

First Restatement of the Constitution and By laws  
of  
Temple Beth Zion  
of Brookline, Massachusetts  
10 March 1998

AS AMENDED ON 10 AUGUST 1999  
AS AMENDED ON 26 JANUARY 2000  
AS AMENDED ON 30 JUNE 2000  
AS AMENDED ON 18 MARCH 2001  
AS AMENDED ON 14 MARCH 2003

Article I  
Name

Section 1. - The name of the Congregation and its buildings shall be Temple Beth Zion. The Temple is a Corporation registered with the Commonwealth of Massachusetts.

Article II  
Purpose

Section 1. - The purpose of the Congregation shall be the maintenance in the Town of Brookline of a place of public worship in accordance with the laws and customs of the Jewish faith according to the principles of Conservative Judaism, maintenance of a community center, and engagement in other Jewish communal activities.

Article III  
Membership

Section 1. - Any Jewish person over the age of 18 may apply for membership in the congregation by applying to the Membership Committee. He or she becomes a member after being approved by the Membership Committee. Should an applicant be a married person, then he or she may apply for a family membership. A family membership consists of husband, wife, and children who are under the age of 18.

Section 2. - No member shall exercise any of the rights or privileges of membership unless he/she is current in his/her dues.

Section 3. - The fiscal year shall be July 1 to June 30. The annual dues will be determined by the Board of Directors. All dues shall be paid annually in advance.

Article IV  
Suspend and Expel

Section 1. - A member's voting privilege will be suspended for failure to pay the annual dues by January 2 of the fiscal year. To be reinstated, a suspended member must pay all arrears.

Section 2. - A member may be expelled for unbecoming conduct which may discredit Judaism, Temple management, and/or conduct of religious services. A decision to expel a member will be made by a majority vote of the Board of Directors present and voting at any regular meeting or a special meeting called for this purpose.

Section 3. - Notice of suspension shall be sent to the member via regular mail. A notice of expulsion shall be sent to the member via certified mail, return receipt requested. Such notice shall advise the member of the reasons for the action taken and his/her right to a hearing before a Grievance Committee. The Grievance Committee, appointed by the President, can make a decision on the question of expulsion, which will be binding.

Article V  
Rights and Privileges

Section 1. - Every Jewish member in good standing may attend and participate in:

- (a) - all regular and special membership meetings with the right to vote.
- (b) - holding elective office.
- (c) - committee assignments.

Article VI  
Meetings

Section 1. - A regular meeting of the membership will be held on the following dates:

- (a) - the first Sunday in April, unless the secular calendar or religious holiday prevents this meeting date. Under such inhibiting circumstances, the President shall designate a substitute date and notify the congregation of such a change. The annual election shall be held at this meeting. Notice of this meeting and the list of candidates shall be mailed at least fourteen (14) days prior to the scheduled date.

(b) - the first Sunday in October, unless the secular calendar or religious holiday prevents this meeting date. Under such inhibiting circumstances, the President shall designate a substitute date and notify the congregation of such a change.

Section 2. - A regular meeting of the Board of Directors will be held on the following dates unless the secular calendar or religious holiday prevents the scheduled meeting date. Under such inhibiting circumstances, the President shall designate a substitute date and notify the Board of such a change:

- (a) - the first Sunday in June.
- (b) - the first Sunday in September,
- (c) - the first Sunday in December,
- (d) - the first Sunday in March.

Section 3. - The President, at his or her discretion, may schedule a special meeting of either the membership or the Board of Directors upon five (5) days' written notice detailing the subject matter for said meeting, or upon written request of four (4) members in good standing. If the President does not act on this request within ten (10) days after receipt of this written request, any Vice President can do so upon proper notice to members. The business of such meetings must be limited to the issue or issues detailed in the written notice.

Section 4. - A quorum for transaction of business at a regular meeting of the membership is ten (10) members in good standing.

Section 5. - A quorum for the transaction of business at a meeting of the Board of Directors is five (5) members of the Board of Directors in good standing.

## Article VII Governance

Section 1. - The administration of the affairs of the congregation shall be vested in the officers of the Temple and a Board of Directors.

Section 2. - The officers of the Temple shall consist of the President, the First Vice President, the Second Vice President, the Treasurer, and the Recording Secretary.

Section 3. - The Board of Directors shall consist of the officers of the Temple and twelve members to be elected by the congregation and six members to be appointed by the President.

Section 4. - All past Presidents who are members in good standing shall be members of the Board of Directors. All past Co-Presidents who join the Board of Directors after serving as Co-Presidents shall have only one vote, not two, on the Board of Directors.

### Article VIII The Presidency

Section 1. - The President is the chief executive officer of the Temple. The President shall preside at all meetings of the membership. The President shall be ex-officio a member of all regular and special committees except the Nominating Committee. The President may vote for elections at a Membership Meeting, but otherwise, the President can only vote at a Membership Meeting in case of a tie.

Section 2. - The President shall enforce all rules and regulations for order and decorum in the synagogue during divine service.

Section 3. - The President shall order the call of all regular meetings of the membership as specified in Article VI, Section 1.

Section 4. - The President shall order the call of all regular meetings of the Board of Directors as specified in Article VI, Section 2.

Section 5. - The President shall appoint all committees.

Section 6. - The President shall fill all vacancies of the Officers of the Temple for the unexpired term of office.

Section 7. - The President shall sign all agreements and contracts on behalf of the Temple.

Section 8. - The President shall have authority to make an expenditure of up to \$3,000, as the President deems necessary, and shall report the expenditures to the Board of Directors at the next Board meeting.

Section 9. - A candidate for the Presidency must have been a member in good standing of the Board of Directors for at least one year before being eligible as a candidate for the Presidency.

### Article IX Vice Presidents

Section 1. - The Vice Presidents shall assist the President in the performance of his/her duties. In the absence of the President, or in case of a vacancy in the Office of the President, all of the President's duties shall devolve upon the Vice Presidents in the order of their status. The First Vice President shall be a member, ex-officio, of all committees, except for the Nominating Committee. All candidates for a Vice President

must have been members in good standing of the congregation for at least one year before being eligible as a candidate for Vice President.

Section 10. - Nothing in Article VIII shall preclude the election of Co-Presidents, two people who will share the office of President, with all the rights and responsibilities therein. However, the Co-Presidents, when applicable, shall have only one vote, not two votes. The word President as used in this Constitution shall be taken to include Co-Presidents. In the event the Co-Presidents cannot agree on a Board Vote they shall abstain. In the event the Co-Presidents cannot agree on their vote to break a tie in a Congregational Meeting, the decision will be made by a toss of a coin,

#### Article X Treasurer

Section 1. - The Treasurer shall be responsible for maintaining the financial records of the Temple. The Treasurer shall report at each Membership Meeting the financial status at that time and a financial projection for the next three months. The Treasurer shall report at each Membership Meeting the financial plan for the next six months. A candidate for Treasurer must have been a member in good standing of the Congregation for at least one year before being eligible as a candidate for Treasurer.

Section 2. - The Treasurer shall retain a CPA to carry out an annual examination of the Temple's books and records and prepare a report thereon. The Treasurer shall present this report to the Board of Directors at the first meeting after the start of the fiscal year (the September Board of Directors' Meeting).

#### Article XI Recording Secretary

Section 1. - The Recording Secretary shall keep a record book in which the Recording Secretary shall record the proceedings of all meetings of the membership and of the Board of Directors. The Recording Secretary shall read the Minutes of the previous meeting at the beginning of such meetings. A candidate for Recording Secretary must have been a member in good standing of the congregation for at least one year before being a candidate for recording secretary.

#### Article XII Board of Directors

Section 1. - The Board of Directors shall consist of the following people:

- (a) President
- (b) the two Vice Presidents

- (c) Treasurer
- (d) Recording Secretary
- (e) Twelve (12) members elected by the congregation as specified in Article VII, Section 3.
- (f) Six (6) members appointed by the President as specified in Article VII, Section 3.
- (g) all previous Presidents who are members in good standing of the congregation.

Section 2. - The Board of Directors shall elect its own Chairman and Vice Chairman at its first meeting after each election. The Chairman shall order the call of special meetings of the Membership or the Board of Directors as specified in Article VI, Section 3. The Chairman of the Board of Directors may, at his or her discretion, schedule a special meeting of the Board of Directors upon (5) days'

written notice detailing the subject matter. The business of such meetings must be limited to the issue or issues detailed in the written notice.

Section 3. - The Board of Directors shall have complete charge, control, and management of the property and administration of the affairs of the Temple; it can adopt and carry out all measures and procedures necessary to promote the welfare and interests thereof. The Board of Directors shall have power to buy, sell, or mortgage any personal property. The Board of Directors shall have the power to buy, sell, or mortgage any real property of the Temple only after the approval by a Membership Meeting called for this specific purpose. Approval of the Membership Meeting will be by a two-thirds vote of those members present and voting.

Section 4. - The Board of Directors shall hold meetings at least once every three months, as specified in Article VI, Section 2.

Section 5. - A quorum for the transaction of business at a meeting of the Board of Directors is five (5) members of the Board of Directors in good standing, as specified in Article VI, Section 5. A majority vote of those present and voting is required for passage of any item of business.

Section 6. - The Directors shall examine all bills and contracts over \$1,000 and order the payment thereof. Payment shall be made by a Temple check. The check must be signed by two (2) of the following six (6) officers:

- (a) President
- (b) First Vice President
- (c) Second Vice President
- (d) Chairman of the Board of Directors
- (e) Vice Chairman of the Board of Directors
- (f) Treasurer

Section 7. - Any elected or appointed board member who shall be absent from two (2) board meetings during the term of the board member, without good and sufficient reason, shall be subject to removal. Notice in advance of an absence shall be given to the President, and a valid reason for absence stated in order for the absence to be excused. Such board member, subject to removal, shall be given notice by certified mail, return receipt requested, that expulsion will be voted upon at the next board meeting.

Section 8. - A candidate for member of the Board of Directors (whether for election or appointment) must be a member in good standing of the congregation for at least one year before being eligible for a member of the Board of Directors.

### Article XIII Nomination and Elections and Terms of Office

Section 1. - There shall be a Nominating Committee of seven (7), three (3) of whom shall be appointed by the President and four (4) of whom shall be elected by the Board of Directors at its December meeting. The Nominating Committee shall choose its own chairman. The Nominating Committee shall present a list of all nominees to be elected at the March meeting of the Board of Directors. The Nominating Committee must obtain the consent of all potential nominees before putting the names on the list of nominees.

Section 2. - The President shall send to the members of the congregation notice of a special Membership Meeting to be held in March to receive the report of the Nominating Committee. A copy of the report of the Nominating Committee shall be part of that notice. At this special Membership Meeting, additional nominations may be made from the floor. Thereafter, no additional nominations shall be made. Before any person is nominated from the floor, that person must agree to be nominated.

Section 3. - As specified in Article VI, Section 1(a), the first Sunday in April will be the Membership Meeting at which elections will take place. A list of nominees presented by the nominating committee and a list of the nominees from the floor shall be enclosed with the notice of said meeting.

Section 4. - All of the officers and directors (except those appointed) shall be elected by a closed ballot by a majority of the ballots cast by the members of the congregation in good standing present and voting. Only paid-up members are eligible to vote. The President shall choose tellers and counters to count ballots at the time. The

newly elected officers shall begin to perform their duties from the first day of May following the elections.

Section 5. - No member shall be elected to the office of President who has not served as a member of the Board of Directors for one year.

Section 6. - No member shall be eligible for any elective or appointed office who has not been a member of this congregation in good standing for at least one year.

Section 7. - The President's term of office is two years; the terms of office of all Vice Presidents is two years; the term of office of the Treasurer is two years; the term of office of Recording Secretary is two years; all starting on 1 May and ending 31 April.

Section 8. - The appointed members of the Board of Directors have two-year terms coterminous with the President's term. The President shall appoint the "appointed" members of the Board of Directors during the month of April when he or she was elected.

Section 9. - The twelve (12) elected members of the Board of Directors shall serve for a period of three (3) years with overlapping years so that one-third, to wit: four (4) shall be elected every year for a three (3)- year term.

#### Article XIV

##### Selection of Rabbi and Cantor

Section 1. - The President shall appoint a Rabbi and/or Cantor Search Committee to locate a candidate for a new Rabbi and/or Cantor when required. When such a candidate is located, the President shall mail the curriculum vitae of said candidate and/or candidates to the congregation. The President will then send a notice of a special membership meeting for the express purpose of electing the Rabbi and/or Cantor. The notice shall state that the election will be by closed ballot. Said election shall be decided by a majority vote of the members present and voting.

Section 2. - The salary and other details of the Rabbi and/or Cantor's contract will be negotiated by the President and two members of the congregation approved by the Board of Directors. The Board of Directors shall approve the contract by a majority vote of the members present and voting.

Section 3. - The decision to renew or terminate the contracts of a Rabbi and/or Cantor will be made by a majority vote of the Board of Directors.

#### Article XV

##### Amendments

Section 1. - Any amendment or repeal of any part of the Constitution and Bylaws shall be submitted in writing, signed by at least ten (10) members in good standing, to

the Board of Directors. This amendment or repeal will be read by the President at the next regular or special Membership Meeting. No action will be taken at that meeting. The President will then call a special membership meeting to vote on the amendment or repeal. The notice thereof shall state the nature of the amendment or repeal. For the adoption of such amendment or repeal, the votes of two-thirds of the members present and voting shall be required.

Article XVI  
Miscellaneous

Section 1. - All procedural matters not covered herein shall be governed by Roberts Rules of Order (revised edition).

Amendment to Article II of the First Restatement  
of the Constitution and By Laws of Temple Beth Zion  
March 14, 2003

The Constitution is hereby amended by inserting the following language after Section 1 of Article II:

Section 2. - The Congregation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. - No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4. - Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.