-voting Members of the Board.

§6. If the President dies or is incapacitated, the Board shall promptly elect a successor from among the Vice-Presidents to serve until the next Annual Membership Meeting. Any vacancy in the office of Vice-President, Treasurer, Associate Treasurer, Financial Secretary or Recording Secretary shall be promptly filled from and by the Board. An officer selected pursuant to this § 6 shall serve until the next Annual Membership Meeting when an election shall be held for that office to complete the unexpired term.

§7. In case of any vacancy in the Board, the Board may elect a Member to serve as Trustee until the next Annual Membership Meeting. A successor shall then be elected for the unexpired term.

§8. All officers, Trustees and Honorary Trustees shall assume their offices immediately upon election and shall continue to hold their respective offices until their successors are elected, except that the outgoing Recording Secretary shall complete the taking of the minutes of the Annual Membership Meeting and submit same to the newly elected Recording Secretary. An installation ceremony shall be conducted at a time fixed by the Board.

## ARTICLE III

### POWERS AND DUTIES OF OFFICERS AND TRUSTEES

§1. The President shall:  
be the Chief Executive Officer of the Center;  
preside at all meetings of the Members and the Board;  
have power to hire and remove all employees of the Center other than the Rabbi, Associate Rabbi, Cantor, Associate Cantor, Talmud Torah Principal and Executive Director and to fix the titles and salaries of all other employees of the Center and determine their periods of employment;  
authorize routine or emergency expenditures for the operation or repair of the physical plant of the Center;  
sign all official documents and checks, when required;

direct the calling of all meetings;  
appoint all committees and designate the chairman of each committee, except when otherwise prescribed in this Constitution or by the vote creating such committees;  
from time to time authorize additional committees and designate their powers and duties; and  
be an ex-officio Member of every committee except the Nominating Committee. In case of a tie vote at meetings, the President shall, notwithstanding having already voted once, have an additional vote. When the President shall be unable to attend a meeting or Center function, the President shall have the power to designate one of the Vice-Presidents to act in the President's stead with the same powers as the President at that meeting or Center function.

§2. When the President is incapacitated or absent from a Center function or meeting and has failed to designate a Vice-President to act in place of the President, the Board shall select and appoint one of the Vice-Presidents to serve in place of the President during such absence or inability to serve.

§3. The Treasurer shall:

have charge of all funds of the Center, keep correct account of its finances and make report thereof to the Board;  
present an account, whenever requested, to the Finance Committee and/or the Board;  
make only such payments as the Board or the President authorizes;  
make a report to the Annual Membership Meeting;  
unless otherwise provided for in this section deposit all funds in a depository designated by the Board, subject to withdrawal upon the signature of any two officers designated by the Board as authorized signatories;  
in cooperation with the appropriate financial institutions and/or payroll services arrange for the Direct Deposit of employee salaries into employee bank accounts; and  
give such bond as may be required by the Board for the faithful accounting for all property that may come into the Treasurer's possession.

§4. The Associate Treasurer shall assist the Treasurer and act in the place of the Treasurer with the same powers and restrictions, if the Treasurer is absent or unable to serve.

§5. The Financial Secretary shall:

receive the dues and other monies payable to the Center and shall keep an accurate account of all monies payable to and payable by the Center;  
make reports thereof to the Board;  
immediately deliver to the Treasurer all monies that shall be received by the Financial Secretary; and  
give such bond for the faithful accounting for all monies that may come into the Financial Secretary's hands as may be required by the Board.

§6. The Recording Secretary shall:

keep a full and accurate report of all proceedings of the Center in a proper minute book;  
act as Secretary of the Board and report its proceedings in a proper minute book;  
at the direction of the President or the Board, issue calls for meetings of the Members, and the Board; and  
perform such other duties as are requested by the President and by said Boards.

§7. The Board shall:

have general control and management of the funds and other property of the Center;  
generally govern and control its affairs except as otherwise provided by law; and  
have power to hire and discharge the Associate Rabbi, Cantor, Associate Cantor, Talmud Torah Principal and Executive Director of the Center, fix their titles and salaries and determine their periods of employment.

§8. The Rabbi shall be elected or removed by the Members of the Center.

§9. If any officer is unable or refuses to perform any of the duties of the office, the President may designate another Trustee to perform such duties, subject to approval of the Board.

#### ARTICLE IV COMMITTEES

§1. Immediately following the installation of the officers of the Center, the President shall appoint Members of the following standing committees and designate the Chairman of each such committee:

ADULT INSTITUTE COMMITTEE  
BULLETIN COMMITTEE  
CATERING COMMITTEE  
CEMETERY COMMITTEE  
FINANCE COMMITTEE  
GYM COMMITTEE  
HOUSE COMMITTEE

INSURANCE COMMITTEE  
LAW COMMITTEE  
MEMBERSHIP COMMITTEE  
TALMUD TORAH COMMITTEE  
RITUAL COMMITTEE  
YOUTH ACTIVITIES COMMITTEE

§2. The Executive Committee shall consist of the elected officers designated in Article II, §1 hereof.

§3. Each committee shall perform the functions incident to its designated name and such other functions which may be conferred upon it by the Board or the President.

§4. The Board or the President may from time to time authorize additional committees and designate their powers and duties.

#### ARTICLE V MEMBERSHIP

§1. Any Jew 18 years of age or older is eligible for Membership. A Member's child under the age of 18 or attending school full time shall be entitled to Membership benefits except the right to vote.

§2. (a) There shall be three classes of Membership, as follows:

1. Individual Membership
2. Family Married Membership
3. Life Membership

(b) The Board may from time to time add additional classes of Membership.

§3. Each application for Membership, regardless of class, shall be made in writing in the form prescribed by the Board and shall be signed by the applicant and accompanied by the dues for the first year.

§4. Individual Membership may be extended to a Jew who is not married.

§5. Family Married Membership may be extended to a married Jewish husband and wife. Each spouse shall be entitled to a single vote and to all other Membership privileges.

§6. Life Members: Any Member may, on application to and approval by the Board, become a Life Member upon payment of an amount to be fixed by the Board annually. Such payment shall entitle the Life Member during the life of the Member to all privileges of Membership without the further payment of any dues. Each spouse of a Life Membership Couple shall be entitled to all of the privileges of Membership including the right of each spouse to have a single vote. A surviving spouse shall retain all such privileges. Upon remarriage, the new spouse (if not a Life Member) shall not have the right to vote at meetings unless the new spouse pays dues equal in amount to those required of an Individual Member.

§7. Any Member may acquire a life interest to a seat in the Main Synagogue for the High Holidays upon payment of a sum fixed by the Board.

§8. Subject to the rules and regulations and payment of fees which may be established by the Board, or designated committees, Members in good standing shall have the following privileges:

- a. To participate in Tefillot (religious services) and Talmud Torah (study) conducted or sponsored by the Center.
- b. To enroll children in the Talmud Torah and the youth activities of the Center.
- c. To celebrate the Bar/Bat Mitzvah of a child.
- d. To secure seating for Rosh Hashanah and Yom Kippur.
- e. To participate in educational, cultural and social programs of the Center.
- f. To attend meetings of the Center and to have a voice and vote at such meetings.
- g. To call on the Klei Kodesh (Rabbis) and professional staff for Jewish ritual needs and Jewish life cycle events.
- h. To secure a location in the Center's Beit Olam (cemetery), if available.
- i. To hold office or serve as a Trustee of the Center when eligible.
- j. To serve on a Center committee.

Every Member in good standing shall be entitled to all the rights and privileges not otherwise provided by law as shall be from time to time prescribed by the Board. Except for Life Membership, no rights or privileges shall be permanently vested. The Board may, in its sole discretion, modify, amend, withdraw and add to such rights and privileges.

#### ARTICLE VI FINANCIAL COMMITMENTS

§1. The fiscal year shall begin on July 1st of each year.

§2. All Members shall pay such dues, assessments and obligations as shall be determined by the Membership. Special financial arrangements may be made by the President in consultation with the Executive Director upon request and need for such consideration. Such arrangements shall be held in strict confidence.

§3. The dues of all Members shall include the Center's payments to the United Synagogue of Conservative Judaism.

§4. Annual dues shall be payable on July 1 of each fiscal year.

§5. Any Member whose dues remain unpaid as of December 31 of the fiscal year shall be deemed not in good standing. An invoice or statement from the Center mailed to a member indicating dues or other obligations outstanding shall be sufficient to establish that said Member is not in good standing.

§6. Said default may be cured and the right to vote restored by payment in full of outstanding dues by March 31 of the said fiscal year.

§7. Any Member who is not in good standing on the last day of the fiscal year, shall be stricken from the Membership rolls by the Financial Secretary for the next ensuing fiscal year. Any such Member shall be restored to good standing upon payment of all past due and current obligations.

#### ARTICLE VII MEETINGS

§1. The Annual Membership Meeting of the Center shall be held on the third Tuesday of May. Should said date fall on a legal or Jewish holiday, it shall be held on the Tuesday following which is not a holiday.

§2. Special Membership meetings may be called by the President whenever the President deems necessary or upon the written request of twenty Members in good standing or ten Trustees eligible to vote, upon not less than ten days written notice to the Membership. The notice shall set forth the purposes of such meeting.

§3. Fifty Members entitled to vote shall constitute a quorum at any Membership meeting.

§4. The Board shall meet monthly on the first Thursday of said month except the months of July and August. Should said date fall on a legal or Jewish holiday, it shall be held on the Thursday following which is not a holiday. In the event of inclement weather or a conflict with another Center event the President may reschedule said regular meeting.

§5. Special meetings of the Board shall be held at any time at the call of the President or upon the written request to the President of two Members of the Board, upon not less than twenty-four hours notice thereof in person, by telephone call, or by mail to the Members of such Board. Said request to the President shall state the purpose of the meeting. If the President fails to issue a call for a special meeting within two days after being requested to do so, any other officer may issue such call.

§6. Forty percent of the Members of the Board who are entitled to vote shall constitute a quorum.

§7. No business shall be transacted at a special meeting of the Membership or the Board except the business stated in the notice for such meeting.

§8. The action of all meetings of the Membership or of the Board upon any matter or question, except upon proposed amendments to this Constitution & By-Laws, shall be decided by a majority of those voting. For this purpose an abstention from voting shall not be counted as a vote. In case of a tie vote at any such meeting, the presiding officer of such meeting shall, notwithstanding having voted once, have an additional vote.

#### ARTICLE VIII ELECTIONS

§1. On or before March 10th of each year, the Board shall nominate and elect a Nominating Committee which shall consist of the immediate past President, four Members of the Board eligible to vote, three Members from among the Members of the Advisory Board and/or the Honorary Trustees, and three Members in good standing who are not in any of the aforementioned categories. The President shall designate the chairman of the Nominating Committee from among its Members. No Member of the Nominating Committee, may be nominated for any office at the forthcoming election. Said Committee shall make nomination for each office to be filled in that year. A member in good standing may run for only one of the offices enumerated in Article II, §1 in a given election.

§2. A copy of the report of the Nominating Committee, together with a notice of the Annual Membership Meeting, shall be posted on the lobby bulletin board of the Center and mailed to all Members of the Center, both at least twenty-one days before the Annual Membership Meeting.

§3. Independent nominations shall be made upon the signature of at least twenty-five Members of the Center in good standing, delivered at the Center to the President or the Executive Director of the Center by 5:00 pm. of the eleventh day preceding the Annual Membership Meeting. Notice of such independent nominations shall be given by mail at the direction of either the President or the Executive Director to all Members and by the posting of same on the lobby bulletin board of the Center, both at least six days before the Annual Membership Meeting.

§4. No further nominations for any office may be made unless a candidate already nominated for any particular office has signified either in writing or orally before the Annual Membership Meeting the candidate's declination to run for that office, in which event the Nominating Committee shall immediately convene and nominate a candidate for the office or offices in question. Election for said office or offices shall be held at the Annual Membership Meeting.

#### ARTICLE IX

### PARLIAMENTARY PRACTICE

§1. As Conservative Jews, ethical and moral behavior is imperative and values of *Derech Eretz* and *Kavod*, mutual respect and honor, take precedence in guiding our discussions and deliberations. Robert's Rules of Order shall be the authority controlling the Parliamentary actions of all officers, boards, and committees in the absence of any other rule or law or procedure governing in a particular situation.

### ARTICLE X AMENDMENTS

§1. This Constitution & By-Laws may be amended at a Membership Meeting by a vote of two-thirds of the Members voting. For this purpose an abstention shall not be considered a vote. Twenty Members in good standing may propose an amendment to this Constitution & By-Laws by delivering the proposed amendment signed by them and delivered at the Center to the President or Executive Director. The President or the Executive Director shall submit the same to the Board at the meeting next following such delivery. Such proposed amendment shall be submitted to a Membership Meeting within ninety days after the Board meeting. The Center shall give at least ten days notice of the Membership meeting at which such proposed amendment shall be considered, which notice shall contain a copy of the proposed amendment and of the action of the Board.

§2. This Restated Constitution & By-Laws shall take effect immediately upon its adoption.