



CONGREGATION BRITH SHALOM

CONSTITUTION  
(As Amended)

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CONGREGATION BRITH SHALOM  
 CONSTITUTION AS AMENDED  
 TABLE OF CONTENTS

	<u>PAGE</u>
<u>ARTICLE I.</u> NAME	1
<u>ARTICLE II.</u> PURPOSE AND PRINCIPLES	1
<u>ARTICLE III.</u> ADMINISTRATION	1
<u>Section 1.</u> Officers and Board of Trustees of the Congregation	1
<u>Section 2.</u> Functions of the Board of Trustees	2
<u>Section 3.</u> Committees of the Board Trustees	2
<u>Section 4.</u> Executive Committee	4
<u>Section 5.</u> Executive Director	4
<u>ARTICLE IV.</u> MEMBERSHIP	4
<u>Section 1.</u> Regular Membership	4
<u>Section 2.</u> Application for Membership	5
<u>Section 3.</u> Members in Good Standing	5
<u>Section 4.</u> Friends of the Congregation	6
<u>Section 5.</u> Rights of Membership	6
<u>Section 6.</u> Resignation	6
<u>Section 7.</u> Building Fund Pledge	6
<u>Section 8.</u> Categories of Members	6
<u>Section 9.</u> Adult Children of Members in Good Standing	7
<u>ARTICLE V.</u> MEETINGS OF THE CONGREGATION	7
<u>Section 1.</u> Annual Meeting	7
<u>Section 2.</u> Business at Annual Meeting	7
<u>Section 3.</u> Special Meetings	7
<u>Section 4.</u> Quorum	8
<u>Section 5.</u> Rules of Procedure	8
<u>Section 6.</u> Reversal of Board Decisions	8
<u>Section 7.</u> Voting by Proxy Prohibited	8

<u>ARTICLE VI.</u>	ELECTION OF OFFICERS OF THE CONGREGATION AND BOARD OF TRUSTEES	8
<u>Section 1.</u>	Nominating Committee	8
<u>Section 2.</u>	Election	9
<u>Section 3.</u>	Terms of Office	9
<u>Section 4.</u>	Removal from Office	9
<u>Section 5.</u>	Vacancy	9
<u>Section 6.</u>	Quorum	10
<u>Section 7.</u>	Ballots	10
<u>ARTICLE VII.</u>	DUTIES OF THE BOARD OF TRUSTEES	10
<u>Section 1.</u>	Meetings	10
<u>Section 2.</u>	Staffing	10
<u>Section 3.</u>	Attendance	11
<u>Section 4.</u>	Committee Service	11
<u>ARTICLE VIII.</u>	DUTIES AND POWERS OF THE OFFICERS OF THE CONGREGATION	11
<u>ARTICLE IX.</u>	SPIRITUAL LEADERS	12
<u>Section 1.</u>	Initial Election	12
<u>Section 2.</u>	Duties	12
<u>Section 3.</u>	Re-election	13
<u>ARTICLE X.</u>	FINANCIAL OBLIGATIONS	14
<u>ARTICLE XI.</u>	EXPULSION	14
<u>ARTICLE XII.</u>	AMENDMENT OF CONSTITUTION	14
<u>ARTICLE XIII.</u>	RELIGIOUS SCHOOL TUITION	15
<u>ARTICLE XIV.</u>	EDUCATIONAL DIRECTOR OR SCHOOL PRINCIPAL	15
<u>Section 1.</u>	Initial Selection	15
<u>Section 2.</u>	Contract Renewal	15
<u>Section 3.</u>	Duties	16
<u>Section 4.</u>	School Principal	16
<u>ARTICLE XV.</u>	BY-LAWS	16
<u>ARTICLE XV.</u>	DISTRIBUTION OF ASSETS	16

# CONGREGATION BRITH SHALOM

Bellaire, Texas

## CONSTITUTION AND BY-LAWS

### ARTICLE I.           NAME

The name of this organization is Congregation Brith Shalom.

### ARTICLE II.           PURPOSE AND PRINCIPLES

The Congregation shall provide religious services and Hebrew and religious education in the Southwest area of Houston and adjacent suburbs; it shall foster individual and group religious activity within the Conservative Movement as an affiliate of the United Synagogue of Conservative Judaism, and it shall encourage fellowship within the membership.

The following is a list of principles under which this Congregation is formed. In the event of any possible inconsistency in the provisions of these principles and other articles of this constitution, these shall supersede and prevail.

1. The Congregation will provide daily, Sabbath and Holiday services.
2. The Congregation will provide Religious and Hebrew education.
3. Within the spirit of American citizenship, the Congregation will identify itself affirmatively with the local Jewish Community, national Jewish needs, and the interests of the State of Israel.
4. Provisions will be made to foster democratic procedures and to encourage active participation by every member.
5. Facilities of the Congregation will be located in the Southwest area of Houston or an adjacent suburb.
6. To insure a small and well-integrated organization, membership will be a maximum of 500 families. For this purpose, a "family" is defined as a "household that consists of at least two people, excluding any child age twenty-two or older. Any household not included in this definition" shall be entitled to all of the privileges of membership but not be included in determining the level of maximum membership.

### ARTICLE III.           ADMINISTRATION

#### Section 1.           Officers and Board of Trustees of the Congregation

The affairs of this Congregation shall be managed by a board of Trustees ("Board" or "Board of Trustees") of a minimum of sixteen (16) and a maximum of twenty-two (22) members, the number of which is to be determined by the Nominating Committee, consisting of six (6) officers, the immediate past president of the Congregation, the Presidents of Sisterhood and Men's Club, Chairs or their designated representative of the Education Council, Religious Practices and Facilities Planning Committees, and between four (4) and ten (10) elected trustees. All trustees shall have the same rights and privileges as all other trustees. Each Board member must be a member in good standing of the Congregation.

The Congregation shall be administered by the following officers: one (1) President, three (3) Vice Presidents, one (1) Financial Vice President, and one (1) Secretary.

Section 2. Functions of the Board of Trustees

The Board shall have control of all congregational property and shall be the supreme administrative authority except when the Congregation itself is in session. Accurate minutes of the proceedings of the Board shall be kept and shall be readily available to any member. The functions of the Board shall include, but not be limited to, the following:

- A. To study the congregational constituency and take necessary steps to encourage participation of the members in all activities of the Congregation.
- B. To keep itself informed with the work of all congregational auxiliaries and activity units – Men's Club, Sisterhood, young people groups, young married group, etc. to assure a full program of appropriate activities.
- C. To familiarize itself thoroughly with the religious school and other congregational means of Jewish education for youth and adults and to take measures to insure enrollment in the religious school of all eligible children in the Congregation.
- D. To cooperate with the Rabbi, Cantor, and Educational Director in planning the religious, educational and social program of the synagogue.
- E. To devise ways and means to strengthen the Synagogue as the center of Jewish life and to provide opportunities for fellowship in the Synagogue.
- F. To share with the Rabbi the required pastoral and contact work and represent the Congregation in the community in civic and communal affairs.
- G. To set an example by active and frequent participation in religious services and all other phases of congregational life.
- H. To submit an approved budget (including proposed expenditures and revenues) for the next fiscal year at each annual meeting.

In addition to the duties enumerated herein, the Board will have the general management of all affairs of the Congregation, and will adopt and enforce appropriate rules and resolution thereof.

Section 3. Committees of the Board Trustees

The Board may discharge portions of its functions through the following standing committees and such ad hoc committees as the Board establishes from time to time. The Board may dissolve any ad hoc committee, but not any standing committee. Except for the standing committees of the Education Council, Religious Practices, and Facilities Planning Committees, the chairperson of each standing committee is not required to be a member of the Board. The chairperson of each committee shall be appointed by the President and shall be subject to the approval of the Board.

The President shall designate an officer to serve as the liaison to each committee and the liaison of such committee to the Board. The members of each committee shall be appointed by the chairperson with the approval of the President. Any member in good standing of the Congregation may serve on at least one standing committee. Each

committee shall establish procedures and policies for its operations, maintain minutes of meetings and should maintain a procedures and policies manual to provide to future chairpersons and members of such committee.

The following is a list of standing committees and their duties:

- A. Religious Practices Committee - This committee shall assist the Rabbi and the Cantor in supervising all religious activities and performing other duties as are necessary to promote the religious welfare of the Congregation and supervise Kashrut. This committee, together with the Rabbi, shall recommend to the Board the purchase of religious texts. This committee, together with the Rabbi and the Cantor, shall be responsible for recommending policies, rules and regulations of religious practice activities in accordance with the principles of the Conservative movement.
- B. Education Council - The Education Council is responsible for directing, facilitating and overseeing the educational mission of the Congregation. Together with the Rabbi and Educational Director, the Council, subject to the approval of the Board, has the authority to implement, maintain, and modify all aspects of curriculum and activities for the Religious School, Adult Education, Youth, and B'nei Mitzvah Programs.
- C. Membership Committee - This committee shall be responsible for the recruitment, involvement and retention of members of the Congregation.
- D. Facilities Planning Committee - This committee shall be responsible for strategic planning related activities, including: long-term improvement projects, capital replacement projects, and building enhancement. This Committee will also be responsible for making recommendations to the Board regarding "house rules" for the use of the Congregation's building and grounds and the interpretation and enforcement of the house rules. The Financial Vice President will be a member of this committee.
- E. Financial Affairs Committee - This committee shall make a detailed estimate of the income and current expenses for the ensuing fiscal year, submit to the Board an annual budget for the ensuing fiscal year, and review the accounts for the Congregation. This committee shall meet periodically during each fiscal year to establish the Annual Giving and other financial obligations of each member for the ensuing fiscal year, to the extent that the amount of such obligations are not expressly provided for in this Constitution, and to review expenditures periodically during each fiscal year. The Annual Giving and other financial obligations of each member shall be established in accordance with the policies established by the Board. The Financial Vice President shall be the chairperson of this committee and the President shall designate one of the Vice Presidents to be the vice-chair.
- F. Executive Committee - See Article III, Section 5 below.
- G. Fund Development Committee - This Committee shall (i) implement the effort to increase the synagogue's financial resources and ensure its ongoing fiscal stability; (ii) formulate for consideration by the Board a set of standards for fundraising appropriate to the synagogue; (iii) explore the possibility for increasing income from existing and new sources; (iv) present to the Board specific proposals for increasing synagogue resources; (v) implement proposals when approved by the

Board; and (vi) coordinate timing of existing fund raising components of the synagogue and its auxiliaries. Further, this Committee shall be responsible for establishing and maintaining a long range financial plan for the Congregation. The President shall designate a member of the Executive Committee to Chair this Committee.

Section 4. Executive Committee

In addition to the other standing committees, the synagogue shall have an Executive Committee consisting of the six officers of the Synagogue and up to two advisors appointed by the President. Each Presidential appointee shall be subject to approval by the Board and shall serve for the fiscal year for which he or she was appointed. No Presidential appointee shall serve on the Executive Committee for more than two consecutive years, not including the years during which he or she serves as an officer of the synagogue. The President shall be the chairperson of the Executive Committee. The Executive Committee shall keep minutes of all its meetings, and the minutes shall be available to the Board of Trustees upon request as soon as practicable after each meeting of the Executive Committee.

The Executive Committee shall implement decisions of the Board and perform such other functions as may be delegated to it by the Board, subject to the limitations in this Constitution. The Executive Committee may not terminate or modify the employment contracts or terms of employment of the Senior Professional Staff of the Synagogue (meaning the Rabbi, the Cantor or the Educational Director), or perform any function or make any decision that is reserved in this Constitution to the membership of the Congregation or the Board.

The Executive Committee may hear reports of the other standing committees and ad hoc committees of the Congregation. Committees are encouraged to discuss major policy changes with the Executive Committee. However, the Executive Committee is not authorized to make policy changes without the vote of the Board, nor is the Executive Committee authorized to prevent or limit any issue from being presented to the Board.

The President shall appoint up to two members of the Executive Committee to serve as the Personnel Committee of the Synagogue, to establish personnel practices and procedures relating to conditions of work, salaries and grievances, and the hiring and termination of all synagogue personnel other than the Senior Professional Staff, the teachers in the religious school and the Youth Director. The Executive Committee shall provide to the Board of Trustees, for approval by the Board, copies of all formal personnel practices and procedures.

Section 5. Executive Director

The Board may, at its discretion, choose to employ an Executive Director to implement certain Synagogue policies, programs, or operations. The specific responsibilities of the Executive Director will be specified in a Board-approved document that will be available to the Congregation.

ARTICLE IV. MEMBERSHIP

Section 1. Regular Membership

Any Adult professing Judaism and his/her immediate family and/or dependents who affirms his or her agreement with the principles of the Congregation as outlined in this Constitution shall be eligible for membership.

Section 2.      Application for Membership

Application for membership shall be made in writing (e.g. printed or electronic). Applicants for membership shall be accepted only after approval by the chairperson of the Membership Committee and a Vice President.

Section 3.      Members in Good Standing

A new member is in good standing if he or she has paid his or her pro-rated Annual Giving, and other financial obligations to the synagogue in advance for the period of time (not to exceed six months) specified by the Board.

After this initial period, a member may elect to pay his or her financial obligations in installments on a monthly, quarterly, semi-annual or annual basis, except as otherwise provided in this Section 3. Each installment of the financial obligations shall be due and payable on the first day of the billing period (monthly, quarterly, semi-annually or annually) selected by the member. School tuition may be paid in monthly, quarterly, semi-annual or annual installments, provided that the Board may adopt a policy requiring that the first such installment be paid prior to the beginning of the school year and that the final installment of school tuition be paid no later than March 31 of the school year, unless otherwise approved by the Financial Vice President.

A member shall be considered in good standing if he or she has paid in full his or her pro-rated financial obligations to the synagogue within forty-five days after the first day of the billing cycle for which such financial obligations are due and payable (or within forty-five days after being billed for such financial obligations if such financial obligations are not billed by the first day of the billing cycle).

Failure to maintain a membership in good standing shall result in the member's being ineligible to receive tickets for the High Holidays, to have his or her child or children attend the religious school, to vote at any meeting of the general membership, to serve as an officer or trustee of the synagogue, or to serve on any standing or ad hoc committee. These privileges will be reinstated if the member becomes a member in good standing within thirty days after ceasing to be a member of good standing.

The Financial Vice President will cause to be notified in writing any member whose financial obligation is not paid within sixty days of its due date; such notice shall include not only that the member is delinquent and has ceased to be a member in good standing, but also that he or she is at risk of having his or her membership in the Congregation dropped if his or her financial obligations are not brought current within forty-five days after such notice. Failure to bring all financial obligations current within such forty-five day period will be considered as evidence of a desire of the member for non-affiliation and shall result in the member's ceasing to be a member of the synagogue. Re-affiliation with the synagogue may be established only after all financial obligations due through the end of the fiscal year during which the member ceased to be a member are brought current, but the member's right to re-affiliate will be subject to the limitations on the number of families in Article II, Section 6.

The President, together with the Financial Vice President, is empowered to make exceptions to the foregoing provisions of this Section 3 when special circumstances exist making it in the best interest of the synagogue to grant such exceptions.

The President, together with the Financial Vice President, is empowered and encouraged to make whatever special arrangements may be necessary to accommodate any member in financial hardship, so that such member will be considered a member in good standing notwithstanding the fact that he or she may not be current in his or her financial obligations. It is the responsibility of the member to communicate such hardship to an officer of the synagogue, the Rabbi or the Cantor. All discussions regarding hardship shall be handled on a confidential basis.

#### Section 4. Friends of the Congregation

Any individual making an annual contribution to the Congregation, who is not a regular member and whose primary synagogue affiliation is with another synagogue, will be designated as a Friend of the Congregation, but will not have the privilege of regular membership. However, the President may provide tickets to High Holiday Services to a Friend of the Congregation.

#### Section 5. Rights of Membership

- A. Privileges and services, as the Congregation and Board shall determine, shall be available only to members in good standing.
- B. Each membership shall consist of one Annual Giving-paying individual or family group. Each membership is entitled to one vote when the general membership is in session.

#### Section 6. Resignation

Resignations from membership in the Congregation must be made in writing addressed to the President. Any resignation shall be effective at the end of the calendar month in which the written notification is received. Each member is responsible for paying all financial obligations through the effective date of the resignation in full at the time of the resignation.

#### Section 7. Building Fund Pledge

Each new member is obligated to pay a minimum building fund pledge in an amount, and over a period of time for payment, in accordance with the policies from time to time established by the Board; however, the Board may determine from time to time to have no minimum building fund pledge for new members. The amount and term of payment shall be based on the policy in effect at the time the new member joins the Congregation. In cases of hardship, the building fund pledge may be waived, or the amount or terms of payment may be modified, with the approval of the President and the Financial Vice President.

#### Section 8. Categories of Members

The Board may, from time to time, establish additional categories of members, including but not limited to student members, associate (young couple) members, senior adult members and singles members, and define the rights and obligations of the special categories of members to the extent that members in those categories do not have the full rights and obligations of regular members.

Section 9. Adult Children of Members in Good Standing

The Board shall establish a category of membership for new adult members, and their spouses, if applicable, whose parent or parents are members in good standing of the synagogue. This category of membership shall include an initial membership period of one year without payment of Annual Giving or making a building fund pledge and shall be available regardless of whether Synagogue membership then exceeds the maximum of 500 families.

ARTICLE V. MEETINGS OF THE CONGREGATION

Section 1. Annual Meeting

An annual meeting of the entire membership shall be held in May of each year at a time and place to be selected by the President, with the approval of the Board of Trustees. At least fourteen (14) days before the meeting, written notice shall be sent by mail to all members. The fiscal year of the Congregation shall commence on July 1 of a calendar year and end on June 30 of the following calendar year.

Section 2. Business at Annual Meeting

The following shall be the order of business at such annual meetings:

- A. Opening Prayer.
- B. Summary of minutes of the meetings of the membership during the preceding year.
- C. Pertinent reports from officers and committees.
- D. Nominations of officers and trustees.
- E. Election of officers and trustees.
- F. Reading of proposed budget for ensuing year and action thereon.
- G. Old Business.
- H. New Business.
- I. Good and welfare.
- J. Closing Prayer.

Section 3. Special Meetings

The President shall call a special meeting of the membership:

- A. When he or she deems it necessary;
- B. If requested to do so by a majority of the Board present and voting at a regular or special meeting of the Board; or
- C. If requested to do so by written petition of members in good standing signed by not less than ten percent of the members in good standing. The petition shall state the reasons for which the meeting has been requested and the matters to be considered at the meeting. The entire petition and the names of petitioners shall be read or otherwise distributed to those attending the special meeting if any member requests that this be done.

If a special meeting has been requested by action of the Board or by petition of the membership, the President is required to announce the meeting within four days after the meeting has been requested.

Regardless of the procedures by which the special meeting is being called, written notice shall be mailed to all members of the Congregation not less than 10 days before the date of the special meeting. The notice shall state the place, day and hour of the meeting and the purpose or purposes for which the meeting is being called and the matters to be considered at the meeting. The meeting shall be held no later than 20 days after the proper request for such special meeting has been presented to the President.

At all special meetings only matters, which are pertinent to the reasons given for calling the meeting, may be discussed and acted upon. At any special meeting each matter (including each motion and each amendment to each motion) shall require the approval of sixty percent of those present and voting to pass, except as otherwise provided.

Section 4. Quorum

Ten percent of the membership in good standing shall constitute a quorum for annual and special meetings of the Congregation.

Section 5. Rules of Procedure

Meetings of the Congregation shall be conducted according to Robert's Rules of Order. If these conflict with articles of this constitution, then the constitution shall prevail.

Section 6. Reversal of Board Decisions

Any action taken at the annual meeting or at a special meeting of the membership to reverse a decision of the Board of Trustees shall require the approval of sixty percent of those members present and voting to pass, with the following exceptions: (i) approval of the budget for the ensuing year, which shall require only majority approval at the annual meeting of the membership, and (ii) approval by a two-thirds majority of those members present and voting at a meeting of the membership of any matter for which another provision of this Constitution requires such two-thirds approval.

Section 7. Voting by Proxy Prohibited

Voting by proxy is not allowed. A member must be present at a meeting in order for his or her vote to be counted.

ARTICLE VI. ELECTION OF OFFICERS OF THE CONGREGATION AND BOARD OF TRUSTEES

Section 1. Nominating Committee

A nominating committee shall be appointed by the President and approved by the Board at the first regularly scheduled meeting of the Board held after the election of new officers and trustees. Its term of office shall be one year. The Nominating Committee shall consist of two past presidents, one of whom shall be chairperson, two trustees of the Board, and one member of the Congregation who is not a member of the Board.

The Nominating Committee shall present to the Annual Meeting of the Congregation at least one nomination for each of the officers provided for in Article III, Section 1. In addition, the committee shall nominate at least one person for each vacancy occurring on

the Board. A copy of the report of the Nominating Committee is to be mailed to each member of the Congregation, together with a notice of the Annual Meeting, at least fourteen days prior to the meeting.

Nominations may be made from the floor at the Annual Meeting. Elections are to be by secret ballot.

The Nominating Committee shall submit nominations for vacancies under provisions of Article VI, Section 5. Vacancy.

Section 2. Election

Officers and Trustees shall be elected by a vote of the general membership at the Annual Meeting each year to fill any vacancies. In order to assure continuity of experience, approximately half of the members of the Board will be elected on alternate years.

Section 3. Terms of Office

The term of office for officers shall be one year. The term of office for trustees shall be two years except that any trustee appointed by the President pursuant to Article III, Section 1 shall have a term of one year.

No officer shall ever serve longer than two years in a single office, except that a person who has not served in a particular office for at least four years is again eligible to serve in that office. An officer serving eight consecutive months or longer shall be considered to have served a term.

No trustee shall serve on the Board longer than two consecutive terms. Any trustee serving fifteen consecutive months or longer shall be considered to have served a term.

Time served as an officer shall not be considered as time served on the Board. Time served on the Board as immediate past president, or as president of the Sisterhood of Men's Club shall not count as time served as an officer or trustee.

The term of office for officers and trustees elected at the annual meeting of the membership shall commence immediately following the completion of the annual meeting at which they are elected.

Section 4. Removal from Office

An officer or trustee may be removed from office by a vote of two-thirds of the members present and voting at a special membership meeting called for the purpose of considering this action.

Section 5. Vacancy

When a vacancy occurs among the officers or trustees sixty days or less prior to the Annual Meeting of the general membership, the vacancy shall be filled at the Annual Meeting in accordance with Section 2 of this Article. However, if a vacancy occurs in the office of President during this sixty-day period, the vacancy shall be filled by an officer elected by a majority of the remaining officers for the duration of the sixty-day period. The Secretary shall be designated with the authority to call any meetings necessary to conduct the business of the congregation or for purposes of electing an interim president. If a vacancy occurs in the office of the Financial Vice President during this sixty-day period, then the President shall designate one of the Vice Presidents to serve as Financial Vice President during the sixty-day period.

If a vacancy in the position of Trustee occurs more than sixty days but less than six months prior to the Annual Meeting of the general membership, the replacement shall be selected by the President subject to approval of the Board at the next regular meeting of the Board.

The President is not required to fill a vacancy in the position of Trustee should such a vacancy occur, unless the vacancy results in the total number of trustees falling below sixteen (16). Should the President elect to fill a vacancy, the replacement will be subject to approval of the Board at the next regular meeting of the Board.

In the event of any vacancies not addressed by the preceding provisions of this Section 5, replacements shall be elected by a majority vote of the Board present and voting utilizing the following procedure: Written notice of the existence of a vacancy and the person nominated by the Nominating Committee to fill the vacancy shall be provided to all members of the Board at least five days prior to the meeting at which the replacement is to be elected. At such a meeting, nominations will be accepted from the floor and the election held. The term of office for an officer or trustee elected to fill a vacancy shall commence immediately following the meeting at which he or she was elected.

Section 6.      Quorum

A quorum of the Board shall consist of a majority of the currently active Board.

Section 7.      Ballots

Election of trustees will be by secret ballot, and the candidate or candidates receiving the largest number of votes will be declared elected. Election of officers also will be by secret ballot and the candidate receiving a majority of votes will be declared elected. The presiding officer will designate two inspectors, and they will canvas the ballots cast and report results to the meeting.

ARTICLE VII.      RESPONSIBILITIES OF THE BOARD OF TRUSTEES

Section 1.      Meetings

The President of the Congregation shall call a regular monthly meeting of the Board during at least ten months of each fiscal year. The President when he or she deems it necessary may call a special meeting or when six members of the Board request in writing to the President that a meeting be called. Meetings will be conducted according to Robert's Rules of Order except to the extent that they conflict with this Constitution.

Notice of a meeting must be given to each member of the Board at least five days before the date set for meeting. All Board meetings shall be open to any member in good standing. He or she shall have no voice or vote. A member may converse with the Board at the discretion of the President or their designee.

Section 2.      Staffing

The Board shall have the right to engage and discharge all personnel of the Congregation, and to fix the compensation and tenure of office of such personnel, except as herein otherwise provided. The Board can delegate the responsibility to the appropriate senior staff, subject to Board supervision when necessary, unless otherwise set out in this Constitution.

Section 3. Attendance

The position of any member of the Board shall automatically terminate if such Board member is absent from four consecutive regular monthly meetings of the Board, unless the Board affirmatively approves the reinstatement of the absent Board member. In addition, a Board member's position on the Board shall be terminated at the end of the first year that he or she is elected to the Board if he or she does not attend at least 50% of the meetings of the Board during that year. After a Board member has been absent from three consecutive regular monthly meetings, the Secretary of the Board shall give written notice advising the absent member of the three consecutive absences and the provisions of this paragraph.

Section 4. Committee Service

Each elected trustee shall serve on at least one standing committee, ad hoc committee, or team.

**ARTICLE VIII. DUTIES AND POWERS OF THE OFFICERS OF THE CONGREGATION**

- A. In addition to the duties herein enumerated, the President shall preside at all meetings of the membership and Board; he or she shall be an ex-officio member of all committees except the Nominating Committee and shall perform other duties as may pertain to his or her office.
- B. Each Vice President shall exercise the powers of the President in that latter's absence for any cause, and shall assume other duties, as assigned by the President or the Board, based on descending order of each Vice President's current continuous length of service as an officer.
- C. The Financial Vice President is responsible for financial oversight of the Congregation. This oversight includes review and monitoring of deposits and credits to the Congregation's bank accounts, approval of proper disbursement of all funds, and review and approval of accurate financial records of all of the Congregation's accounts, funds and accounting statements. They should be prepared at Board meetings to present a balance sheet and income statement (or relevant portions thereof). They are responsible for the over-all fiscal posture of the Congregation. They have oversight responsibility for billing, collecting, and negotiating all monies owed to the Congregation. They report to the membership at the Annual Meeting.
- D. The Secretary shall keep the minutes of the proceedings of the Board, and of the meetings of the membership. He or she shall be charged with the duty of keeping accurate records of all activities and transactions of the Congregation. The Secretary is also designated as the Parliamentarian at all meetings of the Board or the membership.
- E. Checks issued by the Congregation shall be signed by the Financial Vice President and any other officer except the Secretary. The Financial Vice President and one other officer designated by the President may authorize payment via electronic means in lieu of a physical check. However, the Board may authorize the Rabbi to sign checks disbursing funds from the Rabbi's Discretionary Fund, subject to such terms and conditions as the Board may determine, including, without limitation, requiring the Rabbi to report periodically on the categories of uses of such funds (but not the recipients thereof). All persons authorized to sign shall be bonded unless the Board elects not to have such persons bonded. The expense of this is to be borne by the Congregation.

## ARTICLE IX.            SPIRITUAL LEADERS

### Section 1.        Initial Election

The Rabbi and Cantor shall be elected by a vote of the general membership according to the following procedure:

- A. The President shall appoint a special committee (and its chairperson) of seven to nine members who shall make recommendations to engage Spiritual Leaders for the Congregation, and report its recommendations to the Board. The special committee shall include a representative of the Religious School Committee and a representative of the Religious Practices Committee. Each person appointed to this special committee shall be subject to approval of the Board. The special committee, acting together with the Financial Vice President, shall also make recommendations concerning terms of the contracts with the Spiritual Leaders, and report the material terms of the proposed contracts to the Board.
- B. The Board shall consider the report of the special committee at a special meeting called for the purpose of discussing the report. If sixty percent of the Trustees present at the special meeting vote in favor of presenting said applicant or applicants to the membership, then such applicant or applicants shall be presented to the membership for approval or disapproval. The material terms of the contract with each Spiritual Leader shall be subject to approval by sixty percent of the Trustees present at a special meeting called for the purpose of (among other things) approval of such contract.
- C. The Spiritual Leaders shall be elected by the Congregation on such terms and conditions as it deems advisable, and at such meeting, two-thirds of those present and voting must vote in favor of the election of such Spiritual Leaders. Five days' notice shall be given prior to such meeting.
- D. A written contract shall be entered into with the Spiritual Leaders elected based on the terms and conditions approved by the Congregation.

### Section 2.        Duties

- A. The Rabbi of the Congregation shall be duly ordained and must be a member in good standing of, or must apply to become a member of, the Rabbinical Assembly of America, and shall profess and observe the tenets of Conservative Judaism.

The Rabbi is charged with the responsibility to foster individual and group religious activity and to arrange for proper religious services and observances in the synagogue in conformity with the Conservative Movement. He or she shall supervise and teach in the religious school and supervise other education activities of the Congregation. He or she shall perform such other duties as pertain to the office of the Rabbi.

He or she must abide by the Constitution of the Congregation, a copy of which shall be furnished him.

Except as provided in this paragraph, the Rabbi shall have the privilege of participating, without vote, in meetings of the Board and all standing committees. However, the Rabbi shall not have the privilege of participating in (a) meetings of the Executive Committee, the Nominating Committee, any committee acting as a

grievance committee, or any committee for the initial election or re-election of a Spiritual Leader or the initial selection or contract renewal of the educational director, except as specifically invited by such committee, (b) that portion of any meeting of the Board dealing with the initial election or re-election of a Spiritual Leader or the initial selection or contract renewal of the educational director, except as specifically invited by the President, or (c) that portion of any meeting of the Board for which the Executive Committee has requested that the Rabbi not be present.

- B. The Cantor of the Congregation shall profess and observe the tenets of Conservative Judaism. He or she shall teach in the religious school and assist in the conducting of other educational activities of the Congregation. He or she shall attend all religious services and chant the service on all religious occasions, and shall perform such other duties as pertain to the Office of Cantor.

He or she must abide by the Constitution of the Congregation, a copy of which shall be furnished him or her.

Except as provided in this paragraph, the Cantor shall have the privilege of participating, without vote, in meetings of the Board and all standing committees. However, the Cantor shall not have the privilege of participating in (a) meetings of the Executive Committee, the Nominating Committee, any committee acting as a grievance committee, or any committee for the initial election or re-election of a Spiritual Leader or the initial selection or contract renewal of the educational director, except as specifically invited by such committee, (b) that portion of any meeting of the Board dealing with the initial election or re-election of a Spiritual Leader or the initial selection or contract renewal of the educational director, except as specifically invited by the President, or (c) that portion of any meeting of the Board for which the Executive Committee has requested that the Cantor not be present.

In the event of a disagreement between any committee and the Rabbi or the Cantor, same shall be submitted to the Board; the Committee, the Rabbi and the Cantor must abide by the rulings of the majority of the Board.

### Section 3. Re-election

- A. The President shall appoint a special committee (and its chairperson) of seven to nine members who shall meet with each Spiritual Leader and make recommendations concerning re-election and terms of the contract with the Spiritual Leader. Five of the members of this special committee shall be (a) the chairperson of the Religious Practices Committee, (b) the chairperson of the Education Council, (c) the Financial Vice President, (d) a past President of the synagogue, and (e) a member who is not on the Board. The members of this committee (other than the chairpersons of the Religious Practices and Education Council and the Financial Vice President) shall be subject to approval of the Board. The committee shall report its recommendation to the Board at a special meeting called for the purpose of discussing the report, with the meeting to be held at least four months prior to the end of the current term of each Spiritual Leader's contract. The President shall provide notification to the members of the Congregation of the formation of the special committee and its members, shall urge the membership to

provide to the special committee, in writing (e.g. printed or electronic), their favorable, unfavorable, neutral and/or other impressions of and experiences with the Spiritual Leader, and shall stress to the membership the importance of this communication. The special committee shall establish such other procedures for receiving input from the membership as it deems fair and appropriate.

- B. At the special meeting called for such purposes, the Board shall consider the re-election committee's report and vote on whether to renew the contract of the Spiritual Leader. The contract of a Spiritual Leader shall be renewed only if renewal of the contract and all the material terms of the contract are approved by at least sixty percent of those Trustees present at the special meeting. Notice shall be provided to members of the Congregation no less than ten days prior to such meeting specifying the purpose for the meeting and setting forth the re-election committee's recommendation. The President shall promptly provide notice to all members of the Congregation of the results of the vote taken by the Board.
- C. The action of the Board shall be final unless a special meeting of the membership is requested within fourteen days after the membership is notified of the Board's action.
- D. A written contract shall be entered into with the Spiritual Leader re-elected based on the material terms approved by the Board.

#### ARTICLE X. FINANCIAL OBLIGATIONS

The financial obligations of each membership shall consist of the following:

- A. Annual Giving established in accordance with the policy established by the Board.
- B. The building fund pledge, if any, for new members in accordance with Article IV, Section 7.
- C. Special assessments approved by the Board, either for operating, capital or other expenditures.
- D. Tuition for children in the religious school in accordance with Article XIII.

#### ARTICLE XI. EXPULSION

- A. A member of the Congregation may be expelled if guilty of an offense involving moral turpitude, or for gross misconduct as determined by the Board.
- B. A report of such misconduct or act involving moral turpitude shall be considered by the Board, who shall hear both the person making the charge and the member against whom the charge is made, if the latter wishes to appear, after reasonable notice has been given.
- C. Four-fifths of the Board present and voting shall be required to expel such member.

#### ARTICLE XII. AMENDMENT OF CONSTITUTION

This Constitution may be amended in the following manner:

Amendments may be submitted as (1) a written petition signed by twenty-five members of the Congregation in good standing, or (2) a recommendation of a constitution revisions committee of the Board which has had the approval of two-thirds of those present and voting at a Board meeting. The proposed amendments must then be presented to the general membership at the next regular or special meeting of the membership. Proposed amendments must be presented in writing to the Secretary at least one week prior to the required dates for mailing notices as specified in Article V Meeting of the Congregation.

The Secretary shall send out notice of such meeting, and include therein a copy of the proposed amendment. Two-thirds of the members present and voting must vote favorably in order to adopt such proposed amendment. The membership shall vote on amendments as presented. No revisions or changes are permitted at the meeting when the amendments are being considered.

### ARTICLE XIII. RELIGIOUS SCHOOL TUITION

Tuition schedules shall be recommended by the Education Council and approved by the Board. Families lacking the resources to cover the fair share tuition will receive appropriate financial support by applying to the Financial Vice President for a scholarship.

### ARTICLE XIV. EDUCATIONAL DIRECTOR OR SCHOOL PRINCIPAL

#### Section 1. Initial Selection

The Educational Director shall be selected by a vote of the Board according to the following procedure:

- A. The President shall appoint a special committee (and its chairperson) of seven to nine members who shall make recommendations for the position of educational director, and report its recommendations to the Board. The majority of the members of the special committee shall be members of the Education Council, including members of standing committees of the Education Council, and all of the members of the special committee shall be subject to the approval of the Board of Trustees.
- B. The Board shall consider the report of the special committee at a regular or special meeting. The Congregation shall employ the applicant if the recommendation of the special committee, including the materials terms of the contract, is approved by sixty percent of the Trustees present at such meeting. If the report is considered at a regular meeting of the Board, no less than five days advance notice shall be given to the Board that this item will be on the agenda for the Board meeting.
- C. A written contract shall be entered into with the Educational Director based on the material terms approved by the Board.

#### Section 2. Contract Renewal

- A. The President shall appoint a special committee (and its chairperson) to meet with the Educational Director and make recommendations concerning renewal and terms of contract. The committee shall consist of seven to nine members, the majority of whom shall be members of the Education Council, including members of standing committees of the Education Council. All of the members of this special committee shall be subject to approval of the Board. The committee shall report its recommendations to the Board at a regular or special meeting at least

four months prior to the end of the current term of the educational director's contract. If the recommendation of the re-election committee is to be made at a regular meeting of the Board, notice that this issue will be presented to the Board shall be given to the Board no less than ten days in advance of the regular meeting.

- B. At the meeting, the Board shall consider the committee's report. The contract of the educational director shall be renewed if renewal and the material terms of the contract are approved by at least sixty percent of those members of the Board present and voting.
- C. A written renewal contract shall be entered into with the educational director based on the material terms approved by the Board.

Section 3.      Duties

- A. The Educational Director shall be in charge of the religious school, including the development of curriculum and the selection and replacement of teachers, subject to the supervision of the Rabbi and the chairperson of the Education Council. The terms of any formal or informal contracts with teachers shall be subject to the approval of the Personnel Committee (an ad-hoc committee created at the discretion of the President) in consultation with the Financial Vice President (if not on the Personnel Committee).
- B. The Educational Director shall assist the Education Council and the Rabbi in the preparation and implementation of educational programs for the synagogue. The Educational Director will prepare and implement educational programs for the Synagogue, under the supervision of the Rabbi and with the assistance of the Education Council. The Educational Director must abide by the Constitution of the Congregation, a copy of which shall be furnished to the Educational Director.

Section 4.      School Principal

When there is no Educational Director but there is a principal of the religious school, the provisions of this Constitution relating to the Educational Director shall apply to the school principal.

ARTICLE XV.      BY-LAWS

This Constitution constitutes the By-Laws of the Congregation for purposes of the Texas Non-Profit Corporation Act.

ARTICLE XVI.      DISTRIBUTION OF ASSETS

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 an 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 By-Laws and the provisions of the Texas Non-Profit Corporation Act (or any successor statute).