

BETH EL CONGREGATION, INC.

CONSTITUTION

ARTICLE I

NAME

The name of this Congregation shall be "BETH EL CONGREGATION, INC."

ARTICLE II

MISSION

B'ruchim Habayim:

Blessed are those who enter

Beth El Synagogue is a pluralistic and diverse congregation welcoming all who wish to enjoy an enriching experience through spiritual growth, observance and mitzvot. We seek to create a Kehilla, a Jewish village, molding responsible citizens of our local communities and the larger world. Beth El is:

A Beit Kneset: A house of gathering

Beth El is a community where people feel a sense of belonging and want to be involved. Beth El Synagogue has a lively and active campus, where thoughtful, multigenerational programming reflects a multitude of community interests.

A Beit Midrash: A house of learning

Beth El instills a love of Torah and Talmud Torah, provides an environment of lifelong learning, and encourages its members to explore, to challenge and to grow.

A Beit Tefilah: A house of prayer

Beth El supports pluralism in the prayer life of the community.

A Beit Tzedek: A house of righteousness

Beth El is committed to observance of the mitzvot, to the principle of *Klal Yisrael* reaching out to all Jews, to the principle of *tikkun olam* which seeks to make the world whole through social and political action, and to the support of *Eretz Yisrael*, the homeland of the Jewish people.

A Beit Mo'adim: A house of life cycle observance

Beth El provides its members, their friends and families a warm, supportive and caring environment in which to observe, celebrate and remember the turning points, the joys and sorrows that mark our lives.

A Beit Avodah: A house of service

Beth El is a place where members work together as a community, to build and sustain our congregation.

ARTICLE III

AFFILIATION

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

ARTICLE IV

MEMBERSHIP

Section 1. Any person of the Jewish faith is eligible for membership at Beth El.

Section 2. There may be several categories of membership, including full members and associate members.

Membership categories will be determined by the Board of Trustees. In this document the term "member" refers to individuals, or household units, who join the congregation as full members.

Members in good standing are entitled to membership privileges, as defined in Article VI.

Section 3. Within membership categories, there may be numerous configurations, including the presence of children, dependent senior adults, and mixed religions. The following guidelines shall apply:

1. Resident children and/or resident dependent seniors: All Jewish dependents of the household shall be entitled to all privileges of membership if the household is a member in good standing.
2. Non-Jewish spouses/partners/children or dependent senior adults are entitled to all the privileges of a member in good standing with the following qualifications:
 - (a) Participation in religious services must be consistent with the Synagogue's religious practices.
 - (b) Participation in Bar/Bat Mitzvah training is only available with the Rabbi's permission.
 - (c) Burial in the Durham Hebrew Cemetery is subject to standing cemetery policy and rules.
 - (d) Non-Jewish individuals belonging to member households may not chair a committee without approval from the Board of Trustees.

Section 4. Applications for membership

Application for membership is made in writing to the Synagogue office, or the Membership Committee. The application will be made on a specified membership form, and will be accompanied by an appropriate financial commitment and payment by the household/individual applicant. Members are responsible for ensuring that the information on their membership application is current.

Section 5. Member in Good Standing defined

To be a “member in good standing,” a member must meet the terms of the current membership dues schedule, or other appropriate payment schedule as arranged with the Finance Committee. Membership privileges will be available only to members in good standing.

Section 6. Change in membership status

Members no longer in good standing will be informed by letter that their membership privileges are being suspended. The Board of Trustees will determine rules and regulations governing the expulsion or suspension of members as it may deem advisable on condition, however, that no member shall be suspended or expelled unless by a two-thirds vote of the Board of Trustee members present at a regular or special meeting, and that notice of an adverse decision be promptly sent to the affected member by certified mail.

Section 7. After a member has been declared not in good standing, membership privileges may be reinstated upon 1) arranging appropriate payment schedules with the Finance Committee, and 2) demonstrating that the new terms/obligations are being met.

ARTICLE V

DUES

The dues structure shall be recommended by the Board of Trustees and approved by the Congregation at the annual meeting.

ARTICLE VI

PRIVILEGES OF MEMBERSHIP

Section 1. Members in good standing shall enjoy the following privileges, subject to rules and regulations that may be established by the Board of Trustees:

1. To participate in the ritual life of the community and life cycle events.
2. To enroll their children in the Religious School of the Congregation.
3. To participate in Bar/Bat Mitzvah training.

4. To participate in any social event or program sponsored by the Congregation.
5. To receive the professional services of the Rabbi and the Chevra Kadisha.
6. To have cemetery privileges, subject to Jewish law and the traditions of the cemetery.
7. To hold office as a committee chair or trustee or officer of the congregation.
8. To attend all meetings of the Congregation and the Board of Trustees.
9. To have a voice and a single vote at all Congregational meetings.

Section 2. The Board of Trustees may establish categories of membership which may be entitled to a different set of privileges.

ARTICLE VII

MEETINGS

Section 1. The annual meeting of the Congregation shall be held on a Sunday in May of each year. Notice of the annual meeting shall be in writing, by mail, and/or electronic mail to all members of the Congregation, in accordance with Article XV.

Section 2. Special meetings of the Congregation may be called by the President whenever, in his or her discretion, it is deemed necessary, and must be called by the President at the written request of twenty-five (25) members of the Congregation in good standing (as defined in Article IV), or of five (5) members of the Board of Trustees, in good standing. The request shall state the reason for and the purpose of the meeting. In the event that the President fails to issue a call for the special meeting within five (5) days after being requested to do so, any other officer may issue such call. No business shall be transacted at a special meeting except for the purpose stated in the call. Notice of such special meeting shall be in writing, by mail, and/or electronic mail to all members of the Congregation, in accordance with Article XV.

Section 3. At all meetings of the Congregation, regular and special, a quorum to decide any motion on the floor, except a motion to adjourn and any other motion provided for in this section shall consist of fifteen percent (15%) of voting member households of the Congregation. In the absence of a quorum, those in attendance at a regular annual meeting of the Congregation may approve a proposed budget and/or a proposed slate of officers. The budget will be considered duly adopted and the officers and trustees duly elected by the Congregation unless a future meeting is called within 90 days to change this outcome. Whenever any proposed slate of officers or budget is approved at a regular annual meeting of the Congregation without a quorum, notice of that approval, as specified in Article XV.1, shall be given to the entire congregation within one week of the approval.

Section 4. Section 4. Voting by proxy is not allowed at any meeting of the Congregation except when provided by the Board of Trustees under Article X. A member household is entitled to one vote.

ARTICLE VIII

BOARD OF TRUSTEES

Section 1. The management, administration of the affairs, and financial health of the Congregation shall be vested in a Board of Trustees.

Section 2. The Board of Trustees will consist of the elected officers, the immediate Past President, and at least eleven (11) additional but no more than eighteen (18) additional Trustees, all of whom must be Beth El members in good standing. Officers shall be elected as defined in Article IX. Each Trustee shall be elected for a term of two (2) years. Terms shall overlap in such a manner that each year the terms of office of approximately half of the Trustees who are not officers shall expire. The election of the members of the Board of Trustees shall take place at the annual meeting of the Congregation.

Section 3. The Rabbi shall be an ex-officio member of the Board of Trustees without voting rights.

Section 4. The Board of Trustees shall be charged with and assume control of all of the property of the Congregation; shall designate the bank or other financial institutions wherein the funds of the Congregation shall be deposited; shall be responsible for all expenditures and disposal of congregational funds and property; and shall have the power to amend the budget.

Section 5. The Board of Trustees shall make such rules and regulations, consistent with this Constitution, for the proper conduct of its meetings and the furtherance of the general purposes of the Congregation.

Section 6. The Board of Trustees shall meet on the second Wednesday of each month. At the discretion of the President, a meeting of the Board of Trustees may be scheduled for another day in a given month, provided that a minimum of ten (10) days notice of such change is provided by electronic message or telephone to all of the Board members. Up to four (4) Board meetings in any calendar year may be canceled at the discretion of the Board of Trustees.

Section 7. Special meetings of the Board of Trustees may be called by the President and also may be called by written request of three (3) members of the Board. Said request shall state the reason for and the purpose of the meeting. In the event that the President fails to issue a call for a special meeting within five (5) synagogue working

days after being requested to do so, any three members of the Board of Trustees may issue such call. No other business may be transacted at such a meeting.

Section 8. In the event of the death or resignation of a member of the Board of Trustees, a successor shall be elected by the Board within sixty (60) days to fill the office for the unexpired term.

Section 9. An officer or trustee may be removed from office for malfeasance or dereliction of duty by a three-fourths vote of the full Board. A replacement shall be named under Section 8 or Section 3 of this Article.

Section 10. No vote by proxy, except at the discretion of the President, shall be allowed at any meeting of the Board of Trustees. Any such proxy vote must be made by an individual present at the Board meeting as the designee of the absent Board member.

ARTICLE IX

OFFICERS

Section 1. The officers of the Congregation shall be elected at the annual meeting of the Congregation and shall consist of the following:

- a) President
- b) 1st Vice-President
- c) 2nd Vice-President
- d) Recording Secretary
- e) Financial Secretary
- f) Treasurer

Section 2. The President, or board member designated by the President, shall preside at all meetings of the Congregation and of the Board of Trustees. Presidential duties include calling all meetings of the Congregation and of the Board of Trustees; signing all agreements, contracts, deeds, and other documents for the Congregation pursuant to appropriate resolutions by the Congregation and/or the Board of Trustees, unless the President chooses to delegate such signing authority to the Executive Director; and appointment of chairpersons of all standing committees and the members of all ad hoc committees. The President shall be an ex-officio member of all such committees without the right to vote.

Section 3. The Vice Presidents shall assist the President in the discharge of his duties as they may be called upon by the President. In case of the President's absence, resignation, death or disability, the duties of the President shall be carried out by the 1st

Vice-President. If the 1st Vice-President is similarly absent or incapacitated, these duties shall be carried out by the 2nd Vice-President.

Section 4. The Recording Secretary shall keep an accurate record of all the proceedings of the Congregation and of the Board of Trustees. The Recording Secretary shall ensure that the official copy of the Constitution, by-laws, and all documented policies are kept.

Section 5. The Financial Secretary shall be responsible for billing record keeping and collection of members dues and other financial obligations to the Congregation, which records shall at all times be open for inspection by the Finance Committee; shall deposit all income as directed by the Board of Trustees; and shall report monthly to the Board of Trustees on the state of members financial obligations.

Section 6. The Treasurer shall be responsible for the cash flow management of the Congregation by keeping an accurate and correct record of the income and expenses of the Congregation and the asset and liability accounts of the Congregation. The Treasurer shall manage investments as directed by the Finance Committee and shall provide at all times accurate records open for inspection by the Finance Committee. All asset management shall be to accounts in the name of the Congregation as directed by Board of Trustees.

The Treasurer shall provide a written report of the income and expenses and the assets and liabilities of the Congregation at all meetings of the Board, at the annual meeting of the Congregation, and at such other meetings or occasions as he may be directed by the Board of Trustees. Said reports shall be affixed to the minutes of the meeting at which they are presented. All financial books and records of the Congregation shall be audited periodically by such person or persons as may be selected by the Board of Trustees.

Section 7. The following designated officers shall be empowered to sign checks on behalf of the Congregation in payment of authorized and approved obligations of the Congregation:

- a) President
- b) Treasurer
- c) Executive Director
- d) Any other person(s) designated by the President

Section 8. Officers shall be elected for terms of two years. It is expected that the 1st Vice-President shall succeed to the office of the President, and the 2nd Vice-President shall succeed to the office of the 1st Vice-President. The President and vice Presidents will not be eligible to serve more than two consecutive terms in office, unless approved by the Board of Trustees.

Section 9. In the event of the death, resignation or incapacity of any officer, other than the President, a successor shall be elected within sixty (60) days by the Board of Trustees to fill the vacancy for the unexpired term.

Section 10 Indemnification of Directors and Officers

The Congregation will, to the full extent permitted by law, indemnify each of the members of its Board of Trustees and each of its officers against all liabilities, including expenses, imposed upon or reasonably incurred by him or her in connection with any action, suit or other proceeding, civil or criminal, in which such person may be involved or with which such person may be threatened, while in office or thereafter, by reason of his or her acts or omissions as a member of the Board of Trustees or officer of the Congregation. The Congregation shall not however be required to indemnify in this way any of the members of its Board of Trustees who have been finally adjudged not to have acted in good faith or not to have acted in the reasonable belief that his or her actions were in the best interests of the Congregation. The Finance Committee will propose and the Executive Committee is empowered to adopt and publish procedures regarding such indemnification.

ARTICLE X

RABBI

Section 1. The Rabbi shall be appointed by the Congregation upon the recommendation of the Board of Trustees at an annual meeting or at a special meeting called for that purpose. The Board of Trustees may establish a provision for an absentee balloting procedure with respect to this vote.

Section 2. The Rabbi shall have the responsibilities of spiritual leader of the Congregation. The Rabbi shall enjoy the freedom of the pulpit. The Rabbi shall seek the advice and guidance of the Board of Trustees. The Rabbi shall be the halakhic authority of the Congregation. The Rabbi shall be an ex-officio member of all committees.

Section 3. The renewal or termination of the contract with the Rabbi shall be upon the recommendation of the Executive Committee, followed by approval of the Board of Trustees, and voted upon by the Congregation at an annual meeting or at a special meeting called for that purpose. The Board of Trustees may establish a provision for an absentee balloting procedure with respect to this vote.

ARTICLE XI

AUXILIARY ORGANIZATIONS

Section 1. The Congregation shall have such auxiliary organizations as shall be authorized and constituted by the Board of Trustees.

Section 2. The activities of all auxiliary organizations shall always be conducted in such manner as will advance the best interests of the Congregation.

Section 3. The by-laws and other regulations of all auxiliary organizations shall be consistent with the Constitution, by-laws, and policies of the Congregation.

Section 4: Representatives from auxiliary organizations may serve, at the discretion of the President, as ex officio members of the Beth El Board of Trustees, in addition to its elected members.

ARTICLE XII

COMMITTEES

Section 1. The President shall appoint the chairpersons of the standing committees of the Congregation for two-year terms. The President may replace committee chairs at any time. Committee chairs may serve for up to three consecutive two-year terms.

Section 2. Members of the standing committees shall be appointed by the chair for a term of one year and can be reappointed for additional one-year terms. The President may replace committee members at any time. Committee members may serve up to seven consecutive one-year terms, unless approved by the Board of Trustees.

Section 3. The standing committees of the Congregation are required to submit an annual budget, report monthly to the Board of Trustees, and report annually to the congregation. The standing committees shall be as follows:

- a) *Finance Committee.* This committee shall oversee all financial matters of the Congregation and shall be responsible for policy recommendations pertaining to the financial well being of the Congregation. These duties include: preparing an annual budget, with approval of the Board of Trustees, for presentation to the Congregation at the Annual meeting; periodically proposing a long-term financial plan, with approval of the Board of Trustees, for presentation to the Congregation at the Annual meeting; monitoring the financial operations of the Congregation and reporting regularly to the Board of Trustees and annually to the Congregation; establishing policies relating to the collection of dues and fees; ensuring the maintenance of sound account structures and proper accounting and financial control; overseeing cash management and income generation as executed by the Treasurer and the Financial Secretary; and recommending appropriate insurance coverage for the congregation's assets, as well as insurance to indemnify Board of Trustees members and Officers. The Treasurer and the Financial Secretary will be voting members of this committee.
- b) *Va'ad haChinuch (Board of Education).* This committee, in consultation with the Rabbi, shall supervise the religious school and all other youth education programs and activities of the Congregation, and shall determine policy and formulate rules and regulations for the administration of such schools and programs subject to the approval of the Board of Trustees. The Education and Youth Director shall be a member of this committee.
- c) *Ritual Committee.* This committee in consultation with the Rabbi shall propose policies concerning all religious services of the Congregation, including all life cycle events; shall formulate rules and regulations for all such services, subject to the approval of the Board of Trustees, and shall recommend the engagement of Shelichei Tzibbur as may be necessary for the High Holy Days and other special occasions. It shall offer to the Rabbi such advice and guidance that may be required

regarding the character and mode of the various services and shall be empowered to enforce the rules of Kashrut as determined by the Rabbi. It shall also be responsible for seating arrangements at services during the High Holy Days and at other times during the year, and for appointing and overseeing gabbaim, service leaders, torah readers, and ushers for the various services.

- d) *Membership Committee.* This committee shall be charged with the responsibility of contacting Jewish families in the community with the view of inviting them to become members of the Congregation. This committee shall also receive all applications for membership and present the names to the Board of Trustees. The committee shall develop programs to integrate new members into the Congregation.
- e) *Lifelong Learning Committee.* This committee in consultation with the Rabbi shall have the responsibility of developing a program of adult education in religious and cultural subjects for the Congregation. It shall also determine policy and formulate rules and regulations for the administration of such a program subject to the approval of the Board of Trustees.
- f) *Buildings and Grounds Committee.* This committee shall be responsible for both short- and long-term planning for facility needs; determining policy and formulating rules and regulations for the use of the physical properties of the Congregation, subject to the approval of the Board of Trustees; and caring for the physical properties of the Congregation. Responsibility for the maintenance of the cemetery shall be vested in this committee.
- g) *Synagogue Life Committee.* This committee shall be charged with identifying ways to encourage members to join together into an active sharing and caring community. This committee shall propose and organize social and cultural activities that meet this goal.
- h) *Community of Caring.* This committee shall be responsible for identifying, assisting, and visiting members who are hospitalized, homebound, or grieving and for helping members who have urgent, immediate short-term needs.
- i) *Social Action and Community Relations Committee.* This committee promotes the Beth El Community's commitment to Tikkun Olam and its responsibility to address issues of social justice. The committee shall facilitate Beth El's engagement with external activities of this nature.
- j) *Development Committee.* This committee shall be responsible for the development of non-dues income sources for the congregation. Activities shall include, but are not limited to, fundraising, grant-writing and long-term giving programs. In addition, this committee shall coordinate its activities with other committees, including the Finance Committee, on income-generating programs and shall respond to strategic planning objectives of the Board of Trustees.
- k) *Executive Committee.* This committee shall be chaired by the President and shall include the immediate Past-President, the First and Second Vice-Presidents, the synagogue Executive Director, and others as appointed at the discretion of the President. Its role is to support the President in planning and operations of the congregation.

- l) *Personnel Committee*. This committee shall be chaired by a member of the Executive Committee and include at least two additional members appointed by the chair. The committee will review personnel policies as necessary, recommend changes to these policies to the Board of Trustees for approval. The committee chair will assist the President in the management and supervision of synagogue office personnel.
- m) *Nominations Committee*. This committee shall be chaired by a member of the Executive Committee and include at least one Board of Trustees member and one non-Board member. It is responsible for selecting the new leadership of the Congregation. It shall solicit interest from multiple sources – the membership, Board of Trustees, officers, and staff – in creating a proposed slate of candidates for the open positions. The slate will be presented to the Board of Trustees for approval and presentation to the Congregation at its annual meeting.

Section 4. The President shall have the power to appoint Ad Hoc Committees and all members of such committees as is deemed necessary.

ARTICLE XIII

PARLIAMENTARY PRACTICE

The President shall determine the rules by which meetings will be conducted. Decisions may be made by consensus or by majority vote of the Board of Trustees attending as determined by the President. The standard for parliamentary procedure for the Congregation shall be Robert's Rules of Order in the absence of any other rules or guidelines. A quorum of two-thirds of the Congregational Board shall be required to vote on matters and motions before the Board.

ARTICLE XIV

AMENDMENTS

Section 1. This Constitution, or any portion thereof, may be amended in the following manner:

- a) The proposal to amend one or more Articles of this Constitution, or to introduce new Articles to it, shall be submitted in writing to the Board of Trustees, signed by not fewer than 10% of the member units of the Congregation. Proposals may also be developed by the Board of Trustees.
- b) The Board of Trustees shall consider such proposals at its next regular meeting or at a special meeting called for that purpose. If a majority vote of the Board members present favors the proposal, the President shall then transmit the proposal to the Congregation as provided in Section 1.c of this Article. If the Board of Trustees rejects the proposal, upon written request of 20% of the member units of the Congregation, submitted within thirty (30) days of the action of the Board, the proposal must be submitted to the Congregation, at a meeting to be called as provided for in Section 1.c of this Article. A rejected proposal may not be reconsidered by the Board, without the consent of a majority of its members present, before the expiration of twelve (12) months.
- c) After the passage of a proposal by the Board of Trustees, in no less than ten (10) days nor more than thirty (30) days, a meeting of the Congregation shall be held to consider and vote on the proposal. The notice of such meeting shall include a copy of the proposal.
- d) If two-thirds (2/3) of the members of the Congregation present at this meeting favor the proposal, it shall be declared adopted. A quorum for the meeting will be determined according to Article VII, Section 3.

Section 2. A proposal for amendment that has been rejected by the Congregation may not be reconsidered by the Congregation before the expiration of twelve (12) months.

ARTICLE XV

NOTICE PROVISIONS

Section 1. All notices as referred to in this Constitution shall be sent by the Synagogue office by mail, postal and/or electronic, to the last known address of each member.

Section 2. Unless otherwise provided, meetings shall be held no less than ten (10) days, or more than thirty (30) days, from the date of mailing of the announcement of such meeting.

Article XVI

DISSOLUTION

Upon the dissolution, discontinuance or liquidation of the Congregation, its assets remaining after the payment of its liabilities and obligations shall be distributed only for tax exempt purposes to a Jewish educational, religious, charitable or other similar organization that is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended) (or any successor statute), as the Board and the members shall determine in accordance with this Constitution and the provisions of North Carolina law. Such entity shall include, but not be limited to, the Durham Hebrew Cemetery under the control of the Chevra Kadisha or whichever entity is directly responsible for the maintenance and upkeep of the Durham Hebrew Cemetery.