

CONSTITUTION AND BY-LAWS

CONGREGATION B'NAI JESHURUN

Franklin Lakes, New Jersey

Amended June 7, 2009

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**CONSTITUTION
CONGREGATION B'NAI JESHURUN
BARNERT MEMORIAL TEMPLE
FRANKLIN LAKES, NEW JERSEY**

**ARTICLE I
NAME**

This Congregation is incorporated under the laws of the State of New Jersey and shall be known as Congregation B'Nai Jeshurun; the synagogue shall be known as the Nathan Barnert Memorial Temple.

**ARTICLE II
PURPOSES**

SECTION 1. OBJECTIVE. Congregation B'Nai Jeshurun exists for the purpose of perpetuating the beliefs and practice of Reform Judaism by enabling its adherents to develop a relationship with God through communal worship and study. Toward that end, the Congregation shall provide a house of assembly for its members in which the spiritual and educational and social needs of the membership can be nurtured.

SECTION 2. CEMETERIES. The Congregation shall be authorized to own and maintain one or more cemeteries.

**ARTICLE III
MEMBERSHIP AND VOTING RIGHTS**

SECTION 1. ELIGIBILITY. Any person of the Jewish faith, or any person not affiliated with another organized religion, at least eighteen (18) years of age, who agrees to abide by this Constitution, may be elected to membership as provided herein upon approval of his or her application by a majority vote of the members of the Board of Trustees, except that Honorary Membership shall require a two-thirds vote of the members of the Board of Trustees present. Classes of membership and the privileges of each class shall be set forth in the By-Laws except that members not of the Jewish faith may not hold elective office and serve on the Ritual Committee, the Lifelong Learning Committee and any other committee which may be concerned with the interpretation of religious observance, religious teaching or religious guidance. Enrollment in the Temple's Religious School shall be limited to children who are not receiving formal religious education in any other religion. The term "membership" when used herein without being otherwise qualified to identify a particular class of membership shall refer to regular members as defined in ARTICLE VII of the By-Laws.

SECTION 2. GOOD STANDING. Members in good standing are those who have met all of their outstanding Financial Obligations as set forth in Article IV of the By-Laws. Members shall be deemed in good standing as long as their Financial Obligations are no more than one hundred eighty (180) days past due in accordance with the invoicing dates as promulgated by the Temple, but nothing herein shall modify or amend the due dates of Financial Obligations as provided for in ARTICLE IV, section 3 of the By-Laws. Exceptions for need may be granted for up to one year by a three person committee chaired by the Financial Secretary and composed of two additional members of the Finance Committee. Only members in good standing shall be entitled to the rights and privileges of membership including the right to vote, hold office, seating privileges at High Holy Day services, services of the Clergy, attendance at meetings, and eligibility for Religious School registration and/or attendance and Bar/Bat Mitzvah training and a Bar/Bat Mitzvah service at the Temple for their children. These restrictions may be waived by the President for compelling and extraordinary circumstances. Members who are not in good standing may be reinstated by fulfilling their Financial Obligations.

SECTION 3. FAMILIES. The unit of membership shall be the family. This shall be construed to mean single or married adults and their unmarried dependent children residing at home or attending an educational institution. The determination of what constitutes a family shall be the responsibility of the Membership Committee subject to review by the Board of Trustees.

SECTION 4. VOTING. A couple paying family dues are to be regarded as two members and are entitled to two votes at Congregational meetings at which both are present or one vote if one is present. Other members paying single member dues are entitled to one vote, if present. Proxies shall not be permitted. Unless otherwise stated in this Constitution or By-Laws,

(a) "majority vote" shall require an affirmative vote of more than 50% of those voting; an abstention shall be counted as present and not voting.

(b) "super-majority vote" shall be by closed ballot and shall require an affirmative vote of at least two-thirds of those present; an abstention shall be counted as present and not voting.

(c) "two-thirds vote" shall require an affirmative vote of at least two-thirds of those voting. An abstention shall be counted as not voting.

In accordance with Article III, section 2 above, a member not in good standing shall not be counted as present or voting. Challenges to good standing shall be made to the Financial Secretary with final ruling to be made by the President.

SECTION 5. RESIGNATION. The resignation of any member shall not relieve the member from payment of any Financial Obligation due to the Congregation at the time of resignation, except that, by a majority vote of the membership of the Executive Committee, such member may be relieved, in whole or in part, from the obligation to pay the balance due.

SECTION 6. REVOCATION OF MEMBERSHIP. Membership in all classes of membership may be revoked for conduct of the member or a person in the member's family which impairs or jeopardizes the good and welfare of the Temple and/or the Temple's staff. The Executive Committee may effectuate such a termination by a super-majority vote following a hearing by the Executive Committee.

ARTICLE IV OFFICERS-EXECUTIVE COMMITTEE

SECTION 1. COMPOSITION. The officers of the Congregation shall be of the Jewish faith and shall consist of a President or two Co-Presidents, at least three Vice-Presidents but not more than six, a Treasurer, a Financial Secretary and a Secretary. The officers shall have such powers and duties as set forth in the By-Laws and, along with the President of the Men's Club and the President of the Sisterhood and the immediate past-President of the Congregation shall comprise the Executive Committee, except that the immediate past-President of the Congregation shall serve on the Executive Committee by virtue of his or her prior office only for the first twenty-four (24) months following his or her stepping down from office. Wherever in this Constitution and By-Laws reference is made to "President" it shall be understood to refer to the two Co-Presidents whenever the office of President is occupied by two Co-Presidents.

SECTION 2. ELECTION. The officers shall be elected from the Board of Trustees by the Congregational membership at the Annual Meeting. Nominations for officers shall be submitted by the Nominating Committee or as follows: Members in good standing seeking office may submit a written nominating petition containing the signatures of not less than 10 members in good standing to the Secretary of the Congregation not later than the May meeting of the Board of Trustees describing the office sought. If the member seeking office will not be a trustee for the coming year, the petition must also nominate the member as a Trustee for one of the Trustee positions to become vacant as of the next Annual Meeting. A member nominated by petition shall be listed on the ballot in the same manner as a member nominated by the Nominating Committee and shall be included in the list of nominees to be published in the Temple Bulletin and in the notice of the Annual Meeting. Should the member nominated by petition not be elected to the Trustee position sought, the nomination as an officer shall be deemed withdrawn. For purposes of the petition described in this Section, signatures by members of the same family shall only count once. The Temple Secretary shall provide forms for this purpose. The officers shall commence their functions/duties effective the date of the election at the Annual Meeting.

SECTION 3. TERMS OF OFFICE. Except for the President, the officers shall hold office for one year. The President's initial term of office shall be for two years and all subsequent terms shall be for one year. Co-Presidents shall hold office for one year. All officers shall serve during their elected terms and until successors are elected. Officers shall not hold the same office for more than three consecutive years but may be elected again after a lapse of one year. The restrictions of this provision can be overruled at the Annual Meeting by a super-majority vote. Vacancies in said offices shall be filled by the Board of Trustees from the members of the Board of Trustees by majority vote following closed written nominations for the balance of any uncompleted term.

SECTION 4. REMOVAL. Any officer may be removed for good cause, as determined by the Board of Trustees, by a vote of 20 members of the Board of Trustees. Said officer shall be given at least 14 days notice of the meeting at which a vote will be taken on his or her removal. Said officer shall have the opportunity at the meeting to hear the charges and to respond to same.

SECTION 5. EXECUTIVE COMMITTEE DUTIES. Prior to the monthly meetings of the Board of Trustees, the Executive Committee shall review and discuss the agenda for the Board of Trustees and consider all items of current concern to the Congregation. The Executive Committee shall operate as a forum for the exchange of ideas, plans, policies and other

operational matters of the Congregation in anticipation of presentation to the Board of Trustees. It shall act in lieu of the Board of Trustees in an emergency where time does not permit action by the Board. In addition, the Executive Committee shall have the authority to employ and terminate all office and custodial staff.

ARTICLE V BOARD OF TRUSTEES

SECTION 1. COMPOSITION. The Board of Trustees shall constitute the governing body of the Congregation. The Board of Trustees shall consist of a) thirty (30) members who shall be elected by the Congregation at the Annual Meetings, b) all past-Presidents of the Congregation, c) the President of the Men's Club, d) the President of the Sisterhood, e) the President of the Congregation's Youth Group (who shall be a dependent of a member in good standing), and f) Lifetime Trustees. All trustees must be members of the Congregation in good standing in order to serve on the Board and vote.

SECTION 2. ELECTION AND TERMS. Each of the 30 members of the Board of Trustees who is elected at the Annual Meetings of the Congregation shall be elected to serve for a term of three years and until a successor is elected; ten Trustees will be elected at each Annual Meeting. Nominations for Trustees shall be submitted by the Nominating Committee established by Article VI, Section 2, or by petition as provided in ARTICLE IV, Section 2, above. Vacancies which occur on the Board of Trustees between Annual Meetings shall be filled by closed written nomination and a majority vote of the Board of Trustees for the balance of the uncompleted term. The Trustees shall commence their functions/duties effective the date of the election at the Annual Meeting.

SECTION 3. LIMITATION ON ELECTION TO THE BOARD OF TRUSTEES. No person who has served as a Trustee for two full consecutive three year terms may be elected for a third consecutive term. Such person may be elected as a Trustee again only after the lapse of at least one year after the completion of the second three year term. This restriction may be overruled at the Annual Meeting of the Congregation by a vote of two-thirds of the members present.

SECTION 4. TEMPORARY TRUSTEES. Upon the recommendation of the President and approval by a majority of the Executive Committee, the Board of Trustees in any year may elect no more than two additional temporary Trustees. Such election shall be made by majority vote following nomination by closed written nominations. In addition, the Congregation may elect up to three (3) temporary Trustees, if nominated by the Nominating Committee, at the Annual Meeting of the Congregation. Such temporary Trustees shall have all of the rights, privileges and duties of regularly elected Trustees, but shall serve only until the next Annual Meeting.

SECTION 5. LIFETIME TRUSTEES. At any Congregational meeting, in recognition of long and exceptional service to the Congregation, the Congregation may elect members as Lifetime Trustees provided that such members have been nominated by at least 2/3 of the Nominating Committee. Lifetime Trustees shall have all of the rights, privileges and duties of regularly elected Trustees provided that they remain members in good standing. The limitations placed upon Trustees in Article V, Section 3 shall not apply to Lifetime Trustees.

SECTION 6. COUNCIL OF PRESIDENTS. All past-Presidents, who are members in good standing, shall comprise the Council of Presidents. All such past-Presidents shall serve on the Board of Trustees for life. The limitations of Trustee service set forth in Article V, Section 3 shall not apply to the members of the Council of Presidents.

SECTION 7. DUTIES. The Board of Trustees shall carry out the purposes for which the Congregation exists as expressed in Article II above. The Board of Trustees shall manage and have charge and control of all of the religious services, affairs, actions and property of the Congregation. It shall pass all measures and resolutions needed for the maintenance of the Temple and the transaction of all financial matters other than amendments to this Constitution which shall be adopted only as provided in Article VIII of this Constitution. Except for Preschool and Religious School personnel, and except as set forth in Article IV, Section 5, of this Constitution, the Board of Trustees shall employ and terminate all Congregational staff including but not limited to the Rabbi, the Cantor and the Director of Lifelong Learning. At the regular meeting of the Board of Trustees held immediately prior to the Annual Meeting of the Congregation, the Board of Trustees shall approve a budget for the management and operation of the Congregation/Temple and any Committee which seeks funds for its operation.

SECTION 8. RESTRICTIONS ON EXPENDITURES. No one may obligate the Congregation for any expenditure of a non-emergency nature which is not in the approved budget without the approval of the Board of Trustees. However the Executive Committee may approve individual expenditures up to One Thousand Dollars (\$1,000), but not to exceed Ten Thousand Dollars (\$10,000) in the aggregate in any fiscal year. Emergency expenditures in excess of Ten Thousand Dollars (\$10,000) must be approved and/or ratified by the Board of Trustees.

SECTION 9. BORROWING. Any arrangements to borrow funds, or purchase or sell real estate, must be approved at a duly constituted meeting of the Congregation, except that the Executive Committee may incur a total indebtedness of no more than \$15,000 for operating purposes only.

SECTION 10. ADVISORY BOARD. To aid and assist the Board of Trustees, there shall be an advisory Board to be nominated by the Nominating Committee and elected from the membership for a one year term at each Annual Meeting. Advisory Board members shall attend Board of Trustees' meetings, and participate in discussions and deliberations but shall have no power to vote.

ARTICLE VI COMMITTEES

SECTION 1. MEMBERSHIP. With the exception of the Nominating Committee, the President shall appoint the Chair and members of the standing committees and shall also appoint the Chair and members of such special purpose committees as the President deems necessary, and said Chair and members shall serve at the pleasure of the President. With the exception of the Nominating Committee, the President shall determine the number of members on all committees provided that the standing committees shall consist of at least three persons. A Chair or co-chair of each standing committees shall be selected from among the members of the Board of Trustees. All such committee members shall serve for a one year term and until their successors are appointed. Duties and responsibilities of the standing committees shall be as established in the By-Laws.

SECTION 2. NOMINATING. The Nominating Committee shall be appointed by November 30th of each year and shall consist of the Sisterhood President, Men's Club President, Chair of the Membership Committee, Chair of the Lifelong Learning Committee, the most recent past-President, two persons appointed by the Congregational President, and two persons appointed by the Board of Trustees, except that the immediate past-President shall serve on the Nominating Committee by virtue of his or her prior office only for the next two (2) elections following his or her stepping down from office. The members of the Committee shall select a Chair from among the Trustee members of the Committee. In the event two or more of the listed offices are held by the same person or if there is a vacancy on the Nominating Committee, the Board of Trustees shall appoint sufficient additional members by majority vote following closed written nominations so that the Committee shall consist of nine (9) persons at all times. Notwithstanding the above, no person appointed by the President or the Board of Trustees shall serve on the Nominating Committee for more than three consecutive years as an appointed member of the Committee.

All officers shall be nominated for a one year term except that the President shall be nominated for an initial term of two years. Follow-on nominations for the President shall be for one year. In the event the Committee is unable to find a suitable candidate to serve as President, the Committee may nominate two persons to serve as Co-Presidents for a period of one year. The Committee may designate one of the Vice-Presidents as First Vice-President.

SECTION 3. STANDING. The following represent the standing committees: Lifelong Learning, Ritual, Building and Grounds, Membership, Nominating, Cemetery, Finance, Long Term Planning, Social Action and the Development Committee.

ARTICLE VII MEETINGS

SECTION 1. ANNUAL MEETING OF THE CONGREGATION. The Congregation shall hold an Annual Meeting for the general business and the election of Trustees, Advisory Board members and Officers. This meeting will be held on the first or second Sunday of June each year, unless, the date is changed by a majority vote of the Board of Trustees, but in any event shall the meeting be held later than June 30th of that year. In no event, shall the Annual Meeting be scheduled after June 30th. At the Annual Meeting, the President shall report on the state and condition of the affairs of the Congregation. The quorum required at the Annual Meeting or any other meeting of the general membership shall be twenty members. Congregation members must receive at least ten (10) days advance written notice of the Annual Meeting. Such notice shall be sent by first class mail and shall contain an agenda of the matters to be discussed at the meeting. Any member in good standing who is present at the meeting may move to discuss any matter not on the published agenda.

SECTION 2. SPECIAL MEETING OF THE CONGREGATION. Special meetings of the membership of the Congregation may be called by the President or upon the written request of twenty members of the Congregation for one or more specific purposes. The President shall set a date for such meeting no later than 45 days after receipt of the written request. This special meeting shall be held not less than 10 days after first class mailing of notice to the membership. At such meeting, no business shall be transacted other than set forth in the notice.

SECTION 3. REGULAR MEETING OF THE BOARD OF TRUSTEES. Regular meetings of the Board of Trustees shall be held monthly or at such other times as designated by the President, except that no regular meeting-need be held during the months of June, July and/or August. The Trustees shall receive prior written notice, by first class mail, of monthly or special meetings of at least seven days. A Quorum of the Board of Trustees shall consist of ten Trustees.

SECTION 4. SPECIAL MEETING OF THE BOARD OF TRUSTEES. Special meetings of the Board of Trustees may be called by the President or upon the written request of at least ten Trustees for one or more special purposes. Board members shall receive written notice of not less than seven days by first class mail for such special meetings. At such meeting, no business shall be transacted other than that set forth in said notice.

SECTION 5. OPEN MEETINGS. All meetings of the Board of Trustees and the standing committees referred to in Article VI, Section 3 of the Constitution, except for the Nominating Committee, shall be open to all members of the Congregation in good standing as non-participating observers, subject to the discretion of the Chairperson of the committee.

SECTION 6. NOTICE OF MEETINGS. Whenever a notice is required to be sent by first class mail, the notice may be alternatively sent by E-Mail or FAX to those members who have provided the Temple with E-Mail addresses and / or FAX numbers. It shall be the obligation of the members to keep all addresses and phone number information current and a notice sent to the last known address or FAXed to the last known FAX number shall be deemed to meet the notice requirements provided it has been sent within the time required. Any reference to a specific time period for advance notice shall refer to the date of sending of the notice, not the date of receipt.

ARTICLE VIII AMENDMENTS

This constitution may be amended at any Annual Meeting of the Congregation or at a special meeting of the Congregation called for that purpose. Approval of the amendments shall require a super-majority vote of the membership. No amendment may be adopted unless the full text of the amendment and a short written statement of its purpose are enclosed with the meeting notice.

ARTICLE IX BY-LAWS

SECTION 1. ADOPTION AND AMENDMENT. By-Laws of the Congregation may be promulgated and passed by either of the following procedures:

1. The Board of Trustees may adopt, modify or repeal by-laws by a majority vote at two consecutive regular meetings.
2. The general membership at the Annual Meeting or at a special meeting called for that purpose may adopt, modify or repeal by-laws by a two-thirds vote.

SECTION 2. NOTICE. Congregation members must receive at least ten days' advance written notice of the meeting to adopt or amend the By-Laws. Such notice shall be sent by first class mail, and shall contain a brief description of the proposed action.

SECTION 3. OVERRIDING BY-LAWS. Any action of the Board of Trustees which violates the By-Laws must be approved by two-thirds vote of the Trustees present, but in no event less than 12 in number.

ARTICLE X
RULES OF ORDER

Rules of procedure at meetings of the Board of Trustees and the Congregation shall be determined by the latest revised edition of Roberts' Rules of Order, unless provided otherwise in the By-Laws or the Constitution.

**BY-LAWS
CONGREGATION B'NAI JESHURUN
BARNERT MEMORIAL TEMPLE
FRANKLIN LAKES, NEW JERSEY**

**ARTICLE I
TRUSTEES**

SECTION 1. DUTIES AND RESPONSIBILITIES. The Board of Trustees shall carry out its duties as stated in the Constitution and these By-Laws.

SECTION 2. MEETINGS. The Board of Trustees shall meet monthly with the exception of June, July and August.

SECTION 3. VOTING. All actions taken by the Board of Trustees, including directives, resolutions, and acts of hiring personnel and terminating employment of personnel and the delegation of authority to hire and terminate personnel shall be decided by the Board of Trustees by a majority vote, unless otherwise provided in the Constitution or By-Laws. Any Trustee whose vote might be perceived of as representing a possible conflict of interest shall recuse him/herself from the vote.

**ARTICLE II
OFFICERS-DUTIES AND RESPONSIBILITIES**

SECTION 1. PRESIDENT. The President shall preside at all meetings of the Congregation and the Board of Trustees, appoint all committees unless otherwise prescribed, execute all resolutions and actions of the Board of Trustees, and sign all official documents. The President shall be a member, ex-officio, of all standing committees, with the exception of the Nominating Committee, without the right to vote, and shall have the deciding vote in the case of a tie at the meetings of the Congregation and the Board of Trustees. The office of President may be held by two Co-Presidents who shall divide and share the duties and powers of the office as shall be agreed between them.

SECTION 2. VICE-PRESIDENTS. The Vice-Presidents shall coordinate and oversee such committee activities as designated by the President and fulfill such other duties as may be required by the Board of Trustees. If there is a First Vice President, the First Vice President shall preside over any meeting which the President is unable to attend and in the absence of both the President and the First Vice-President, the President shall appoint one of the other Vice-Presidents to preside over the meeting. In case of a vacancy in the office of President or First Vice-President, or if the office is declared vacant pursuant to Article IV, Section 4 of the Constitution, a new President or First Vice-President shall be selected from among the existing Vice-Presidents at a meeting of the Board chaired by the Secretary. The new President or First Vice-President shall serve until the next annual meeting of the Congregation. The First Vice-President shall assist the President in the performance of the duties of the office of President as assigned by the President. The First Vice-President may be considered for the office of President whenever that office becomes vacant but shall not be considered as successor to that office by virtue of having served as First Vice-President. Nevertheless, the President is encouraged to educate and train the First Vice-President in the performance of the duties of the Presidency even though there is no certainty that the First Vice-President will ever serve in the office. Nothing herein shall be interpreted as removing from the Nominating Committee the duty and responsibility to nominate the President.

SECTION 3. TREASURER. The Treasurer shall: a) oversee the management of all monies and financial records and instruments belonging to the Congregation; b) be responsible for an exact and true account of all receipts and expenditures; c) verify that all expenditures have been approved by the appropriate officers and that all checks have two authorized signatures; d) submit at the monthly Trustees' meetings a consolidated statement of all receipts and expenditures during the month, itemized by major areas; and e) at each Annual Meeting of the Congregation present a detailed report of the Congregation's financial condition; f) review the management of the funds of the Temple and Cemetery, g) cooperate with and submit to the Finance Committee or independent auditor as needed all books, papers, receipts, vouchers and other property of the Congregation in the Treasurer's charge; h) upon retirement from office deliver to his/her successor a record of all monies, books, papers, receipts, vouchers, documents, instruments, computer data and programs, computer discs and all materials and other property of the Congregation together with an inventory of same, and i) serve as a member of the Finance Committee. Only the President, Treasurer, and Financial Secretary are authorized to sign checks.

SECTION 4. FINANCIAL SECRETARY. The Financial Secretary shall assist the Treasurer in such fiscal and other matters as may be assigned by the President or Treasurer, and shall serve as the Chairperson of the Finance Committee. The

Financial Secretary shall arrange and coordinate periodic reviews of the Temple's financial books and records by the Finance Committee, or independent public accountants if deemed appropriate, in order to provide reasonable assurance as to the integrity and accuracy of the Temple's books and records. The Financial Secretary shall also discharge such other duties as are assigned to the office by the Constitution and these By-Laws.

SECTION 5. SECRETARY. The Secretary shall record in the minutes the proceedings of all meetings of the Congregation and the Board of Trustees. The minutes shall be ready for distribution within 20 days of the meeting recorded. The Secretary shall send notices of all meetings and perform such additional duties as may be prescribed by the Board of Trustees and shall have custody of the official seal.

ARTICLE III COMMITTEES

SECTION 1. LIFELONG LEARNING. The Lifelong Learning Committee shall meet when necessary but not less than four times per year. Meetings may be called by the Chair, the Congregational President or three of its members. The Committee shall oversee the management of the Lifelong Learning Center within the budget of the Lifelong Learning Center as approved by the Board of Trustees. The Committee shall report regularly to the Board of Trustees, and upon the recommendation of the Director to the Committee, is empowered to employ and terminate all Center personnel with the exception of the Director. The Committee is responsible for the approval of the curricula which shall be developed by the Director with the participation and approval of the Rabbi.

SECTION 2. CEMETERY. The Cemetery Committee shall be responsible for the management of the cemetery, or cemeteries, of the Congregation and shall establish rules and regulations as needed. It shall have the power to sell plots to members and others on such terms as shall be decided by a majority of the Committee (in number), as well as establish procedures for perpetual care, interment and other rules as needed. The Committee shall be responsible for maintaining current and accurate records of ownership and interment. The Treasurer of the Cemetery Committee, under the supervision of the Finance Committee, shall manage the perpetual care funds in a prudent manner, and shall report to the Finance Committee at least annually on the status of all cemetery funds.

SECTION 3. RITUAL. The Ritual Committee shall meet at least four times annually. The Committee, together with the Rabbi and the Cantor, shall establish the guidelines for religious services and all other ritual needs of the Congregation. The Committee shall be responsible to the Board of Trustees.

SECTION 4. BUILDINGS & GROUNDS. The Building & Grounds Committee shall be responsible for supervision of the management, maintenance and upkeep of the Temple property, including the main sanctuary building, the Lifelong Learning building and all the surrounding grounds. The Committee shall review and recommend to the Board of Trustees all repairs and maintenance contracts and the hiring of repair and maintenance personnel. It shall review from time to time such items of equipment and furnishings as may be needed for the Temple and shall report regularly to the Board of Trustees on the condition of the building and grounds.

SECTION 5. MEMBERSHIP. The Membership Committee shall be responsible for developing ways and means to encourage and retain membership in the Congregation. The Committee shall prepare appropriate membership application forms, cultivate prospective and new members and recommend to the Board of Trustees proposed members pursuant to Article III of the Constitution.

SECTION 6. NOMINATING. The Nominating Committee shall report to the Board of Trustees its proposed slate of candidates at the April monthly meeting of the Board of Trustees. Nominations shall be made for all officers of the Congregation, all vacant seats on the Board of Trustees and the Advisory Board, and all Lifetime Trustees. The proposed slate shall appear in the notice of the Annual Meeting.

SECTION 7. SOCIAL ACTION. The Social Action Committee shall promote the practice of Tikkun Olam (repairing the world) and fulfillment of the commandment of mitzvot by raising awareness and educating our congregation about the issues of social injustice and the environment, both locally and globally.

SECTION 8. FINANCE. The Finance Committee shall meet when necessary but not less than three times per year. The Committee shall supervise and oversee the financial affairs of the Congregation and shall include in its membership the Treasurer, the Financial Secretary who shall serve as Chairperson of the Finance Committee and at least three (3) other persons appointed by the President. Meetings may be called by the Treasurer or the Financial Secretary as needed. The

Finance Committee shall prepare the Congregation's annual budget following the review of the various committee budgets. It shall oversee and manage all Temple entrusted funds. It shall perform periodic detailed reviews of the books and records of the Temple and Cemetery at the direction of the Financial Secretary. It shall be responsible for the coordination of the collection of outstanding obligations due to the Congregation and the Lifelong Learning Center. It shall be represented in the negotiations of all contracts entered into on behalf of the Congregation for expenditures in excess of One Thousand Dollars (\$1,000), except for items which have been approved by the Board of Trustees.

SECTION 9. LONG RANGE PLANNING. The Long Range Planning Committee shall consider, analyze, and discuss the long range needs of and hopes for the Congregation. The agenda for its review shall be decided by the Chair of the Committee. However, the President of the Congregation and/or the Board of Trustees may assign to the Committee a specific project for its consideration and review. The Committee shall report at least once per year to the Board of Trustees on its findings, considerations, and analysis.

SECTION 10. DEVELOPMENT. The Development Committee shall be responsible for raising funds through sponsorship of events and other activities which advance the principles and goals of the Congregation. If Congregational funds are needed by the committee to support an event or lecture, the committee shall advise the Finance Committee of the need for said funds.

SECTION 11. COMMITTEE BUDGETS. Each committee that makes or requires any expenditure of Congregational funds must submit a proposed budget to the Finance Committee at least 90 days before the date of the Annual Meeting. Each committee shall be responsible for operating within the confines of the budget as finally approved by the Board of Trustees for that committee. Each special purpose committee shall be responsible for any funds collected by said committee and shall provide such reports and information as requested, from time to time, by the Finance Committee. At the conclusion of the committee's work, a final accounting shall be provided to the Finance Committee.

ARTICLE IV DUES AND FINANCIAL OBLIGATIONS

SECTION 1. DUES. Membership dues shall be proposed by the Board of Trustees and approved by two - thirds of those voting at the Annual Meeting of the Congregation or special meeting of the Congregation called for that purpose.

SECTION 2. FINANCIAL OBLIGATIONS. As used herein, the Financial Obligations of every member shall include the obligation to pay (i) dues, Facilities Maintenance Fund charges, Preschool and Lifelong Learning tuition and fees, assessments, Bar/Bat Mitzvah fees, adult education fees, late fees, interest charges and penalties, and (ii) any other pledges or financial commitments made by such member.

SECTION 3. PAYMENT OF FINANCIAL OBLIGATIONS. All membership dues and other Financial Obligations shall be due according to the instructions on the invoice unless an exception for need has been granted as provided in Article III, Section 2, of the Constitution.

ARTICLE V RABBI, CANTOR AND DIRECTOR OF LIFELONG LEARNING - DUTIES AND RESPONSIBILITIES

SECTION 1. RABBI. The Rabbi shall be the spiritual leader of the Congregation responsible for enriching the spiritual well being of the Congregation and its members. The Ritual Committee, following the guidance of the Board of Trustees, shall establish the policies and framework for the performance of the Rabbi's duties. Working within those policies and framework, the Rabbi shall perform all of the customary functions pertaining to the position of the spiritual leader, shall officiate at religious services, and shall be responsible for development and implementation of the content of the worship service--music, study, prayer, and use of the Bima. The Rabbi shall also supervise and coordinate the work of the Cantor to the end that the ritual music serve the spiritual and educational goals of the Congregation.

As outlined in Article III Sections 1 and 7 of the By-Laws, the Rabbi shall provide direction and guidance in the preparation and development of curriculum and educational perspectives for the Religious School and the Jewish content of the Preschool program.

The Rabbi shall officiate at all marriages, funerals, and other life cycle events of members and their immediate families when requested by the family; shall attend mourning services whenever notified; shall attend the sick and needy members of the Congregation, and shall perform such other duties as may be prescribed by the Board of Trustees.

The Rabbi shall supervise the office and custodial staffs of the Congregation if such responsibility is delegated to the Rabbi by the Board of Trustees. The Rabbi shall attend the meetings of the Board of Trustees and the Executive Committee, on request.

SECTION 2. CANTOR. The Cantor shall be responsible for the development and implementation of liturgical music under the supervision and coordination of the Rabbi. The Cantor shall participate at all religious services and cooperate with the Rabbi in connection with those services and shall be available to officiate as Cantor at weddings and funerals when requested by the families. Subject to the approval of the Ritual Committee, the Cantor shall officiate at all religious services and act as spiritual leader of the Congregation in the event of absence or disability of the Rabbi. The Cantor shall assist in the preparation of the Bar Mitzvah and Bat Mitzvah of Religious School children and assist in the Lifelong Learning program as may be required. The Cantor shall be available, if necessary, to attend mourning services and visit sick and needy families of the Congregation when requested by the families and in the absence of the Rabbi.

SECTION 3. DIRECTOR OF LIFELONG LEARNING. The Director of Lifelong Learning shall supervise and manage all of the administrative and educational components of the Early Childhood Center (Preschool and Day Camp), Religious School, Adult and Family Education programs, JLife program, and such other educational programs and duties as may be assigned from time to time by the Board of Trustees and/or the committees responsible for the programs described above. Included in these responsibilities shall be curriculum development and implementation, faculty hiring, training, and supervision, development and implementation of special programs, and support of all Temple functions as required from time to time. The Director's responsibilities shall be discharged under the general direction and guidance of the Rabbi in co-ordination with the Lifelong Learning Committee.

ARTICLE VI ELECTIONS

SECTION 1. IN GENERAL.

A. Applicability of rules. All elections of officers and trustees held during the Annual Meeting of the Congregation shall be held in accordance with the rules set forth herein.

B. Nominations. Nominations for officers and Trustees shall be made by the Nominating Committee and published no later than the regular monthly meeting of the Board of Trustees held in April. After such publication, such Nominations shall be considered final and may not be changed by the Nominating Committee except for extraordinary circumstances. No nominations from the floor will be permitted. Nominations may also be made by petition as provided in ARTICLE IV Section 2, of the Constitution.

C. Election requirements. Except where the Constitution requires a super-majority vote a nominee must receive affirmative votes at least equal to a majority of the members in good standing present in order to be declared elected. "Members present" refers to members who are physically present in the meeting room at the time voting occurs. Members who are absent for a portion of the voting are not to be counted as present for any voting which occurs during their absence and may not vote while physically absent.

D. Eligibility to vote. Eligibility to vote shall be determined by Article III, Sections 2 and 4, of the Constitution.

E. Interpretation. The most recent chair of the Constitution Committee, or, in his/her absence, a member designated by the President from the most recently convened Constitution Committee, shall be responsible for interpretation of these rules. The membership may overrule any interpretation by majority vote.

F. Effective Date of Office. All officers and Trustees elected at the Annual Meeting shall take office effective on the date of the election. All officers and Trustees not elected or all officers and Trustees whose terms have expired shall effectively be out of office concurrent with the election of all new officers and Trustees.

SECTION 2. ORDER OF VOTING. Voting for trustee nominations shall take place first followed by voting for officers and then Advisory Board. The voting for officers shall be done office by office, starting with the President. Where there are multiple nominees for multiple identical positions, i.e., Trustee, Vice-President, and Advisory Board, all nominees shall be voted on simultaneously.

SECTION 3. SUPER MAJORITIES.

A. Elections for President, Secretary, Treasurer and Financial Secretary.

1. Single nominee requiring a super-majority vote. Where a nominee requiring a super-majority vote is nominated for one of the enumerated offices and is the only nominee and fails to obtain the required super-majority vote, the nominee shall not be elected. The election for this position shall be recessed and the Nominating Committee shall reconvene at some future time as the President shall direct, but in no event more than 20 days later, and shall nominate a replacement candidate. The replacement candidate may not be the same person who failed to obtain the super-majority vote. The meeting to continue the election for this position shall reconvene at such time and place as may be agreed upon by the members attending the Annual Meeting.

2. Multiple nominees. Where more than one person is nominated for one of the enumerated offices one of whom under the Constitution requires a super-majority vote, if none of those persons obtains the required super-majority vote but one of the nominees who does not require a super-majority vote receives affirmative votes from a majority of the members present, that nominee shall be deemed elected. If none of the persons requiring a super-majority vote receives the votes required and none of the nominees requiring a majority vote receives affirmative votes from a majority of the members present, a run-off election shall be held between the two nominees who had the highest percentage of the votes required for election of that nominee. If the run-off election does not result in a nominee receiving the required number of votes, the election for this position shall be recessed and the Nominating Committee shall reconvene at some future time as the President shall direct, but in no event more than 20 days later, and shall nominate a replacement candidate. The replacement candidate may not be the same person who was previously nominated by the Nominating Committee. The election for this position shall reconvene at such time and place as may be agreed upon by the members attending the Annual Meeting.

B. Voting for Trustees and Vice-Presidents. Because multiple positions for these offices are open simultaneously, voting shall be done by group. Each member may cast a total number of votes equal to the number of nominees except that for Trustees and Vice-Presidents, the number of votes cast shall not exceed the number of positions to be filled (maximum of 10 in the case of Trustees, 6 in the case of Vice-Presidents). In general, the nominees receiving the most votes up to the total number of positions to be filled shall be deemed elected provided that a nominee requiring a super-majority vote must receive a super-majority and nominees requiring a majority vote must receive at least a majority vote..

C. Advisory Board. All nominees for the Advisory Board shall be voted on simultaneously through a showing of raised hands. No written ballots shall be used.

**ARTICLE VII
CLASSES OF MEMBERSHIP**

The membership shall be grouped into the following classes subject to the limitations of ARTICLE III, Section 1, of the Constitution pertaining to members not of the Jewish faith:

- 1. Regular.** A regular member shall be entitled to all of the privileges of membership including the right to attend religious services, the right to enroll his/her children in the Lifelong Learning Center, the right to vote and to hold elective office, and the right to receive the services of the clergy for life-cycle events, provided that the member is in Good Standing as defined by Article III, Section 2, of the Constitution.
- 2. Honorary.** Honorary membership may be extended to non-members for life and shall be granted to individuals regardless of faith who have made extraordinary contributions to the Temple or to the Jewish Community. Honorary members shall enjoy all of the benefits of regular membership except the right to vote and the right to hold elective office and shall not be obligated to pay membership dues or assessments.

3. Friends of Barnert. Friends of Barnert must have been members for at least seven years, be in good standing, and currently live at least 50 miles from the Temple. The Board of Trustees may waive these requirements on a case-by-case basis. Privileges shall be limited to the right to receive the Temple Bulletin and any other privileges as determined from time to time by the Board of Trustees.

4. Associate. Associate membership shall be limited to parents of children enrolled in the Temple Preschool who are not regular members. Associate members shall enjoy all of the privileges of regular membership except the right

to receive the services of the clergy (with the exception of baby naming at a Friday night service), the right to vote, the right to hold elective office, the right to enroll children in the Religious School and the right to receive High Holiday seating. Privileges of High Holiday seating, if any, shall be determined by the Ritual Committee.