

CONSTITUTION

OF

BETH ELOHIM

As Amended

05-15-2011

Georgetown, South Carolina

ARTICLE I: NAME

The name of this congregation shall be Beth Elohim of Georgetown.

ARTICLE II: PURPOSE

The purpose of this congregation shall be to establish and maintain a synagogue to further the cause, objectives and practice of Judaism within the framework of the Reform movement.

ARTICLE III: MEMBERSHIP

Section 1. Membership

Any person age 18 years or older, of the Jewish faith, shall be eligible for membership.

All applications for membership shall be submitted by the membership committee to the Board of Trustees (hereafter referred to as the "Board").

Resignations from the congregation shall be submitted in writing to the Board. Resignation or removal shall not relieve a member from payment of any obligations due the congregation.

Section 2. Classifications of Membership

There shall be two (2) classifications of Membership in Beth Elohim:

- A. Regular Membership: Consisting of individual(s) and their children, who are under the age of eighteen (18), or full time students.
- B. Associate Membership: anyone who is a current member in good standing of another Jewish congregation.

Section 3. Privileges of Membership

All memberships shall enjoy the following privileges:

- A. The right to attend all meetings of the congregation.
- B. The right to voice an opinion at all meetings of the congregation.
- C. The right to participate in all religious, educational, social, cultural, and other activities sponsored by the congregation, subject to reasonable rules and regulations as may be established by the Board.
- D. The right to enroll their children in any religious school operated by the congregation, subject to reasonable rules and regulations as may be established by the Board.

Section 4. Voting Privileges

A membership in good standing shall have one (1) vote. A membership in good standing is defined as one that is not delinquent in the payment of any dues, charges or

other assessments owed to the congregation and has paid at least its pro rata share of dues, charges or other assessments due and owing at the time a vote is taken or an election is held.

ARTICLE IV: FISCAL YEAR

The fiscal year of the congregation shall commence on July 1st of each year and shall end on June 30th of each year.

ARTICLE V: DUES

Section 1. Schedule of Dues

The Board shall determine the annual membership dues for each fiscal year at the first meeting of the Board immediately following the annual meeting of the congregation. The Board may establish reasonable categories of membership with different dues for each such category.

Section 2. Adjustment of Dues

In cases of hardship, membership dues may be reduced or waived by approval of the President, Vice President and Treasurer. Any such adjustments made shall be kept in the strictest confidence and shall not be discussed with or revealed to any other member of the congregation.

Section 3. Non-Payment of Dues and/or Assessments

Memberships that have not made their payments when due may be deprived of the rights and privileges of membership by the Board.

ARTICLE VI: PARLIAMENTARY PROCEDURE

In the absence of any other rule or regulation governing the procedure at congregational meetings or meetings of the Board, Robert's Rules of Order shall be followed.

ARTICLE VII: CONGREGATIONAL MEETINGS

Section 1. Annual Meeting

An annual meeting of the congregation shall be held during the month of May of each year, at such time, date and place as the Board may designate, and the agenda for the annual meeting shall include, among other things: specific topics to be discussed and all proposals or motions to be voted on; the financial condition of the congregation; and, all activities of the congregation and actions of the Board which have taken place during the preceding year.

Written notice of the annual meeting shall be given by the Secretary to all memberships of the congregation. This notice shall state the agenda for the meeting and describe all topics on which any vote is to be taken. This notice shall be sent not less than fifteen (15) days and not more than forty (40) days prior to said meeting. This notice may be included in any newsletter or bulletin published by the congregation. No business, except for the purposes stated in the notice shall be voted on at any annual meeting without the unanimous consent of all memberships present.

Section 2. Special Meetings

Special meetings of the congregation may be called by the President whenever it is deemed necessary. Special meetings may also be called at the written request of at least ten (10) memberships in good standing in the congregation, or at least four (4) members of the Board. In the event the President fails or refuses to call a special meeting within ten (10) days after a written request, any Board member may issue such call.

Notice of a special meeting shall be given at least fifteen (15) days prior to such meeting in the same manner as provided for annual meetings. This notice may be included in any newsletter or bulletin published by the congregation. No business, except for the purposes stated in the notice, shall be voted on at any special meeting without the unanimous consent of all members present.

Section 3. Quorum and Voting

A quorum shall be required at all meetings of the congregation, regular or special, at which any vote is taken on any proposal or motion. A quorum shall be present when at least thirty (30) percent of memberships that are entitled to vote are in attendance at any meeting.

Unless otherwise specified in the Constitution, all proposals or motions voted on at meetings shall be decided by a majority of those memberships in attendance and entitled to vote.

Section 4. Absentee Votes

A membership in good standing may vote by absentee ballot on any proposal or motion presented at any meeting of the congregation.

The ballot must be in writing or email, dated and signed by the membership voting and must briefly describe the proposal or motion being voted upon, and indicate how the membership votes. The identity of the membership voting by absentee ballot will not be revealed at the meeting, however, the Secretary will announce the number of such votes counted and will record that information in the minutes.

ARTICLE VIII: OFFICERS

Section 1. Titles

The officers of the congregation shall consist of the following: President, Vice President, Secretary and Treasurer, however the same person may hold the offices of Secretary and Treasurer.

Section 2. Election and Term

Officers shall be elected by a majority vote of memberships in good standing in person or by absentee ballot at the annual or a special meeting for a term of one (1) year. Officers shall be elected at the annual or special meeting. Two members of a membership may not hold office concurrently. All officers presently holding office shall continue to serve until the next election after the adoption of this Constitution.

Section 3. Vacancies

In the event of the death, resignation or incapacity of any officer, a successor shall be selected by the Board within ninety (90) days after the occurrence of said event at any meeting and the successor shall serve for the unexpired term of that office.

Section 4. Duties of Officers

1. President: Presides at all meetings of the congregation and the Board; appoints committees with the approval of the Board, all of which he/she is to act as ex-officio member; calls special meetings; signs all legal documents if approved by the Board; makes an annual report of the status of the congregation at the annual meeting; and, performs all other duties incident to the office.
2. Vice President: Aids the President in the administration and program activities and, in the absence of the President, assumes all of the duties and responsibilities. In the event of a vacancy of the office of the President, the Vice President automatically succeeds to the office of the President.
3. Treasurer: Is the custodian of all funds of the congregation; deposits all monies in the congregation's bank, as designated by the Board; is the disbursing agent of the congregation as authorized by the Board; prepares a report of the financial condition of the congregation at all meetings; signs all checks; prepares an annual report to the congregation on the status of the treasury at the annual meeting; and performs all other duties as the office requires. The Treasurer shall chair or serve on the Finance Committee.
4. Secretary: Takes and prepares minutes of all meetings; and performs other duties incident to the office as the President and Board recommend.
5. The Board may employ staff who will be responsible for all duties designated in their job description. This shall not be an elected position, shall not provide membership on the Board unless the staff member(s) is (are) a member of the congregation specifically elected to the Board, in which event staff member(s) shall be a voting member of the Board. If not elected, the staff member(s) shall attend Board meetings as an ex-officio member(s).

ARTICLE IX: BOARD

Section 1. Number and Term

The management and administration of the affairs of the congregation shall be vested in a Board of up to eleven (11) members. The Board shall be composed of the President, Vice President, Secretary, Treasurer, the immediate Past President of the congregation, and up to six (6) additional regular members in good standing, each of whom shall be elected for a term of two (2) years at an annual meeting of the congregation; two (2) of the members to be elected shall initially serve for a term of one (1) year and the remainder shall serve for an initial term of two (2) years, so that each year the congregation shall elect approximately one-half of the additional members to the Board.

All members of the Board shall be entitled to ONE vote.

The Board may also consist of one (1) representative from each auxiliary organization, each of whom shall be approved by the Board for one (1) year terms as ex-officio, non-voting members.

All members of the Board presently holding office shall continue to serve until the next election after the adoption of this Constitution, and, their successors shall be elected by the process described above.

Section 2. Duties of Board

In addition to any other duties and powers enumerated in the Constitution, it shall be the duty of the Board to:

Provide leadership and direction for the purposes and policies of the congregation, generally manage the affairs and business of the congregation, approve all usual and ordinary expenses of the congregation, approve all unusual and extraordinary expenses, make all reasonable rules and regulations, consistent with the Constitution, for all religious, educational, social, cultural, and other activities sponsored by the congregation. The Board may make such rules and regulations consistent with this Constitution, as it may deem advisable for the proper conduct of its meetings.

Section 3. Regular Meetings

The Board shall meet at least four (4) times each year.

Notice of all meetings shall be given by the Secretary in writing, by mail, e-mail or other form of communication to all members of the Board. This notice shall be sent at least ten (10) days prior to each regular meeting and shall state the time, date and place of the meeting.

Section 4. Special meetings

Special meetings of the Board may be called by the President whenever, in his/her discretion, it is deemed necessary. Special meetings must be called at the written request of three (3) members of the Board. Said request shall state the reason for and the purpose of the meeting. In the event the President fails or refuses to call a Special

meeting within ten (10) days after a written request has been made, any other officer may issue such call.

Except in cases of an emergency, notice of a special meeting shall be given by the Secretary, orally, by e-mail, or in writing, to all members of the Board at least three (3) days prior to the date of the meeting. The notice shall state the time, date and place of the meeting, and a copy of the request, if any, shall accompany the notice.

Section 5. Attendance

All members must attend at least fifty percent (50%) of all regular meetings to remain on the Board. Those members who fail to attend at least fifty percent (50%) of all regular meetings shall be replaced for the remainder of their unexpired term.

Section 6. Vacancies

In the event of the death, resignation, incapacity, or replacement of a member of the Board, a successor shall, be selected within ninety (90) days after the occurrence of said event, by the Board at any of its regular or special meetings to fill the unexpired term of that member.

Section 7. Quorum and Voting

At all regular and special meetings of the Board, a quorum for the transaction of business shall consist of at least five (5) board members present. No vote on any issue shall be taken unless a quorum is present.

Unless otherwise specified in the Constitution, all proposals or motions voted on at all meetings of the Board shall be decided by a majority of those board members in attendance.

ARTICLE X: NOMINATIONS

1. Nominations of officers and directors shall be made by a Nominating Committee appointed by the President with the approval of the Board. The Nominating Committee shall consist of three (3) individuals.
2. The slate of nominees selected by the Nominating Committee shall be reported to the Board at a duly constituted meeting of the Board prior to the date of the annual meeting, and shall be mailed to the congregation at least fourteen (14) days prior to the general election.
3. Additional nominations for any elective office may be made from the floor by any member of the congregation at the general election provided the consent of the nominee has been secured.
4. All contested elections shall be by secret ballot.

ARTICLE XI: PROPERTY

All property and assets of the congregation real, personal or mixed, tangible or intangible shall be acquired and held in the corporate name of the congregation. The

acquisition, sale or pledging as security of any personal or real property not budgeted for must be approved by a 2/3rd vote of the congregation.

ARTICLE XII: AUXILIARY ORGANIZATIONS

The congregation shall have such auxiliary organizations as shall from time to time be authorized and approved by the Board.

The activities of any auxiliary organization shall always be conducted in a manner that will advance the purposes and best interests of the congregation.

The by-laws, rules and regulations of all auxiliary organization shall be consistent with this Constitution, and any and all by-laws adopted by the congregation.

ARTICLE XIII: COMMITTEES

Section 1. Standing Committees

Immediately after election, the President shall appoint a chair and members of the Standing Committees who shall serve for a term of one (1) year.

The Standing Committees of the congregation and their duties are as follows:

- A. Finance: Makes periodic reviews of the financial condition of the congregation and shall report its findings to the Board and to the congregation at its annual meeting. The committee may also propose and manage any and all fund-raising projects for the congregation. The Treasurer shall be chair.
- B. Ritual: Oversees all religious services and holidays observed by the congregation. This committee may also propose, for adoption by the Board, reasonable rules and regulations to be followed at all religious services and holidays.
- C. Membership: Shall be responsible for welcoming visitors to all activities and functions operated or observed by the congregation, and, it shall assist in soliciting new members for the congregation.
- D. Building and Maintenance: Shall be responsible for helping to maintain the building and all other property belonging to the congregation and it shall help keep the same in a good state of repair at all times. This committee shall be authorized to expend up to \$100.00, at any one time, for the maintenance or repair of congregational property without the approval of the Board.
- E. Burial and Cemetery: Shall be responsible for assisting with funerals of deceased members of the congregation. This committee shall also be responsible for helping to maintain any cemetery owned or acquired.

Section 2. Special Committees

The President may appoint such other special committees deemed necessary and proper for the proper administration of the congregation and/or to advance the purposes

of the congregation. These committees shall cease to exist after their purpose has been completed.

ARTICLE XIV: BY-LAWS

The memberships of the congregation or the Board may adopt such rules and regulations that are consistent with this Constitution as they deem necessary and proper for the conduct, business and the general welfare of the congregation. All such rules and regulations shall be adopted by a majority vote of memberships in good standing entitled to vote at any meeting of the congregation or the Board. All such rules and regulations adopted shall be in writing and shall be designated "by-laws" and be attached to a copy of this Constitution.

A copy of the by-laws shall be kept and maintained by the President and a copy shall always be available at the synagogue for inspection or review at any time by any member of the congregation.

ARTICLE XV: AMENDMENT

Section 1. Procedure

This Constitution, or any part thereof, shall be amended only in the following fashion:

- A. A proposal to amend this Constitution shall be submitted to the Board in writing and signed by not less than ten (10) memberships in good standing.
- B. A proposal to amend shall be considered and discussed at the next regular or special meeting of the Board. At such meeting, the Board, at its option, may recommend adoption or rejection of the proposal by the congregation
- C. Not more than ninety (90) days after consideration of a proposed amendment by the Board, a meeting of the congregation shall be called to consider and vote on the proposal. Notice of said meeting shall be sent to all memberships by the Secretary not less than thirty (30) days prior to the meeting. A description of the proposed amendment shall be included in said notice.
- D. A proposed amendment may only be adopted by a two-thirds (2/3) affirmative vote of all regular memberships in good standing in attendance at the meeting.
- E. Article II may only be amended by a three-fourths (3/4) affirmative vote of all regular memberships in good standing.

Section 2. Rejection

Any amendment which is rejected by the congregation may not be resubmitted for consideration until at least twelve (12) months have elapsed after the date said amendment was rejected.

Section 3. Record of Amendment

A memorandum of any amendment passed by the congregation shall be drafted within fifteen (15) days after approval and the same shall be certified by the President and

Secretary as a true and correct record of said amendment, which shall thereafter be affixed to this Constitution. A copy of said amendment shall thereafter be sent by the Secretary to each membership of the congregation within (30) thirty days after said amendment has been adopted.

ARTICLE XVI: IMPLEMENTATION REPEAL OF PRIOR CONSTITUTIONS

The President and/or the Board shall, upon adoption of this Constitution, take all necessary and proper steps to implement the provisions of the same.

All prior constitutions of the congregation shall be considered null and void and of no effect whatsoever upon the adoption of this Constitution.

ARTICLE XVII: DISSOLUTION OR MERGER

Upon vote or petition of more than seventy five percent (75%) of its membership; or in the event of the dissolution or merger of the synagogue, no officer, director, employees, or representative of the synagogue shall be entitled to any distribution or division of its remaining property, assets, or proceeds. The balance of all money and other assets or property owned, held, or received by the congregation from any source, after the payment of all debts and obligations of the congregation, shall be used exclusively for exempt purposes within the intention and purpose of the IRS code as it now exists or may be amended from time to time, or it shall be distributed to an organization or organizations exempt under said section of the IRS code. Moreover, any such use or distribution of the money or property of the synagogue shall be in accord with the synagogue's purpose as set forth above, and, to the extent possible, shall promote similar or related purposes.

ARTICLE XVIII: INDEMNIFICATION

A fidelity bond, the cost of which shall be borne by the congregation, shall cover the Board of Trustees, officers and staff.

Adopted by the congregation on February 29th 2004