

Combination of all changes and consolidation of prior amendments

Version history

Ver 4

AMENDED AND RESTATED  
CONSTITUTION AND BY-LAWS

Note: The constitution as approved by the Congregation contains two numbering errors:  
Article II - Membership, Section 4 -- Fiscal Year, Membership in Good Standing and Finances paragraphs D & E are combined. References to paragraph E should refer to paragraph D.  
Article IV, Directors. The number 1 is missing before the first paragraphs: Members.

Of

CONGREGATION OHR TORAH OF WEST ORANGE

Originally Adopted May 1995

Amended & Adopted \_May 1999

Amended & Adopted: June 2007

All Versions of the "AMENDED AND RESTATED CONSTITUTION AND BY-LAWS of  
CONGREGATION OHR TORAH OF WEST ORANGE" dated before the most recent date above  
shall have no legal status.

## PREAMBLE

CONGREGATION OHR TORAH OF WEST ORANGE, INC. (hereafter referred to as "the Congregation") is a non-profit corporation organized under Title 15A of New Jersey Statutes.

The Congregation is and always shall be an Orthodox Congregation which is defined as one keeping and observing the dictates of the Torah, written and oral, as codified in the Shulchan Aruch.

## ARTICLE I

### GENERAL

1. **Name.** The congregation shall be named Congregation Ohr Torah of West Orange, Inc.

2. **Official Address.** The official address and principal office of the Congregation is 270 Pleasant Valley Way, West Orange, NJ 07052.

3. **Objectives.** The objectives of the Congregation are: to establish and maintain a place of Orthodox Jewish worship in the Ashkenazic ritual and educational and social facilities, and to conduct religious services therein in the Ashkenazic ritual; to advocate the principles and laws of Orthodox Judaism; to maintain and enhance the strength of the Jewish family; to promote brotherhood and friendship; and to assist the Jewish people and the general community as is befitting an Orthodox Jewish congregation.

4. **Records.** All records of the Congregation shall be kept at the principal office of the Congregation or at such other location or locations as the President or Treasurer may from time to time designate.

## ARTICLE II

### MEMBERSHIP

1. **Membership.**

A. Any male or female Jew (as defined by Halacha) shall be eligible for membership in the Congregation.

B. The Board of Directors of the Congregation shall have the right to establish categories of membership (such as individual membership or family membership) for the purposes of setting dues, or defining rights or obligations, of membership.

C. An applicant for membership must submit to the Congregation a completed membership application form. The application shall be referred to the Membership Committee which shall consider the application, interview the applicant if deemed necessary, and report to the Board of Directors with respect to the application. The Board of Directors shall determine the disposition of any membership application presented for consideration.

2. Rights and Obligations.

A. Each adult member (excluding any adult child living in his or her parents' residence), male or female, with a family membership in good standing shall have one vote at all membership meetings, with a maximum of two (2) votes per family.

B. Each adult member, male or female, in good standing has an equal right to be a candidate for membership on the Board of Directors and as an officer, except as defined in Article III Section 2.

C. Each member in good standing has the right to use the facilities of the Congregation in accordance with the rules established by the Board of Directors (including rules relating to Kashrus and other religious observances or practices).

D. Each member has the duty to work to the best of his or her ability for the good and welfare of the Congregation, to obey its rules and policies, to pay all obligations when due, to attend meetings, and to serve on committees when appointed thereto.

E. Though recognizing the obligation of the Congregation to minister to the community at large, it is nevertheless recognized that membership in the corporate body of the Congregation is a privilege with responsibilities as well as rights. The Board of Directors reserves the right to set rules for membership and to accept, reject or suspend individuals from voice and vote, or from any and all privileges of membership, for any valid reason including, without limitation, the reasons set forth in the second sentence of Paragraph 4E of this Article II. Rejection or suspension of a member requires the affirmative vote of at least two thirds (2/3) of the members of the Board of Directors.

3. Meetings.

A. Membership meetings shall be held at the location of the Congregation unless otherwise stated in the notice of meeting. Meetings shall be presided over by the President or by the other Officers of the Congregation in the order listed in Article III. There shall be two kinds of membership meetings: regular meetings and special meetings.

B. There shall be two (2) regular membership meetings each year. One meeting to be held in May and the other in November.

C. The membership shall approve the annual budget and conduct election of officers and directors at its May meeting. The November meeting shall include an interim report of the general affairs and fiscal status of the Congregation.

D. Special meetings of the membership shall be called when necessary or appropriate to resolve important questions affecting the Congregation. Special meetings may be called by the Board of Directors, by the President, or by delivery of a petition, signed by at least one member in good standing from each of ten (10) different member families, to any officer, who upon receipt of same shall promptly notify the President and the Secretary. The petition shall specify the reasons for the special meeting.

E. Membership meetings (regular and special) shall be held on notice, mailed by the Secretary as promptly as required or appropriate, of not less than ten (10) nor more than forty-five (45) days from the date of mailing of the notice. Only the matter or matters specified in the notice of the membership meeting, or matters directly related thereto, may be voted upon at that meeting.

F. A quorum for a membership meeting shall be fifteen percent (15%) of the total membership in good standing.

G. Except as provided elsewhere in this constitution, a majority vote of those present and voting shall be sufficient for passage of any matter. By the determination of the presiding officer of the meeting, or upon the request of three (3) members present at the meeting, the vote on a question before said meeting shall be taken by secret ballot.

4. Fiscal Year, Membership in Good Standing and Finances.

A. The fiscal year of the Congregation shall be from June 1 to May 31.

B. The dues for members shall be in accordance with rates adopted by the Board of Directors.

C. Subject to paragraph D of this Section 4, dues and assessments are due and payable in full at the commencement of each fiscal year.

D. Upon written determination of the Executive Committee or the President filed with the Treasurer, the Executive Committee or the President, as the case may be, may exempt any member from any or all dues, assessments or other fees due to the Congregation, or may arrange for installment payments. to be made by any member.

A member shall be considered in arrears of dues or any other financial obligations to the Congregation if that member has not paid outstanding debts and obligations as of January 1 of the current fiscal year. Any member who is in arrears of dues or any other financial obligation to the Congregation for more than three (3) months after January 1 of the fiscal year in which the dues or financial obligation were to have been paid, shall be reported by the Financial Secretary or the Treasurer to the Executive Committee. The Executive Committee may recommend to the Board of Directors the suspension of said member from good standing. Any member who is suspended by the Board of Directors shall be deprived of all benefits of membership unless and until reinstated. Notice of immediate suspension, or suspension after the expiration of a grace period, shall be mailed by the Secretary to the last known address of the member by registered or certified mail. Upon the effective date specified in the notice, the member shall no longer be in good standing and shall no longer be entitled to any rights or privileges of membership. (Amended 6/23/03)

F. A member who is suspended by the Board of Directors, pursuant to paragraph 4E above, may be reinstated upon payment of all amounts due and owing to the Congregation. A member who has been suspended for a period of two (2) years or more may be reinstated only after said member reapplies for membership in the Congregation and said member pays all amounts due and owing to the Congregation.

G. The Congregation shall not incur any debt or enter into any contract except through the acts of its authorized officers .No committee shall exceed its budget allocation or enter into contracts without prior authorization of the Board of Directors. However, the President may, without the specific authorization or approval of the Board of Directors, authorize the entering into of contracts or the payment of funds with respect to routine operations (such as snow plowing or facilities maintenance), emergencies, and contracts involving sums of \$750 or less.

H. All checks of the Congregation shall be signed by either the President or the Treasurer.

### ARTICLE III

#### Officers

1. Business of the Congregation. Except as otherwise provided herein, the business of the Congregation shall be executed by the officers of the Congregation under the direction of the Board of Directors.

2. Officers. The officers of the Congregation shall be elected by the membership from the male and female members in good standing and shall include the following: President, First Vice President, one or more Vice Presidents, Treasurer, Financial Secretary and Secretary. In accordance with Orthodox tradition, the positions of President and First Vice President shall only be filled by male members of the Congregation.

3. Term of Office. The term of office of each officer shall be from June 1 through May 31. Each officer shall be elected for a three (3) year term.

4. Limitation on Office. No person may hold more than one office at the same time. No person shall occupy the office of the Presidency for more than two (2) consecutive three (3) year terms, except that a President who begins serving as such during the middle of a term may hold the same position for a maximum of seven (7) consecutive years. No person shall occupy any other office for more than three (3) consecutive three (3) year terms, except that an officer who begins serving as such during the middle of a term may hold the same position for a maximum of ten (10) consecutive years.

5. President. The President shall preside at membership meetings. In the event of a tie vote, the President shall decide the outcome. The President shall appoint all committees except as provided elsewhere in this constitution. Members of such committees shall serve at the discretion and at the behest of the President. He shall generally supervise all of the employees of the Congregation. He shall appoint from two to five gabbaim who shall, in consultation with the Rabbi and the President, and/or Ritual Committee be responsible for the conduct of religious worship.

6. Vice Presidents. Each Vice President shall assist the President in the performance of his duties. In the temporary absence of the President, the First Vice President shall act as President. In the event of a vacancy in the Presidency, the First Vice President shall become President for the balance of the President's unexpired term. In the event that both the office of President and First Vice President are vacant, a Special Membership Meeting shall be held to elect a President and First Vice President.

7. Treasurer. The Treasurer shall make financial reports to the members and to the Board of Directors, and shall arrange for the filing of appropriate tax returns if required. The Treasurer shall bear the responsibility for expeditiously depositing all receipts of the Congregation into its accounts.

8. Financial Secretary. The Financial Secretary shall act on financial matters in the absence of the Treasurer. The Financial Secretary or the Treasurer shall directly supervise the bookkeeper, allocate funds in accordance with the budgeted expenses of the Congregation, supervise the members' accounts and advise the Executive Committee of persons who are delinquent in their financial obligations to the Congregation.

9. Secretary. The Secretary shall keep the official minutes of business transacted at all meetings. The Secretary shall prepare copies of the minutes of meetings of the Board of Directors for circulation to all members of the Board of Directors, mail or e-mail all notices of meetings to the membership or directors, as the case may be, mail or e-mail all notices of suspension or removal from membership, supervise all votes at all meetings other than the election of officers, and arrange for the safekeeping of the seal, minute books, certificate of incorporation, deeds, and other official records of the Congregation.

10. Executive Committee. The Executive Committee shall consist of the President, each Vice President, the Treasurer, the Financial Secretary, the Secretary, the president emeritus, and the Chairman and the Vice Chairman of the Board of Directors (to the extent such office then exists) and the President of the Sisterhood and Men's Club (to the extent that such an organization exists and pursuant to Article IV, Section 1A). The Executive Committee shall plan meetings and carry out the objectives of the Congregation. Except to the extent authorized by any provision herein or the Board of Directors, the Executive Committee shall have no power beyond that inherent in each of their respective offices. (Amended 6/23/03)

11. Execution of Documents. The President and Secretary shall sign all Congregational documents, resolutions and the like, as authorized by the Board of Directors.

12. Removal from Office; Vacancy.

A. Any officer of the Congregation who fails to carry out the directions of the Board of Directors or the membership willfully or because of physical or mental disability shall be subject to removal from office at a special meeting of the Board of Directors called for the purpose of considering such removal. An affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors shall be necessary to remove an officer.

B. The Board of Directors may fill any vacancy for the unexpired portion of an officer's term.

## ARTICLE IV

### Directors

Members. The Board of Directors shall consist of the officers at least 8 and no more than twelve (12) additional directors (including the Sisterhood and Men's Club), and the President Emeritus. The President Emeritus is the immediate serving past president. The Sisterhood and Men's Club shall be recognized as an autonomous organization of the Congregation provided that it has: a Constitution, Officers, an independent budget and a charter on how it will benefit the shul and its membership. Upon ratification (vote) by the Board of Directors, the President of the Sisterhood and Men's Club shall be considered an ex officio member of the Board of Directors entitled to one vote. Other officers of these organizations shall not vote at any regular or special Board meetings in the absence of, or in place of the president(s). Their positions on the synagogue Board of Directors are due solely to their positions as President of the Sisterhood and Men's Club and shall expire concurrently with their terms as President in their respective organizations. They shall be bound by the requirements and duties of members of the Board. (Amended 6/23/03)

2. Term of Office.

A. The term of office for a Director (other than the President Emeritus) shall be from June 1 through May 31. Each Director shall be elected for a three year term. Directors shall hold office until their successors have been duly installed. At each succeeding membership meeting, the successors of the Directors whose term expires at



that meeting shall be elected to hold office for a term expiring at the May membership meeting held in the third year following the year of their election and until their successors are installed.

Once a year, the secretary shall report to the board the date of installation and term expiration date of each director.

B. Notwithstanding the immediately preceding paragraph A, the term of any Director who serves as such, solely due to his status as an officer, (as provided by Section 1 of this Article IV), shall run and shall expire concurrently with his term as an officer. Spouses shall not both be on the board (or be ex officio members of the board) simultaneously. If the spouse of the president of the Sisterhood or Men's Club has been elected as a member of the board of directors, the first eligible officer in their respective line of secession according to their respective constitution shall serve as a member of the board in place of the president of said organization.

3. Officers of the Board. At the regular meeting of the Board of Directors held each June, the Board of Directors may elect a Chairman and Vice Chairman of the Board from among its members. The President or the Chairman of the Board of Directors (if elected), shall preside at all meetings of the Board of Directors and shall serve on the Executive Committee. The Vice Chairman of the Board of Directors shall serve as Chairman in the Chairman's absence and shall serve on the Executive Committee. The Board of Directors may fill any vacancy for the unexpired portion of a Director's term and may fill any Board seat that has heretofore been unoccupied.

4. Duties. The Board of Directors shall perform such duties as are imposed upon it by the laws of the State of New Jersey and the United States. Any Officer or Director who fails to attend three consecutive Board meetings or four Board meetings in any twelve-month period, shall be deemed to have resigned as an Officer or Director of the Congregation, unless, at the next regularly scheduled Board of Directors meeting immediately following the last such absence, the Officer and/or Director provides due cause for such absences and at which time this provision is waived by a majority vote of the members present.

5. Meetings. There shall be two kinds of meetings of the Board of Directors: regular and special. Meetings shall be held at the location of the Congregation unless otherwise stated in the notice of meeting.

A. Regular Meetings

When Held. Regular meetings shall be held each month at such time as may be established by the Board of Directors.

Notice. Notice of regular meetings of the Board of Directors shall be sent by the Secretary not less than seven days prior to the scheduled date for the meeting, and shall include an agenda and minutes of the preceding meetings. To the extent practicable, committee reports shall be furnished to the Secretary and mailed/e-mailed by the Secretary together with the notice of the meeting.

Regular board meetings shall be open to the membership.

B. Special Meetings.

When Held. Special meetings of the Board of Directors may be called by delivery of a petition signed by any two officers or by any three members of the Board of Directors. Such petition shall be delivered to the Secretary and either the President or the Chairman of the Board of Directors. The petition shall specify the reasons for the special meeting.

Notice. Notice of a special meeting of the Board of Directors shall be mailed/e-mailed by the Secretary as promptly as possible to all officers and members of the Board, not later than five days prior to the meeting. Only the matter or matters specified in the notice may be acted upon at that special meeting.

Special meetings shall be open to the membership unless the board votes to close the meeting.

6. Quorum. A quorum for a meeting of the Board of Directors shall consist of not less than six (6) members of the Board, at least two of whom shall be officers.

7. Voting. A majority vote of those present and voting shall be sufficient for passage of any matter by the Board of Directors. At the determination of the Chairman of the meeting or upon the request of any three members, the vote on any question before the Board of Directors shall be by secret ballot.

8. Physical Changes to the Premises. Any physical changes to the exterior of the building or the interior of the premises occupied by Ohr Torah requiring governmental approval and/or permit requires the affirmative vote of at least two-thirds of the Board of Directors.

## ARTICLE V

### Committees

1. Appointment. All committee members shall be appointed and announced each year by the President and shall serve at the discretion of the President until the 31<sup>st</sup> of May following their appointment.

2. Membership. All committees shall be chaired or co-chaired by an officer or member of the Board of Directors, or a member of the Congregation duly appointed by the President. At least one officer shall be appointed to each committee. The provisions of Article V shall not apply with respect to the Nominating Committee, Rabbi Search Committee and Rabbi Contract Renewal Committee hereinafter established.

3. Meetings. Committees shall meet at regular intervals and report their activities, recommendations and findings to the Board of Directors and the Executive Committee. Where practicable, such reports shall be in writing and submitted to the Secretary in advance of any meeting of the membership, the Board of Directors, or the Executive Committee at which they are to be considered.

4. Financial Information. Each Committee shall submit such financial or other information about the activities under its jurisdiction as may be requested by the Board of Directors, the Executive Committee or the President.

5. Committees. A. The committees of the Congregation shall include an Executive Committee and a Nominating Committee, and may include any of the following:

- i. Education.
- ii. Budget and Finance
- iii. Building Fund
- iv. Constitution and By-Laws
- v. Facilities
- vi. Fund Raising
- vii. Hardship and Collections
- viii. High Holy Day Seating
- ix. Kol Nidre
- x. Membership
- xi. Publicity and Public Affairs
- xii. Ritual
- xiii. Welfare
- xiv. Rabbi Contract Renewal
- xv. Rabbi Contract Renewal
- xvi. Rabbi Search

- xvii. Youth Committe
- xviii. Real Estate Committee

Except as otherwise provided herein, the President may continue or abolish any of the above committees or establish any additional committee unless the Board of Directors overrides any such action. Upon the establishment of any committee, the President shall define its responsibilities and obligations and shall identify its member(s) to the Board of Directors.

B. The Nominating Committee, the Rabbi Search Committee and the Rabbi Contract Renewal Committee shall each consist of five to seven, members, (two board members and three to five non-board members.) A member of the committee shall not be the spouse of another member of the committee. Members of these committees shall be chosen as follows:

1. The president shall choose, for each committee, the chairman and two members, (one board member and two non-board members). The president may serve as the chairman of the Rabbi Contract Renewal Committee.
2. The president emeritus shall choose, for each committee one non-board member.
3. The board of directors shall choose, for each committee one board member to serve on the committee.
4. The membership, at the May congregational meeting (and at the congregational meeting at which this amendment is passed), shall elect two non-board-members-at-large for the committees.
  - a. Nominations for non-board-member-at-large are due three weeks before the annual meeting.
  - b. The secretary shall send out a reminder to the congregation three weeks before nominations are due for non-board-member-at-large. The announcement shall include the relevant dates and procedures.
  - c. Nominations for non-board-member-at-large require the signature of the candidate and of at least four members of the congregation who are not an immediate relative to the candidate.
  - d. The candidates for non-board-member-at-large who receive the most votes will be members of all three committees (the latter two committees in the years they exist). The two candidates receiving the next highest votes shall serve as alternates.

The Secretary shall establish expedited procedures, if necessary, to enable the election for this position to take place at the congregational meeting at which this amendment is passed.

In accordance with Sections 2 and 3 of Article VII, the Nominating Committee shall prepare a list of nominated officers and directors for presentation to the membership. The Nominating Committee shall not suggest nominees for the Chairman or Vice Chairman of the Board of Directors. At their discretion the committee may decide the number of board positions will be filled that year in accordance with other sections of this constitution.

## ARTICLE VI

### The Rabbi

1. Duties. The Rabbi shall be the spiritual leader of the Congregation and its authority on Jewish law and practice. As spiritual leader of the Congregation, the Rabbi shall minister to the religious, educational and pastoral needs of its members and shall perform such religious functions as may be allocated to him by the Board of Directors.

2. Qualifications. The Rabbi of the Congregation shall have Rabbinic ordination (s'micha) from a recognized Orthodox Yeshiva or Orthodox Rabbinical authority; shall be eligible for membership in national Orthodox Rabbinic organizations; and, shall conduct himself in accordance with the laws codified in the Shulchan Aruch

3. The Rabbi Search Committee will vet rabbinical candidates and present those believed to be appropriate to the shul membership for a Shabbat or similar opportunity wherein the membership may meet the candidate and see him at work. Upon commencement of the search, the chairman of the search committee shall set out the process and timeline for approval by the board of directors.

i. The committee will present one or more candidates for the membership to vote on.

ii. A rabbinical candidate must receive a minimum of 50% approval from those members voting in order to be hired.

iii. If no rabbinical candidate receives 50% approval, there will a run-off between the top two candidates.

iv. The counting of ballots will cease once a candidate is deemed to have reached one vote above 50%.

4. The Rabbi Contract Renewal Committee shall be convened at least 12 months before the rabbi's current contract is set to expire.

i. Members of the committee shall be announced to the membership.

- ii. It shall be the duty of each committee member to solicit feedback from a wide cross-section of the membership
- iii. The board of directors shall receive the recommendation of the committee at least nine months before the rabbi's current contract is set to expire. The board shall vote to either support or object to the recommendation.
- iv. In either case, the recommendation shall be sent to the membership for a vote, along with opinion of the board.
- v. A majority of the congregation members voting is required to approve a new contract for the rabbi except in the case where the board recommends no new contract with the current rabbi (either agreeing or disagreeing with the committee). In that case, approval of a new contract requires two-thirds (2/3) of the congregation members voting.
- vi. At their discretion, the committee may comment on the term of the contract and any other material terms of the contract that they deem appropriate at the time.

The Rabbi of the Congregation must serve a minimum of 10 consecutive years before he can be offered a Lifetime contract. Approval of a lifetime contract requires a two thirds majority of the entire Congregation membership.

## **ARTICLE VII**

### Elections

1. Nominating Committee. At the January meeting of the Board of Directors, the President shall announce the members of the nominating committee.

2. Slate of Officers and Directors. The Nominating Committee shall prepare a proposed slate of officers and directors, which shall be presented at the March meeting of the Board of Directors. Prior to the presentation of the slate to the Board of Directors, the Committee shall determine that each person nominated is willing to accept the office if elected. No person may be a candidate for office or membership on the Board of Directors unless he or she is a member in good standing. The nominating committee shall not nominate any of its members or a spouse of a committee member to any officer or board position. A current board member on the committee (or the spouse of a committee member) who is not on the executive board may be nominated to another term on the board in the same position.

3. Committee Report. The report of the Nominating Committee shall be forwarded to each member of the Congregation at least thirty (30) days prior to the

applicable election with the notice of the general membership meeting to be held in May. Such notice shall state that any member in good standing may nominate any other member in good standing with such other member's prior written consent for any office (subject to the provisions of Section 2 of Article III and Section 3 of Article IV) or for membership on the Board of Directors, that such nomination shall be signed by not less than five members and that the written consent of the nominee must be received at the office of the Congregation not less than fifteen (15) days prior to the date set for the election. In the event of such nomination, a completed ballot form listing all nominees shall be mailed to the membership not less than ten days prior to the date set for the election. Whenever there is an election where more than one candidate is standing for the same office, the notice of such meeting shall also state that the polls will be open for voting during the specified hours, such time period to be not less than one hour in duration.

4. Elections. Elections shall take place at the May membership meeting, at the time and place specified in the notice of such meeting under the supervision of the superintendent of elections. The secretary shall serve as the superintendent of elections, unless personally on the ballot for any position, in which case the nominating committee must appoint someone else to the position of superintendent of elections not less than 15 days before prior to said elections.

1. The superintendent of elections shall establish and announce procedures for absentee balloting not less than fifteen (15) days prior to said elections.
  - a. Absentee ballots shall contain two versions of the ballot for officers and directions, one for the full slate and one for individual members. The ballot shall also include votes on the rabbi's contract, or on rabbinical candidates, if applicable. The board may add other items to the absentee ballots by a vote of two-thirds of those at the meeting. Absentee ballots shall only be counted if they can affect the vote.
  - b. Voting members of the shul may request an absentee ballot at their own discretion and need not provide a reason to the superintendent of elections. Ballots must be returned by the individual voting member to the superintendent of elections.

5. Ballots. The ballots shall be prepared by the superintendent of elections and shall contain the name of each candidate for each office. There shall be a designation of the "slate" candidates nominated by the Nominating Committee.

6. Vote Required. The candidate for each office who receives a majority of the votes cast for such office shall be elected to such office. The candidates for the Board of Directors who receive the highest number of votes shall be elected to membership on the Board of Directors.

7. Installation. The installation of officers and directors shall be held within two weeks of the election.

## ARTICLE VIII

### Amendments

1. Submission. Any proposed amendment to this Amended and Restated Constitution and By-Laws shall be submitted to the Secretary of the Congregation or the Chairman of the Constitution Committee (if appointed) in writing and shall be signed by at least seven (7) members in good standing. The Secretary shall as promptly as practicable include the text or substance of the proposed amendment together with any recommendation of the Constitution Committee in a notice of a Board of Directors meeting.

2. Review and Recommendation.

a. The Board of Directors shall as promptly as practicable discuss the proposed amendment and recommend to the membership that it adopt, reject or modify the proposed amendment.

b. The recommendation of the Board of Directors shall be presented to the next regular membership meeting or to a special membership meeting called in accordance with Section 3 of Article II. The notice of the membership meeting at which the proposed amendment is to be considered shall be mailed in accordance with Section 3 of Article II and shall include the text or substance of the proposed amendment and the recommendation of the Board of Directors and the Constitution Committee. Subject to the provisions of Article X, any proposed amendment presented to the membership may be approved by the affirmative vote of two-thirds (2/3) of those present, provided that at least twenty-five percent (25%) of all members in good standing are present at the meeting.

3. Effective Date. All amendments shall be effective when adopted unless a different effective date is specified in the amendment.



4. Prohibitions. No amendment shall be permitted to change the basic purpose of the Congregation as set forth in the Preamble hereto.

## ARTICLE IX

### Tax Exempt Status and Dissolution

1. No part of the revenue of the Congregation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the Congregation shall be authorized and empowered to pay reasonable compensation for services rendered to the Congregation and to make payments and distribution in furtherance of the purposes set forth herein;

2. No substantial part of the activities of the Congregation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Congregation 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 except as authorized under the Internal Revenue Code of 1986, as amended;

3. The Congregation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) or (ii) by a corporation, contributions to which are deductible under Section 179(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law.)

4. Upon dissolution or other termination of the Congregation, no part of the property of the Congregation or any of the proceeds shall be distributed to or inure to the benefit of any of the members, trustees, or officers of the Congregation. All such property and proceeds, subject to the discharge of valid obligations of the Congregation, shall be distributed to any such organization as the Board of Trustees may direct; provided, however, that any transferee organization, at the time of the distribution, shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law.)

## ARTICLE X

### Mergers

#### 1. Vote Required.

A. Any proposed merger or other affiliation with another congregation or dissolution or sale or other conveyance of major real estate assets shall require the affirmative vote of not less than 80% of the members of the January 1999 Board of Directors who are then members of the congregation, whether or not then serving as Directors (the "Designated Directors"). The members of the Board of Directors as of January, 1999 are: Arnold Barton, Roland Chamama, Edward Croman, Stephen Flatow, Florence Goldberg, Glenn D. Goldberg, Mark Grebenau, Harry Levine, Jack Rosen, Herman Scherman. If any proposed merger or other affiliation with another congregation or dissolution or sale or other conveyance of major real estate assets is approved by 80% or more of the Designated Directors, the proposal shall be presented to the membership for a vote. If any of the above-named individuals ceases to be a member of the Congregation, the Board of Directors then in office may name a new "Designated Director" in his or her place.

B. Any amendment, alteration or repeal of this Article X shall require the affirmative vote of not less than 80% of the Designated Directors.

2. Prohibitions. No merger agreement shall be permitted to change the basic purpose of the Congregation as set forth in the Preamble hereto.

## ARTICLE XI

### Invalid Provisions.

If any provision of this Amended and Restated Constitution and By-Laws is held to be illegal, invalid or unenforceable under any present or future law or order (i) such provision will be fully severable, (ii) this Amended and Restated Constitution and By-Laws will be construed and enforced as if such illegal, invalid or unenforceable provision had never comprised a part hereof, and (iii) the remaining provisions of this Amended and Restated Constitution and By-Laws will remain in full force and effect and will not be affected by the illegal, invalid or unenforceable provision or by its severance wherefrom.

