

TEMPLE SHALOM

8401 GRUBB ROAD

CHEVY CHASE, MARYLAND 20815

(301) 587-2273

CONSTITUTION

AS AMENDED JUNE 4, 1996

TEMPLE SHALOM
CONSTITUTION
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TEMPLE SHALOM

CONSTITUTION

ARTICLE 1

NAME AND LOCATION

The official name of the Congregation shall be **Temple Shalom**. It is located at 8401 Grubb Road, Chevy Chase, Maryland 20815.

ARTICLE II

PURPOSES AND PRACTICES

Section 1. The purpose of the Congregation shall be to worship God in the faith of Judaism: to cultivate and teach love, understanding and practice of the Jewish faith and heritage; and to do any and all other things necessary to the accomplishment of these purposes.

Section 2. The Congregation shall follow the forms, principles, practices and usages of Reform Judaism in achieving the foregoing purposes and, to this end, shall affiliate itself with the **Union of American Hebrew Congregations (UAHC)**.

ARTICLE III

MEMBERSHIP

Section 1. Any person of the Jewish Faith either by birth or by choice, according to Reform Jewish rabbinic criteria, may be elected to membership in the Congregation on approval of the person's application by the Board of Trustees.

Section 2. The membership unit shall be an individual or a group of individuals residing in the same household declaring themselves to be a family unit. In the case of a family unit, all members of the family unit over the age of eighteen (18) shall each have one vote where a member is entitled to vote. Non-Jewish spouses and non-Jewish children shall be considered members of the family unit. They shall have all rights enunciated in Article I, Section 6, paragraph A, B, & C of the By-Laws.

Section 3. In the event of the death or divorce of a member, the spouse may continue to be a member if the spouse so desires, subject to the limitations provided for in Section 2 above.

Section 4. Each membership unit shall pay such annual dues, fees, assessments and other charges for the maintenance and support of the Congregation, and for the erection or acquisition of suitable facilities, as may be established by the Board of Trustees under this Constitution and the By-Laws.

Section 5. No individual shall be deprived of any rights and privileges of membership solely by reason of financial inability, however, a member may be suspended or limited in rights of membership, or the membership shall be terminated, by the Board of Trustees, in accordance

with the provisions of the By-Laws, for failure to pay dues, fees assessments or other charges or obligations, or for conduct unbecoming a member.

ARTICLE IV

OFFICERS

Section 1. The officers of the Congregation shall consist of a President, an Executive Vice-President, one or more Vice-Presidents, a Secretary, a Treasurer, a Financial Secretary and such other officers as the By-Laws may provide. The Officers shall be elected for one-year terms at each annual meeting of the Congregation from among the members of the Congregation entitled to vote and shall serve immediately upon their election until their successors are duly elected. No member of the Congregation shall be elected to the same office for more than five (5) consecutive one – year terms. A partial year term shall count as one – year. Each numbered vice president shall be treated as a different office.

Section 2. The officers shall perform such duties as are prescribed in the By-Laws.

Section 3. For purposes of determining the order in which officers will act as President, in the case of the absence, resignation, or disability of the incumbent, the order of rank of the various officers of the Congregation shall be:

- A. Executive Vice-President

- B. Vice-Presidents in numerical order starting with 1st Vice-President.
- C. Treasurer
- D. Financial Secretary
- E. Secretary

ARTICLE V

BOARD OF TRUSTEES

Section 1. The Board of Trustees shall consist of fifteen (15) trustees elected from among the members of the Congregation entitled to vote. Five (5) trustees shall be elected at each annual meeting of the Congregation to serve for a term of three (3) years, except that where any trustee has not completed a term to which the trustee was elected, the Congregation shall also elect at the annual meeting a trustee to serve for the balance of such unexpired term. In addition to the fifteen (15) voting trustees the Officers of the Congregation and the respective presidents of the Sisterhood, Brotherhood and Senior Youth Group (provided they are members of the Congregation entitled to vote) shall be ex-officio voting members of the Board of Trustees. The Chairpersons of the standing committees who are not otherwise members or ex-officio voting members of the Board of Trustees, the Rabbis, Executive Director and Director of Education shall also be ex-officio members of the Board of Trustees without the right to vote. Past Presidents of the Congregation shall be ex-officio voting members of the Board of Trustees for three (3) years following expiration of their term of office. Thereafter they shall be honorary non-voting members of the Board

of Trustees. Members of the Congregation serving on the Board of Trustees of the Union of American Hebrew Congregations or the Mid-Atlantic Regional Council, who are not otherwise Trustees, shall be ex-officio members of the Board of Trustees for the Congregation without the right to vote. The Board of Trustees may also, from time to time, elect other non-voting honorary trustees whose experience and counsel the Board believes will be of value in the conduct of the affairs of the Congregation. No trustee elected by the members of the Congregation shall be elected for more than nine (9) consecutive years.

Section 2. The Secretary shall have the possession of securities, valuable papers and books of the Congregation, custody of which may from time to time be entrusted to the other officers in the performance of their duties.

Section 3. Except as otherwise provided in this Constitution or the By-Laws, the Board of Trustees shall manage the affairs of the Congregation and shall have full power and authority to establish necessary policies, rules, regulation and procedures for the discharge of its functions and conduct of its operation. Upon request of the President it may delegate such of its functions as it may specify to an Executive Committee composed of the Officers of the Congregation.

Section 4. In the performance of its duties the authority of the Board of Trustees shall include, among other things, the power to:

- a. Consider and approve or disapprove applications for membership in the Congregation; suspend, terminate or limit the rights of

membership or establish appropriate classifications thereof, as provided in the Constitution or By-Laws.

- b. Terminate the membership of any member of the Congregation for conduct unbecoming a member, provided two-thirds of the entire Board of Trustees votes for removal.
- c. Determine all dues, fees, assessments and other charges, as provided in the By-Laws.
- d. Adjust the whole or any portion of such dues, fees, assessments, and other charges where warranted in its judgment due to financial hardship or other compelling circumstances. This authority may be delegated to the Financial Secretary.
- e. Engage all employees of the Congregation and determine the duties, compensation and duration of employment of such employees. The Board may make specific delegation of this authority to the relevant committee chairperson or officers of the Congregation. Engagement of Rabbis and provisions applicable to such engagements shall be controlled by Article VI of this Constitution.
- f. Approve and recommend a budget, to be submitted to the Congregation, of the anticipated income and expenditures for the succeeding fiscal year; make such changes in the budget as may be required from time to time; and authorize expenditures pursuant to the budget in accordance with the By-Laws. The budget must be approved by a majority of the member present and entitled to vote at the annual meeting of the Congregation.

- g. Authorize the creation of auxiliary organizations of the Congregation and ensure that they shall be in keeping with the purposes of the Congregation.
- h. Purchase, sell, mortgage or lease real estate, subject to approval of the Congregation, except that such approval shall not be required for leases not exceeding two years.
- i. Fill all vacancies among any of the officers or the elected trustees until the next annual meeting upon nomination by the President.
- j. Perform such other functions as may be necessary and proper in its judgment to promote the welfare of the Congregation.

Section 5. Any Officer or voting member of the Board of Trustees who fails to attend four (4) regular meetings of the Board may be removed from the Board and/or from office if such absences occur within a period of eighteen (18) months.

Section 6. The officers of the Congregation, as established by Article IV, shall together constitute the Executive Committee, and shall have the powers and duties as indicated in Article IV of the By-Laws. The immediate Past President, Senior Rabbi and Executive Director shall serve as ex-officio members, without a vote.

ARTICLE VI

RABBIS

Section 1. The Rabbis shall be the religious leaders of the Congregation, and shall be honorary members of the Congregation. The Rabbi's' spouses and dependent children shall also be honorary members.

Section 2. The Rabbis shall perform all duties incumbent upon the office and in accordance with such resolutions as may be adopted by the Board of Trustees.

Section 3. The Rabbis shall each be selected by a two-thirds vote of the voting members of the Board of Trustees. The Board of Trustees shall, by a majority vote, also determine the terms and conditions under which the services of the Rabbis shall be continued, retained or renewed provided that after a Rabbi has served five (5) years, any such determination shall be subject to approval by a majority vote of the members of the Congregation present and entitled to vote at a meeting called for this purpose upon twenty (20) days notice of the meeting, and provided further that a term of office for a Rabbi, in excess of two (2) years shall be subject to approval by the Congregation.

Section 4. The services of a Rabbi may be terminated during a term of office by a two-thirds vote of the voting members of the Board of Trustees and by a majority vote of the membership of the Congregation present at a meeting called for this purpose, upon thirty (30) days notice of the meeting.

ARTICLE VII

COMMITTEES

Section 1. There shall be such standing committees as are provided by the By-Laws or established by the Board of Trustees and such ad hoc committees as shall from time to time be created by the President and approved by the Board of Trustees.

Section 2. Except as to the Nominating Committee and the Budget Committee, which shall be governed by the applicable provisions of the By-Laws, the Chairperson of each committee shall be appointed by the President, and each chairperson shall, with the approval of the President, appoint an appropriate number of committee members to serve on such committee.

Section 3. The actions of all committees, except the Nominating Committee, shall be subject to the direction and review of the President and shall be consistent with the policies established by the Board of Trustees.

ARTICLE VIII

CONGREGATIONAL MEETINGS

Section 1. The Annual Meeting of the Congregation shall be held in the month of June, at such time as the President shall designate. At such meeting, annual reports shall be submitted, or may be mailed to the members in advance thereof, by the President, the Treasurer and the Rabbis, and by such other parties as the President deems appropriate; officers and trustees shall be elected; the budget shall be presented for adoption; and such other matters shall be brought before the Congregation as the President deems appropriate. Written notice of such meeting including a copy of the agenda and the proposed budget shall be mailed to all members entitled to vote not less than twenty (20) days prior to the holding thereof.

Section 2. Special meetings of the Congregation may be called by the President at any time, or shall be called by the President when requested by resolution of the Board of Trustees, or upon written application of at least

ten (10) percent of the members of the Congregation entitled to vote. The call for a special meeting shall set forth the purpose of the meeting and written notice thereof shall be mailed to members entitled to vote at least fifteen (15) days prior to the time of such meeting, except that a meeting called under other provisions of this Constitution of the By-Laws of the Congregation shall have the notice allowed thereby.

Section 3. Fifty (50) members of the Congregation entitled to vote shall constitute a quorum.

ARTICLE IX

NOMINATIONS

Nominations for officers and trustees shall be made in the manner provided in the By-Laws.

ARTICLE X

BY-LAWS

The Congregation may adopt or ratify By-Laws necessary and proper to the implementation of the Constitution.

ARTICLE XI

VOTING

All rights to vote shall be personal and cannot be delegated. Proxies shall not be permitted. The Board of Trustees shall have the right to direct that any vote of the Congregation or the Board shall be by written ballot.

ARTICLE XII

AMENDMENT

Amendments to the Constitution shall be proposed in writing by the Board of Trustees or by at least fifty (50) members of the Congregation entitled to vote, and shall be filed with the Secretary. Such amendments shall be acted upon at the next annual meeting of the Congregation or at a special meeting called for that purpose. Copies of the proposed amendment shall be mailed with the notice of the meeting to each membership unit entitled to vote. An affirmative vote of two-thirds of the members present and entitled to vote shall be necessary to adopt any amendment.

ARTICLE XIII

MISCELLANEOUS

Section 1. Unless otherwise specifically provided, all references to action taken by the Board of Trustees shall be by majority vote of those present and entitled to vote at a duly called regular or special meeting.

Section 2. The rules of procedure for all meetings of the Board of Trustees and the Congregation shall be determined by Robert's Rules of Order, latest edition.

Section 3. In the event of dissolution of Temple Shalom, all its assets shall be donated to such religious organizations as shall be designated by the Board of Trustees, and under no circumstances shall such assets revert in whole or in part to members of the Congregation. This provision of the Constitution may not be revoked by amendment.

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- h. Purchase, sell, mortgage or lease real estate, subject to approval of the Congregation, except that such approval shall not be required for leases not exceeding two years.
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Section 1. There shall be such standing committees as are provided by the By-Laws or established by the Board of Trustees and such ad hoc committees as shall from time to time be created by the President and approved by the Board of Trustees.

Section 2. Except as to the Nominating Committee and the Budget Committee, which shall be governed by the applicable provisions of the By-Laws, the Chairperson of each committee shall be appointed by the President, and each chairperson shall, with the approval of the President, appoint an appropriate number of committee members to serve on such committee.

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Section 3. In the event of dissolution of Temple Shalom, all its assets shall be donated to such religious organizations as shall be designated by the Board of Trustees, and under no circumstances shall such assets revert in whole or in part to members of the Congregation. This provision of the Constitution may not be revoked by amendment.