

EMANUEL SYNAGOGUE 104th ANNUAL MEETING
6-20-23

Annual meeting called to order at 7:35pm in the sanctuary. A quorum was present.

Welcome: President Ken Simon

Recalled story of interaction with Cantor Jacob Mendelson at Cantor's Concert:

The Emanuel "is an important synagogue."

Star Spangled Banner: Cantor Daniella Risman

Opening Benediction and In Memoriam: Rabbi David Small

D'var torah: love kindness, pursue justice, and walk humbly with our God.

We recall the members who passed away since the last meeting.

Motion to approve minutes from the June 2022 Annual Meeting passes unanimously

Youth and Family Learning 2022-23 Barbara Fink

Each child, each family, each person has something to bring to us. Being Jewish is part of being part of a community. Thank you to the school Board of Education.

Slide show displaying pictures from school programs and learning sessions throughout the year presented to the congregation.

Finance and Treasurer's Report Mickey Libbin

Donations up this year, but some of those monies (\$60,000) are from The Children's Museum's contribution to the air conditioning project in the school wing. The Minyonaires also contributed for the cost of the kitchen AC. Rentals were up, but dues and fees were down from projections for the year. The Israel75 fundraiser was very successful. We paid for capital projects this year out of operating budget, so that reflects in the budget deficit. 50% of our revenue comes from dues and fees, 14% from rental income, 16% from investment income, 14% from contributions, and 6% from fundraising, net. There will be a dues and fees increase reflected in the 2023-24 budget.

Presentation of the Arms

Sisterhood: Fern Cohen, presented a check for \$5000.

Brotherhood: Phillip Thierman, presented a check for \$10,500.

Membership and Engagement Michalee Merritt

There were three holiday programs, Simchat Torah, Chanukah, and Purim, that were opened to the community and drew significant numbers. There were also several smaller engagement opportunities, including Scotch and Sukkah, and Kibbitz and Nosh. The Synagogue added 90 new family members, and there are an additional 36 prospective family members that are being engaged.

Diversity and Inclusion Michele Parker

Approximately 2 years ago the Board of Trustees formed a Diversity and Inclusion Committee which was initially chaired by Elysa Graber-Lipperman and was comprised of 10 Emanuel members, as well as Ken Simon and Rabbi Small. Our focus was to examine our synagogue practices, with the goal of creating a more inclusive Emanuel community. Our committee met regularly to educate ourselves on issues surrounding diversity and inclusion and important principles of Judaism, and to examine different approaches taken by other congregations across the country. The vast majority of the congregants who participated in our presentations were in favor of the changes, and both the Executive Committee and the Board of Trustees voted in support of the changes.

Quorum requirement of 40 people at annual meeting. Amendments to Emanuel Synagogue Constitution require vote of 2/3 for passage.

MOTION: The Emanuel Synagogue will provide families in which one spouse is of another faith or cultural background and the other is Jewish, with the option of a full family membership.

YES 95 NO 4 ABSTENTION 1
motion passes

MOTION: The Emanuel Synagogue will expand the definition of spousal members to include civil partners.

YES 98 NO 0 ABSTENTION 2
motion passes

Proposed Amendments to Emanuel Synagogue Constitution Rob Teitelman & Lou Blumenfeld
President Ken Simon called upon Louis Blumenfeld and Robert Teitelman from the Governance Committee to summarize two separate proposed amendments to the Emanuel Constitution.

Presented first was a proposed amendment to implement the policy changes approved by the Board of Trustees and the membership.

MOTION: Approve the amendments to the Emanuel Synagogue Constitution previously approved by the Board of Trustees on December 20, 2022, as included in the call of this meeting (and attached at the end of these minutes).

YES 93 NO 4 ABSTENTION 5
motion passes by 2/3 vote

Presented next was the second proposed amendment. Blumenfeld and Teitelman explained that this amendment was largely technical, adding non-profit clauses to conform to the law and cleaning up ambiguities in our documents. Response to a question from the floor made clear that one ambiguity corrected clarified that proposed amendments to the Constitution can be considered at a properly noticed Annual Meeting or a properly noticed Special Meeting.

MOTION: Approve the amendments to the Emanuel Synagogue Constitution approved by vote of the Board of Trustees on May 23, 2023 as included in the call of this meeting (and attached at the end of these minutes).

YES 99 NO 1 ABSTENTION 2
motion passes by 2/3 vote

Rabbi's Report Rabbi David Small

Thank you to Ken Simon; looking forward to working with Reesa Olins. A special thank you to all our staff: clergy, education, office, custodial, and security; and thank you to all our lay leaders.

Executive Director's Report Kobi Benita

Slide show presentation. 29 new families since 7/1/22. Rental monies from Children's Museum and Children's Museum Nursery School. Have received \$148,420 for security improvements

through FEMA grants. Many successful programs this year, culminating with the Israel 75 Celebration

Election of the Officers and Trustees Ken Malley

The Emanuel Synagogue		
Slate of Officers and Nominations to the Board of Trustees 2023-2024		
Officers	2023-24	
President	Reesa Olins	
President-elect	Open	
VP of Membership and Engagement	Michalee Merritt	
VP of Ritual Affairs	Tamar Margolis	
VP of Education	Deborah Zuckerman	
VP of Social Justice, Chesed, and Cultural Affairs	Ken Malley	
Treasurer	Michael Kamins	
Assistant Treasurer	Open	
Secretary	Andrea Goldenberg	
Assistant Secretary	Dr. Hilda Slivka	
Immediate Past President	Ken Simon	
For Term Ending 2024		
Jeff Adler	Andrea Goldenberg	Jackie Isaacson
Rona Gollob	Hannah Zwiebel	Sheryl Levin
Jeremy Rubock*	Lara Bomzer	Tammi Kraushaar
For Term Ending 2025		
Dr. Hilda Slivka	Meredith Smith	Louis Blumenfeld*
Tamar Margolis	Meyer Frankel	Michalee Merritt
Gail Adler	Deborah Zuckerman	Ken Malley
For Term Ending 2026		
Emily Lebovitz-Miller	Mitchell Jaffe	Reesa Olins
Dr. Jeffrey Cohen	Dr. William Glucksman	Lori Gottlieb*
Marc Resnick	Michael Kamins	Mark Jacobson
* newly nominated for the first time this year		
Life Membership: none		
Respectfully submitted by the nominating committee:		
Jeff Adler, David Bomzer, Ken Malley, Michalee Merritt, Reesa Olins, Deborah Zuckerman, Dr. Sheila Silverman, and Ken Simon Mel Simon, Ex-Officio Dr. Jeffrey Cohen, Chair		
In accordance with Article X, Section 1, of the Emanuel Synagogue Constitution, additional eligible persons may be nominated by a written petition of not less than fifteen (15) members submitted to the Secretary of the Congregation not less than twenty (20) days prior to the annual meeting. Each such petition shall designate the nominee, the position or office for which he or she is nominated, and be signed by the proposed nominee indicating his or her willingness to serve if elected.		

MOTION: Accept full slate of officers and trustees nominated to BOT

motion passes unanimously

Outgoing President and Honoring Our Volunteers Ken Simon

Offered many thanks: “my” congregation, BOT, office staff, Head Custodian Joe Ward and his staff, Kobi Benita, Engagement Coordinator Josh Cohen, Barbara Fink (who has a new three year contract), Hazzan Risman, Hazzan Moshe Pinchover, Rabbi Lazowski, Rabbi Small (who has a new seven year contract), Regina Miller and her kiddish staff, Mel Simon, Sheila Silverman, Emily Lebovitz-Miller, Reesa Olins, and Pam Simon.

We improved our financial position with the rentals to the Children’s Museum/Nursery School, instituted Livestream/zoom system, and installed AC in school wing. We went from a mostly closed building due to Covid to a fully functioning synagogue.

Also recognized with Kobi Benita were six extraordinary volunteers: Bonnie Lasker, Howard Smith, Rick Lasker, Tom Mastronarde, Regina Miller, and Amy Dembo.

Incoming President’s Report Reesa Olins

Partner to create something bigger and create special moments of connection and insight and personal growth. Hear, see, and participate in; experience moments of elevation and engagement.

Hatikva Moshe Pinchover

Closing Benediction Rabbi Philip Lazowski

annual meeting adjourned at 9:45pm

PROPOSED AMENDMENTS TO THE EMANUEL CONSTITUTION

ARTICLE IV MEMBERSHIP

Section 1 - Eligibility.

- a. Any person of the Jewish faith~~s~~, ~~and their spouse, domestic partner, or other party to a civil union who is of a different faith or culture~~ shall be eligible for membership in this Congregation.
- b. ~~If both spouses, domestic partners or parties to a civil union are of the Jewish faith, membership shall be deemed to include the person's spouse (spouse).~~ ~~both. If one spouse, domestic partner or party to a civil union is of a different faith or culture, that spouse, domestic partner or party to a civil union may become a member), and~~
- c. ~~For persons under Sections 1a or 1b, membership shall be deemed to include all members' of their Jewish children of the Jewish faith under an age to be determined from time to time by the Board of Trustees. For any children of a different faith or culture, such children under the age to be determined from time to time by the Board of Trustees may become members at the option of their parents.~~
- d. ~~If the Jewish spouse, domestic partner or party to a civil union dies or the marriage, domestic relationship or civil union is dissolved, the non-Jewish spouse, domestic partner or civil union party may shall continue to be eligible for membership, including their for their children, as long as they remain in good standing.~~

Section 2 - Classes of Membership. There shall be classes of membership as follows:

- a. Regular ~~two adult family membership~~;
- b. ~~Regular one adult family membership~~;
- c. Other classes as established by the Board of Trustees.

ARTICLE V RIGHTS OF MEMBERS

Section 1 - ~~Regular Members.~~ Every ~~regular~~adult member of the Congregation in "good standing" shall have the following rights:

- a. To attend worship with ~~his or her~~their family at all services conducted at the Synagogue;

- b. To vote at all annual and special meetings of the Congregation;
- c. To have ~~his or her~~their children educated in the Synagogue's religious school;
- d. To use the Synagogue upon such terms and conditions as shall from time to time be established by the Board of Trustees;
- e. To purchase a plot in the Congregation's cemetery in accordance with the rules that may from time to time be established; ~~and~~
- f. To use the services of the Rabbi, Cantor and other ritual officials for all proper occasions as permitted by the United Synagogue of Conservative Judaism, the Rabbinical Assembly, the Cantorial Assembly and the Congregation Rabbi; and
- g. Such other rights and/or qualifications as may from time to time be established by the Board of Trustees consistent with this Constitution.

To be in "good standing" a member must be current in ~~his or her~~their obligations to the Synagogue unless ~~he or she has~~they have made alternative arrangements with the Synagogue which are satisfactory to the Dues and Assessment Committee, in which case such member shall be in "good standing" so long as ~~he or she is~~they are in compliance with such alternative arrangements.

ARTICLE VII

MEETINGS

Section 1 - Annual Meetings. An annual meeting of the Congregation shall be held at a time, place, and date as designated by the President of the Congregation. The Secretary shall send written notice of such meetings to all members at their addresses as recorded on the books of the Congregation at least twenty (20) days prior thereto.

Section 2 - Special Meetings. Special meetings of the Congregation may be called at any time by the President and shall be called by the President upon written request of not less than forty (40) members of the Congregation or twelve (12) Elected Members (as hereinafter defined) of the Board of Trustees. The call for any such meeting shall state the reason for which it is called. The Secretary shall send written notice of such meetings to all members at their addresses as recorded on the books of the Congregation at least ten (10) days prior thereto unless, in the opinion of the President or upon the request of the members of the Congregation or the members of the Board of Trustees requesting the meeting, the emergency nature of the meeting requires shorter notice.

Section 3 - Voting Privileges. At all meetings, including special meetings, of the Congregation, every ~~member and spouse~~adult member entitled to vote shall each have one (1)

vote ~~(i.e. they will be able to cast a total of two votes)~~. To be entitled to vote, however, each member must be in attendance at the meeting. Voting by proxy shall not be permitted.

Section 4 - Quorum. A quorum for the transaction of business at a meeting of the membership shall be forty (40) members but less than a quorum may adjourn any membership meeting to another date.

ARTICLE X

NOMINATION AND ELECTION OF TRUSTEES AND OFFICERS.

Section 1 - Duties. The Nominating Committee shall submit to the Board, not later than forty (40) days prior to the annual meeting, a report of nominees for the Board of Trustees and Officers. The Board shall accept the report as submitted or amend the same. Additional eligible persons may be nominated by a written petition of not less than fifteen (15) members of the Congregation submitted to the Secretary of the Congregation not less than twenty (20) days prior to the annual meeting. Each such petition shall designate the nominee, the position or office for which ~~he or she is~~they are nominated, and be signed by the proposed nominee indicating ~~his or her~~their willingness to serve if elected.

Section 2 - Notices. The notice of the annual meeting required by Article VII, Section 1 shall include a list of all nominees for the Board of Trustees and Officers of the Synagogue and may also be published in the Synagogue newsletter. No nomination shall be made from the floor at the annual meeting except in the event of the withdrawal or incapacity of a nominee or nominees which results in the failure to have as many nominees as there are positions to be filled.

Section 3 - Trustees. All present members of the Board of Trustees are confirmed in office until the expiration of their present term and until their successors are duly elected and qualified. In case there is a vacancy among the Elected Members caused by death, resignation, or otherwise prior to the end of an Elected Member's term, the President may nominate a member of the Congregation to serve until the next Annual Meeting of the Congregation and until the successor has been duly elected and qualified; said nominated member shall be subject to the approval of the Board of Trustees.

Section 4 - Officers. The Synagogue shall have a President, a President-Elect, a Vice President of Membership and Engagement, a Vice President of Ritual Affairs, a Vice President of Education, a Vice President of Social Justice, Chesed, and Cultural Affairs, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer (collectively the "Officers" and individually an "Officer") each of whom shall be elected at the annual meeting immediately following the election of the Elected and any Life members of the Board of Trustees and all of whom shall hold office until the next annual meeting or until their successors shall have been duly elected and qualified. All Officers of the Congregation shall serve on the Executive Committee. The Board of Trustees shall have the power to fill vacancies in any of the above offices until the next annual meeting of the Congregation. The powers and duties of Officers shall be as set forth in the By-Laws.

Section 5 - Qualifications. The Board of Trustees may from time to time establish qualifications for officers and for membership on the Board of Trustees; however, No member of the Congregation shall be eligible to serve as a member of the Board of Trustees unless such member, at the time of his or her election as a member of the Board of Trustees: (i) is a member of the Congregation in good standing; (ii) has been a member of the Congregation for at least one (1) year prior to his or her election; and (iii) has demonstrated a commitment to the welfare of the Synagogue. All Officers shall be members of the Board of Trustees. No member of the Board of Trustees shall be eligible to serve as an Officer unless such member, at the time of his or her election as an Officer, has served as a member of the Board of Trustees for at least one (1) year.

Section 6 - Removal of a Trustee. A member of the Board of Trustees may be removed for "cause" by a two-thirds (2/3) vote of the Board of Trustees, provided that notice of such proposed action shall have been sent to such member of the Board of Trustees, via certified mail, return receipt requested, at the address shown in the Congregation's current record of members and provided, further, that such member of the Board of Trustees shall have been given an opportunity for a hearing before the Board of Trustees. "Cause" shall include, without limitation, the conviction of a felony, the commission of any crime involving Synagogue property, or the conviction of any other act inappropriate for a Trustee of a synagogue or the violation of the Conflict of Interest Policy adopted by the Board of Trustees.

ARTICLE XII AMENDMENTS

This Constitution may be amended by the Congregation in the following manner: An amendment may be initiated by the vote of the Board of Trustees provided notice of the proposed amendment is included in the call for the meeting; or it may be initiated by a written petition filed with the Secretary of the Congregation and signed by at least forty (40) members of the Congregation setting forth the proposed amendment. Notice of the proposed amendment shall be given to members together with the notice for the annual meeting or notice of a special meeting called for the purpose of amending this Constitution. The amendment shall be read at the next annual meeting or special meeting called for that purpose, and if such proposed amendment receives the affirmative vote of at least two-thirds (2/3) of the members present at such meeting, it shall become part of the Constitution.

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THE EMANUEL SYNAGOGUE CONSTITUTION

ARTICLE I NAME

The name of this Corporation shall be THE EMANUEL SYNAGOGUE (which shall hereinafter be referred to as either the "Synagogue" or the "Congregation").

ARTICLE II PURPOSE & NON-PROFIT STATUS

Section 1 - The Congregation is organized exclusively for charitable, religious, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. More particularly, the purpose of this Congregation shall be to provide and maintain a Synagogue, religious school, cemetery, and to carry on such other educational social, religious and fund-raising activities as are appropriate for a congregation practicing Conservative Judaism.

Section 2 - No part of the net earnings of the Congregation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Congregation 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 Article II, §1 hereof. No substantial part of the activities of the corporation 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) and political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Congregation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3 - Upon the dissolution of the Congregation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the judicial district in which the principal office of the Congregation 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. Distributions upon dissolution shall, if feasible, be made to one or more organizations that has purposes similar to those of the Congregation stated in Article II, §1 hereof.

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ARTICLE III FUNDAMENTAL PRINCIPLES

Section 1 - Observance. The Synagogue shall observe Conservative Judaism in accordance with the principles of the United Synagogue of Conservative Judaism.

Section 2 - Interpretation of Jewish Law. The Congregation shall look to its Rabbi, by virtue of the Rabbi's appointment as spiritual leader of the Congregation, as its authority on all matters of Jewish law and practice and as the interpreter to the Congregation of the decisions rendered and principles established by the Committee on Jewish Law and Standards of the Rabbinical Assembly. In the event a difference exists between the Rabbi and the Congregation or if the Rabbi wishes further guidance on interpretation of religious law and practice, the Rabbi shall submit the matter to the Committee on Jewish Law and Standards of the Rabbinical Assembly whose decision shall be binding unless two-thirds (2/3) of the members of the Congregation present at a meeting called for such a purpose vote otherwise.

ARTICLE IV MEMBERSHIP

{NOTE- This article is subject to a separate proposed amendment}

Section 1 - Eligibility. Any person of the Jewish faith shall be eligible for membership in this Congregation. Membership shall be deemed to include the person's spouse (spousal member), if he or she is of the Jewish faith, and all members' children of the Jewish faith under an age to be determined from time to time by the Board of Trustees.

Section 2 - Classes of Membership. There shall be classes of membership as follows:

- a. Regular;
- b. Other classes as established by the Board of Trustees.

Section 3 - Approval of Members. The affirmative vote of three-fourths (3/4) of the members of the Board of Trustees, present at its regular meeting, shall be required for the admission of a member to the Congregation.

Section 4 - Removal from Membership. Subject to the procedure set forth below in Section 6 of this Article, a member may be removed by the affirmative vote of three-fourths (3/4) of the members of the Board of Trustees, present at its regular meeting, for failure to fulfill obligations to the Synagogue, including, but not limited to, the payment of dues, capital improvement reserve or security funds, building maintenance fund or any other pledge.

Section 5 - Resignation. Resignation from membership shall be submitted in writing, which includes email communications by or on behalf of the member, or by personally notifying the Executive Director or other Synagogue Officer. The Executive Director shall send via first-class mail, postage prepaid, an acknowledgment of the resignation to the member and shall then also forward the member's resignation to the Board of Trustees for acceptance.

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Section 6 - Procedure for Removal. The procedure for removing a member of the Congregation from the membership of the Congregation shall be as follows:

a. If a member is not in good standing (as such term is defined in this Constitution), the Executive Director shall send, via first-class mail, postage prepaid, a notice of arrears to such member at the address shown in the Congregation's current record of members requesting that such member respond within ten (10) days of the date of the notice.

b. If the member receiving the notice of arrears fails to respond to the request set forth in the notice of arrears within ten (10) days of the date of such notice, the Executive Director shall send, via certified mail, return receipt requested, a warning notice to such member at the address shown in the Congregation's current record of members, which warning notice shall contain a statement advising the member that unless such member responds to the warning notice, in writing (unless the Executive Director, in his or her sole discretion, waives the requirement of a writing), within thirty (30) days of the date of the warning notice, such member's name shall be presented to the Board of Trustees for the purpose of removing such member from the Congregation.

c. If the member receiving the warning notice fails to respond to the warning notice within thirty (30) days of the date of such warning notice, the Executive Director shall present such member's name to the Board at its next regularly scheduled meeting for action. Upon the affirmative vote of three-fourths (3/4) of the members of the Board, present at its regular meeting, to remove a member, such member shall forfeit all membership rights and privileges and be removed as a member of the Congregation. Within three (3) days of the Board's vote to remove a member, the Executive Director shall send a letter, via first-class mail, postage prepaid, to such former member informing such member of the Board's decision.

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ARTICLE V RIGHTS OF MEMBERS

{NOTE- Parts of this article are subject to a separate proposed amendment}

Section 1 - Regular Members. Every regular member of the Congregation in "good standing" shall have the following rights:

- a. To attend worship with his or her family at all services conducted at the Synagogue;
- b. To vote at all annual and special meetings of the Congregation;
- c. To have his or her children educated in the Synagogue's religious school;
- d. To use the Synagogue upon such terms and conditions as shall from time to time be established by the Board of Trustees;
- e. To purchase burial rights in the Congregation's cemetery in accordance with the rules that may from time to time be established; and

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f. To use the services of the Rabbi, Cantor and other ritual officials for all proper occasions.

Section 2 - Other Classes. Other classes of members shall have such rights, privileges and duties as established from time to time by the Board of Trustees.

ARTICLE VI NOTICE

Where written notice of a meeting or proposed amendment of this Constitution is required under this Constitution, regular mail or an electronic transmission ("E-mail") may be utilized in conformity with the preference of the member. However, if this Constitution requires notice by "certified mail, return receipt requested," notice must be sent by the U.S. postal service or a nationally-recognized, next-day courier service with signature proof of delivery.

ARTICLE VII MEETINGS

Section 1 - Annual Meetings. An annual meeting of the Congregation shall be held at a time, place, and date as designated by the President of the Congregation. The Secretary or his or her designee shall send written notice of such meetings to all members at their addresses and/or email addresses as shown in the Congregation's current record of members at least twenty (20) days prior thereto.

Section 2 - Special Meetings. Special meetings of the Congregation may be called at any time by the President and shall be called by the President upon written request of not less than forty (40) members of the Congregation or twelve (12) Elected Members (as hereinafter defined) of the Board of Trustees. The call for any such meeting shall state the reason for which it is called. The Secretary or his or her designee shall send written notice of such meetings to all members at their addresses and/or email addresses as shown in the Congregation's current record of members at least ten (10) days prior thereto unless, in the opinion of the President or upon the request of the members of the Congregation or the members of the Board of Trustees requesting the meeting, the emergency nature of the meeting requires shorter notice.

Section 3 - Voting Privileges. At all meetings, including special meetings, of the Congregation, every member and spousal member entitled to vote shall each have one (1) vote (i.e. they will be able to cast a total of two votes). To be entitled to vote, however, each member must be in attendance at the meeting. Voting by proxy shall not be permitted.

Section 4 - Quorum. A quorum for the transaction of business at a meeting of the membership shall be forty (40) members, or twenty-five (25%) percent of those members entitled to vote, whichever is less, but less than a quorum may adjourn any membership meeting to another date.

Section 5 - Meetings Held Electronically. Annual and special meetings of the Congregation

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To be in "good standing" a member must be current in his or her obligations to the Synagogue unless he or she has made alternative arrangements with the Synagogue which are satisfactory to the Treasurer or Assistant Treasurer, in which case such member shall be in "good standing" so long as he or she is in compliance with such alternative arrangements.¶

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shall be conducted in person; however, upon a determination by the President that existing facts and circumstances warrant the temporary suspension of in person attendance at the meeting, an annual meeting or a special meeting of the Congregation may be conducted by using an Internet meeting service as may be designated by the President. The Internet meeting service shall support video, text display, and voting capabilities (e.g. Zoom). Meetings held electronically shall be conducted in accordance with the rules adopted by the Board of Trustees to govern such meetings (as amended from time to time by the Board of Trustees in accordance with the procedure prescribed for amending the By-Laws of the Synagogue). Any such rules adopted by the Board may not otherwise conflict with or alter any provision of this Constitution or the By-Laws.

ARTICLE VIII

ADMINISTRATION

Section 1 - Governance of the Synagogue. The activities, property and affairs of this Congregation shall be managed and controlled by the Board of Trustees which, subject to the provisions of this Constitution and the By-Laws of the Synagogue, shall be the governing body of the Synagogue.

Section 2 - Powers of the Board of Trustees. Without limitation, the Board of Trustees shall have the following powers:

a. To establish the policies, rules and regulations by which the Synagogue and its committees shall be governed and operated and to oversee the administration of those policies, rules and regulations;

b. To establish the amount of dues, fees, and other charges payable by members and other users of the Synagogue's facilities;

c. To adopt a budget and oversee its administration;

d. To hire, discharge and establish the terms and conditions of employment of all the employees of the Synagogue; provided, that the Board of Trustees may delegate some or all of the powers under this Section 2.d. to (i) the Director of Education and the Board of Education with respect to teachers, the Librarian, and a secretary in the Religious School and (ii) the Executive Director with respect to all other employees who are not "Professionals"; for purposes hereof, the "Professionals" of the Synagogue may include: Rabbi, Assistant Rabbi, Cantor, Cantor Sheni, Ritual Director, Executive Director and Director of Education, as such positions may exist from time to time; notwithstanding any delegation of power hereunder, the Board of Trustees shall maintain the absolute right to oversee and, if necessary, overrule any decisions made by the party(ies) to whom such powers were delegated; and, further, the Board of Trustees, in its sole discretion, may choose to refrain from filling any employment position at the Synagogue, including, without limitation, any Professional position;

e. To approve or disapprove all applications for membership in the Synagogue in accordance with the membership application process set forth in this Constitution;

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f. To remove members from membership in the Synagogue for cause under procedures established under Article IV of the Constitution or to remove Officers and Trustees from the Board in accordance with the By-Laws and this Constitution;

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g. To adopt By-Laws consistent with the provisions of the Constitution; and

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h. To supervise the activities of all Synagogue organizations connected with, or functioning under, the auspices of the Congregation.

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Section 3 - Committees. The Board of Trustees may carry out its powers either by its own action or through standing or special committees acting under powers given them by the By-Laws or by the Board of Trustees. The President shall appoint the Chairs and Vice-Chairs, if any, of such committees, unless otherwise provided by this Constitution or by the By-Laws, and shall review and approve or disapprove of the committee members nominated by the Chair of each committee in accordance with the By-Laws as adopted from time to time by the Board of Trustees. The President may also directly appoint members of committees.

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ARTICLE IX

THE BOARD OF TRUSTEES

Section 1 - Composition. The Board of Trustees shall consist of twenty-seven (27) Elected Members nominated from the Congregation exclusive of all Life Members of the Board. Both Elected Members and Life Members shall be members of the Board of Trustees as long as they remain members in good standing of the Congregation. In addition, the President or another designee of the Brotherhood, Sisterhood, Minyonaires, and the Board of Education shall serve as Regular Members of the Board of Trustees and shall have the voting privileges as specified in Section 4 of this Article IX, provided he or she is a member in good standing of the Congregation.

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Section 2 - Elected Members of the Board of Trustees. Elected Members shall serve a term of three (3) years and may be re-nominated for a second term of three (3) years, at the discretion of the Nominating Committee. After two (2) consecutive three-year terms as an Elected Member, such Elected Member shall not be re-nominated as an Elected Member for at least one (1) year, unless the Board of Trustees, upon the Nominating Committee's recommendation, approves a continuation in service by a majority vote. An exception to this one-year break in service shall automatically be made for any Elected Member who is continuing to serve on the Executive Committee. Approximately one-third (1/3) of the Elected Members shall stand for election each year.

Section 3 - Life Members of the Board of Trustees. Any Elected Member who has at least twelve (12) years of service on the Board of Trustees or any former President of the Congregation upon completion of his or her term shall be eligible to become a Life Member of the Board. To be elected as a Life Member, an Elected Member or any former President of the Congregation must be nominated for the position by a majority vote of the Board of Trustees and then elected as a Life Member by a majority vote of those Congregation members present at the annual meeting of the Congregation.

Section 4 - Voting Privileges and Attendance at Board of Trustee Meetings. An Elected

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Member or Regular Member shall be entitled to vote on any matter that comes before the Board of Trustees. A Life Member shall be entitled to vote on any matter that comes before the Board of Trustees, provided said Life Member has attended a minimum of three (3) meetings out of the prior twelve meetings of the Board of Trustees. Attendance at the Annual Meeting of the Congregation shall also count as attendance at one (1) meeting of the Board of Trustees. A Life Member who has not met the preceding attendance requirement shall be entitled to attend and participate in meetings of the Board of Trustees, but shall not be entitled to vote until such time as the preceding attendance requirement has been satisfied.

Section 5 - Committee Participation. Every Elected Member of the Board of Trustees must serve on at least one standing or special committee of the Board and regularly attend committee meetings. A new Elected Member must discuss his/her willingness to serve on a committee with the President of the Congregation at the beginning of the Elected Member's first year of service on the Board of Trustees.

Section 6 - Conflicts of Interest. All members of the Board of Trustees shall agree to adhere to the Conflicts of Interest Policy established by the Board of Trustees, and as amended from time to time.

Section 7 - Executive Committee. The President of the Synagogue shall serve as the Chairperson of the Executive Committee of the Board of Trustees. The Board of Trustees shall authorize the Executive Committee to advise and assist the President in the President's role as the Board of Trustee's representative in its dealings with the professional staff and auxiliary organizations of the Synagogue, as more fully set forth in the By-Laws of the Synagogue or as otherwise directed by the Board of Trustees. The Executive Committee shall make regular reports to the Board of Trustees, through the President, of its activities.

ARTICLE X

NOMINATION AND ELECTION OF TRUSTEES AND OFFICERS.

Section 1 - Duties. The Nominating Committee shall submit to the Board, not later than forty (40) days prior to the annual meeting, a report of nominees for the Board of Trustees and Officers. The Board shall accept the report as submitted or amend the same. Additional eligible persons may be nominated by a written petition of not less than fifteen (15) members of the Congregation submitted to the Secretary of the Congregation not less than twenty (20) days prior to the annual meeting. Each such petition shall designate the nominee, the position or office for which he or she is nominated, and be signed by the proposed nominee indicating his or her willingness to serve if elected.

Section 2 - Notices. The notice of the annual meeting required by Article VII, Section 1 shall include a list of all nominees for the Board of Trustees and Officers of the Synagogue and may also be published in the Synagogue newsletter. No nomination shall be made from the floor at the annual meeting except in the event of the withdrawal or incapacity of a nominee or nominees which results in the failure to have as many nominees as there are positions to be filled.

Section 3 - Trustees. All present members of the Board of Trustees are confirmed in office until the expiration of their present term and until their successors are duly elected and qualified. In

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case there is a vacancy among the Elected Members caused by death, resignation, or otherwise prior to the end of an Elected Member's term, the President may nominate a member of the Congregation to serve until the next Annual Meeting of the Congregation and until the successor has been duly elected and qualified; said nominated member shall be subject to the approval of the Board of Trustees.

Section 4 - Officers. The Synagogue shall have a President, a President-Elect, a Vice President of Membership and Engagement, a Vice President of Ritual Affairs, a Vice President of Education, a Vice President of Social Justice, Chesed, and Cultural Affairs, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer (collectively the "Officers" and individually an "Officer") each of whom shall be elected at the annual meeting immediately following the election of the Elected and any Life members of the Board of Trustees and all of whom shall hold office until the next annual meeting or until their successors shall have been duly elected and qualified. All Officers of the Congregation shall serve on the Executive Committee. The Board of Trustees shall have the power to fill vacancies in any of the above offices until the next annual meeting of the Congregation. The powers and duties of Officers shall be as set forth in the By-Laws.

Section 5 - Qualifications. No member of the Congregation shall be eligible to serve as a member of the Board of Trustees unless such member, at the time of his or her election as a member of the Board of Trustees: (i) is a member of the Congregation in good standing; (ii) has been a member of the Congregation for at least one (1) year prior to his or her election; and (iii) has demonstrated a commitment to the welfare of the Synagogue. All Officers shall be members of the Board of Trustees. No member of the Board of Trustees shall be eligible to serve as an Officer unless such member of the Board of Trustees, at the time of his or her election as an Officer has served as a member of the Board of Trustees for at least one (1) year.

Section 6 - Removal of a Trustee. A member of the Board of Trustees may be removed for "cause" by a two-thirds (2/3) vote of the Board of Trustees, provided that notice of such proposed action shall have been sent to such member of the Board of Trustees, via certified mail, return receipt requested, at the address shown in the Congregation's current record of members and provided, further, that such member of the Board of Trustees shall have been given an opportunity for a hearing before the Board of Trustees. "Cause" shall include, without limitation, the conviction of a felony, the commission of any crime involving Synagogue property, or the conviction of any other act inappropriate for a Trustee of a synagogue or the violation of the Conflict of Interest Policy adopted by the Board of Trustees.

ARTICLE XI ORDER OF BUSINESS

The most current edition of Robert's Rules of Order, Newly Revised shall be the parliamentary authority for the Congregation and shall prevail at all meetings of the Board of Trustees, the members, and committees serving under the Board of Trustees to the extent such rules do not conflict with Connecticut state law, this Constitution, the By-Laws of the Synagogue as adopted by the Board of Trustees, or the rules adopted by the Board of Trustees to govern meetings held electronically.

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ARTICLE XII

AMENDMENTS

This Constitution may be amended by the Congregation in the following manner: An amendment may be initiated by the vote of the Board of Trustees provided notice of the proposed amendment is included in the call for the meeting; or it may be initiated by a written petition filed with the Secretary of the Congregation and signed by at least forty (40) members of the Congregation setting forth the proposed amendment. Notice of the proposed amendment shall be given to members together with the notice for the annual meeting or notice of a special meeting called for the purpose of amending this Constitution. The amendment shall be read at the next annual meeting or special meeting called for that purpose, and if such proposed amendment receives the affirmative vote of at least two-thirds (2/3) of the members present at such meeting, it shall become part of the Constitution.

ARTICLE XIII

DEFINITIONS

Section 1. - To be in "good standing" a member must be current in the member's obligations to the Synagogue unless the member has made alternative arrangements with the Synagogue which are satisfactory to the Treasurer, in which case such member shall be in "good standing" so long as said member is in compliance with such alternative arrangements.

Section 2 – Gender. The use of any gender shall be deemed to include all other genders.

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THE EMANUEL SYNAGOGUE
CONSTITUTION (Effective June 20, 2023)

ARTICLE I
NAME

The name of this Corporation shall be THE EMANUEL SYNAGOGUE (which shall hereinafter be referred to as either the "Synagogue" or the "Congregation").

ARTICLE II
PURPOSE & NON-PROFIT STATUS

Section 1 - The Congregation is organized exclusively for charitable, religious, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. More particularly, the purpose of this Congregation shall be to provide and maintain a Synagogue, religious school, cemetery, and to carry on such other educational social, religious and fund-raising activities as are appropriate for a congregation practicing Conservative Judaism.

Section 2 - No part of the net earnings of the Congregation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Congregation 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 Article II, §1 hereof. No substantial part of the activities of the corporation 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Congregation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3 - Upon the dissolution of the Congregation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the judicial district in which the principal office of the Congregation 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. Distributions upon dissolution shall, if feasible, be made to one or more organizations that has purposes similar to those of the Congregation stated in Article II, §1 hereof.

ARTICLE III

FUNDAMENTAL PRINCIPLES

Section 1 - Observance. The Synagogue shall observe Conservative Judaism in accordance with the principles of the United Synagogue of Conservative Judaism.

Section 2 - Interpretation of Jewish Law. The Congregation shall look to its Rabbi, by virtue of the Rabbi's appointment as spiritual leader of the Congregation, as its authority on all matters of Jewish law and practice and as the interpreter to the Congregation of the decisions rendered and principles established by the Committee on Jewish Law and Standards of the Rabbinical Assembly. In the event a difference exists between the Rabbi and the Congregation or if the Rabbi wishes further guidance on interpretation of religious law and practice, the Rabbi shall submit the matter to the Committee on Jewish Law and Standards of the Rabbinical Assembly whose decision shall be binding unless two-thirds (2/3) of the members of the Congregation present at a meeting called for such a purpose vote otherwise.

ARTICLE IV

MEMBERSHIP

Section 1 - Eligibility.

- a. Any person of the Jewish faith, and their spouse, domestic partner, or other party to a civil union who is of a different faith or culture shall be eligible for membership in this Congregation.
- b. If both spouses, domestic partners or parties to a civil union are of the Jewish faith, membership shall be deemed to include both. If one spouse, domestic partner or party to a civil union is of a different faith or culture, that spouse, domestic partner or party to a civil union may become a member.
- c. For persons under Sections 1a or 1b, membership shall be deemed to include all of their Jewish children under an age to be determined from time to time by the Board of Trustees. For any children of a different faith or culture, such children under the age to be determined from time to time by the Board of Trustees may become members at the option of their parents.
- d. If the Jewish spouse, domestic partner or party to a civil union dies or the marriage, domestic relationship or civil union is dissolved, the non-Jewish spouse, domestic partner or civil union party shall continue to be eligible for membership, including their children.

Section 2 - Classes of Membership. There shall be classes of membership as follows:

- a. Regular two adult family membership;
- b. Regular one adult family membership;
- c. Other classes as established by the Board of Trustees.

Section 3 - Approval of Members. The affirmative vote of three-fourths (3/4) of the members of the Board of Trustees, present at its regular meeting, shall be required for the admission of a member to the Congregation.

Section 4 - Removal from Membership. Subject to the procedure set forth below in Section 6 of this Article, a member may be removed by the affirmative vote of three-fourths (3/4) of the members of the Board of Trustees, present at its regular meeting, for failure to fulfill obligations to the Synagogue, including, but not limited to, the payment of dues, capital improvement reserve or security funds, building maintenance fund or any other pledge.

Section 5 - Resignation. Resignation from membership shall be submitted in writing, which includes email communications by or on behalf of the member, or by personally notifying the Executive Director or other Synagogue Officer. The Executive Director shall send via first-class mail, postage prepaid, an acknowledgment of the resignation to the member and shall then also forward the member's resignation to the Board of Trustees for acceptance.

Section 6 - Procedure for Removal. The procedure for removing a member of the Congregation from the membership of the Congregation shall be as follows:

a. If a member is not in good standing (as such term is defined in this Constitution), the Executive Director shall send, via first-class mail, postage prepaid, a notice of arrears to such member at the address shown in the Congregation's current record of members requesting that such member respond within ten (10) days of the date of the notice.

b. If the member receiving the notice of arrears fails to respond to the request set forth in the notice of arrears within ten (10) days of the date of such notice, the Executive Director shall send, via certified mail, return receipt requested, a warning notice to such member at the address shown in the Congregation's current record of members, which warning notice shall contain a statement advising the member that unless such member responds to the warning notice, in writing (unless the Executive Director, in his or her sole discretion, waives the requirement of a writing), within thirty (30) days of the date of the warning notice, such member's name shall be presented to the Board of Trustees for the purpose of removing such member from the Congregation.

c. If the member receiving the warning notice fails to respond to the warning notice within thirty (30) days of the date of such warning notice, the Executive Director shall present such member's name to the Board at its next regularly scheduled meeting for action. Upon the affirmative vote of three-fourths (3/4) of the members of the Board, present at its regular meeting, to remove a member, such member shall forfeit all membership rights and privileges and be removed as a member of the Congregation. Within three (3) days of the Board's vote to remove a member, the Executive Director shall send a letter, via first-class mail, postage prepaid, to such former member informing such member of the Board's decision.

ARTICLE V

RIGHTS OF MEMBERS

Section 1 – Every adult member of the Congregation in "good standing" shall have the

following rights:

- a. To attend worship with their family at all services conducted at the Synagogue;
- b. To vote at all annual and special meetings of the Congregation;
- c. To have their children educated in the Synagogue's religious school;
- d. To use the Synagogue upon such terms and conditions as shall from time to time be established by the Board of Trustees;
- e. To purchase burial rights in the Congregation's cemetery in accordance with the rules that may from time to time be established; and
- f. To use the services of the Rabbi, Cantor and other ritual officials for all proper occasions as permitted by the United Synagogue of Conservative Judaism, the Rabbinical Assembly, the Cantorial Assembly and the Congregation Rabbi; and
- g. Such other rights as may from time to time be established by the Board of Trustees consistent with this Constitution..

Section 2 - Other Classes. Other classes of members shall have such rights, privileges and duties as established from time to time by the Board of Trustees.

ARTICLE VI

NOTICE

Where written notice of a meeting or proposed amendment of this Constitution is required under this Constitution, regular mail or an electronic transmission ("E-mail") may be utilized in conformity with the preference of the member. However, if this Constitution requires notice by "certified mail, return receipt requested," notice must be sent by the U.S. postal service or a nationally-recognized, next-day courier service with signature proof of delivery.

ARTICLE VII

MEETINGS

Section 1 - Annual Meetings. An annual meeting of the Congregation shall be held at a time, place, and date as designated by the President of the Congregation. The Secretary or his or her designee shall send written notice of such meetings to all members at their addresses and/or email addresses as shown in the Congregation's current record of members at least twenty (20) days prior thereto.

Section 2 - Special Meetings. Special meetings of the Congregation may be called at any time by the President and shall be called by the President upon written request of not less than forty (40) members of the Congregation or twelve (12) Elected Members (as hereinafter defined) of the

Board of Trustees. The call for any such meeting shall state the reason for which it is called. The Secretary or his or her designee shall send written notice of such meetings to all members at their addresses and/or email addresses as shown in the Congregation's current record of members at least ten (10) days prior thereto unless, in the opinion of the President or upon the request of the members of the Congregation or the members of the Board of Trustees requesting the meeting, the emergency nature of the meeting requires shorter notice.

Section 3 - Voting Privileges. At all meetings, including special meetings, of the Congregation, every adult member entitled to vote shall each have one (1) vote. To be entitled to vote, however, each member must be in attendance at the meeting. Voting by proxy shall not be permitted.

Section 4 - Quorum. A quorum for the transaction of business at a meeting of the membership shall be forty (40) members, or twenty-five (25%) percent of those members entitled to vote, whichever is less, but less than a quorum may adjourn any membership meeting to another date.

Section 5 - Meetings Held Electronically. Annual and special meetings of the Congregation shall be conducted in person; however, upon a determination by the President that existing facts and circumstances warrant the temporary suspension of in person attendance at the meeting, an annual meeting or a special meeting of the Congregation may be conducted by using an Internet meeting service as may be designated by the President. The Internet meeting service shall support video, text display, and voting capabilities (e.g. Zoom). Meetings held electronically shall be conducted in accordance with the rules adopted by the Board of Trustees to govern such meetings (as amended from time to time by the Board of Trustees in accordance with the procedure prescribed for amending the By-Laws of the Synagogue). Any such rules adopted by the Board may not otherwise conflict with or alter any provision of this Constitution or the By-Laws.

ARTICLE VIII **ADMINISTRATION**

Section 1 - Governance of the Synagogue. The activities, property and affairs of this Congregation shall be managed and controlled by the Board of Trustees which, subject to the provisions of this Constitution and the By-Laws of the Synagogue, shall be the governing body of the Synagogue.

Section 2 - Powers of the Board of Trustees. Without limitation, the Board of Trustees shall have the following powers:

- a. To establish the policies, rules and regulations by which the Synagogue and its committees shall be governed and operated and to oversee the administration of those policies, rules and regulations;
- b. To establish the amount of dues, fees, and other charges payable by members and other users of the Synagogue's facilities;
- c. To adopt a budget and oversee its administration;

d. To hire, discharge and establish the terms and conditions of employment of all the employees of the Synagogue; provided, that the Board of Trustees may delegate some or all of the powers under this Section 2.d. to (i) the Director of Education and the Board of Education with respect to teachers, the Librarian, and a secretary in the Religious School and (ii) the Executive Director with respect to all other employees who are not "Professionals"; for purposes hereof, the "Professionals" of the Synagogue may include: Rabbi, Assistant Rabbi, Cantor, Cantor Sheni, Ritual Director, Executive Director and Director of Education, as such positions may exist from time to time; notwithstanding any delegation of power hereunder, the Board of Trustees shall maintain the absolute right to oversee and, if necessary, overrule any decisions made by the party(ies) to whom such powers were delegated; and, further, the Board of Trustees, in its sole discretion, may choose to refrain from filling any employment position at the Synagogue, including, without limitation, any Professional position;

e. To approve or disapprove all applications for membership in the Synagogue in accordance with the membership application process set forth in this Constitution;

f. To remove members from membership in the Synagogue for cause under procedures established under Article IV of the Constitution or to remove Officers and Trustees from the Board in accordance with the By-Laws and this Constitution;

g. To adopt By-Laws consistent with the provisions of the Constitution; and

h. To supervise the activities of all Synagogue organizations connected with, or functioning under, the auspices of the Congregation.

Section 3 - Committees. The Board of Trustees may carry out its powers either by its own action or through standing or special committees acting under powers given them by the By-Laws or by the Board of Trustees. The President shall appoint the Chairs and Vice-Chairs, if any, of such committees, unless otherwise provided by this Constitution or by the By-Laws, and shall review and approve or disapprove of the committee members nominated by the Chair of each committee in accordance with the By-Laws as adopted from time to time by the Board of Trustees. The President may also directly appoint members of committees.

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Section 4 - Voting Privileges and Attendance at Board of Trustee Meetings. An Elected Member or Regular Member shall be entitled to vote on any matter that comes before the Board of Trustees. A Life Member shall be entitled to vote on any matter that comes before the Board of Trustees, provided said Life Member has attended a minimum of three (3) meetings out of the prior twelve meetings of the Board of Trustees. Attendance at the Annual Meeting of the Congregation shall also count as attendance at one (1) meeting of the Board of Trustees. A Life Member who has not met the preceding attendance requirement shall be entitled to attend and participate in meetings of the Board of Trustees, but shall not be entitled to vote until such time as the preceding attendance requirement has been satisfied.

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Section 2 - Notices. The notice of the annual meeting required by Article VII, Section 1 shall include a list of all nominees for the Board of Trustees and Officers of the Synagogue and may also be published in the Synagogue newsletter. No nomination shall be made from the floor at the annual meeting except in the event of the withdrawal or incapacity of a nominee or nominees which results in the failure to have as many nominees as there are positions to be filled.

Section 3 - Trustees. All present members of the Board of Trustees are confirmed in office until the expiration of their present term and until their successors are duly elected and qualified. In case there is a vacancy among the Elected Members caused by death, resignation, or otherwise prior to the end of an Elected Member's term, the President may nominate a member of the Congregation to serve until the next Annual Meeting of the Congregation and until the successor has been duly elected and qualified; said nominated member shall be subject to the approval of the Board of Trustees.

Section 4 - Officers. The Synagogue shall have a President, a President-Elect, a Vice President of Membership and Engagement, a Vice President of Ritual Affairs, a Vice President of Education, a Vice President of Social Justice, Chesed, and Cultural Affairs, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer (collectively the "Officers" and individually an "Officer") each of whom shall be elected at the annual meeting immediately following the election of the Elected and any Life members of the Board of Trustees and all of whom shall hold office until the next annual meeting or until their successors shall have been duly elected and qualified. All Officers of the Congregation shall serve on the Executive Committee. The Board of Trustees shall have the power to fill vacancies in any of the above offices until the next annual meeting of the Congregation. The powers and duties of Officers shall be as set forth in the By-Laws.

Section 5 - Qualifications. The Board of Trustees may from time to time establish qualifications for officers and for membership on the Board of Trustees; however, no member of the Congregation shall be eligible to serve as a member of the Board of Trustees unless such member, at the time of his or her election as a member of the Board of Trustees: (i) is a member of the Congregation in good standing; (ii) has been a member of the Congregation for at least one (1) year prior to his or her election; and (iii) has demonstrated a commitment to the welfare of the Synagogue. All Officers shall be members of the Board of Trustees. No member of the Board of Trustees shall be eligible to serve as an Officer unless such member of the Board of Trustees, at the time of his or her election as an Officer has served as a member of the Board of Trustees for at least one (1) year.

Section 6 - Removal of a Trustee. A member of the Board of Trustees may be removed for "cause" by a two-thirds (2/3) vote of the Board of Trustees, provided that notice of such proposed action shall have been sent to such member of the Board of Trustees, via certified mail, return receipt requested, at the address shown in the Congregation's current record of members and provided,

further, that such member of the Board of Trustees shall have been given an opportunity for a hearing before the Board of Trustees. "Cause" shall include, without limitation, the conviction of a felony, the commission of any crime involving Synagogue property, or the conviction of any other act inappropriate for a Trustee of a synagogue or the violation of the Conflict of Interest Policy adopted by the Board of Trustees.

ARTICLE XI **ORDER OF BUSINESS**

The most current edition of Robert's Rules of Order – Newly Revised shall be the parliamentary authority for the Congregation and shall prevail at all meetings of the Board of Trustees, the members, and committees serving under the Board of Trustees to the extent such rules do not conflict with Connecticut state law, this Constitution, the By-Laws of the Synagogue as adopted by the Board of Trustees, or the rules adopted by the Board of Trustees to govern meetings held electronically.

ARTICLE XII **AMENDMENTS**

This Constitution may be amended by the Congregation in the following manner: An amendment may be initiated by the vote of the Board of Trustees provided notice of the proposed amendment is included in the call for the meeting; or it may be initiated by a written petition filed with the Secretary of the Congregation and signed by at least forty (40) members of the Congregation setting forth the proposed amendment. Notice of the proposed amendment shall be given to members together with the notice for the annual meeting or notice of a special meeting called for the purpose of amending this Constitution. The amendment shall be read at the next annual meeting or special meeting called for that purpose, and if such proposed amendment receives the affirmative vote of at least two-thirds (2/3) of the members present at such meeting, it shall become part of the Constitution.

ARTICLE XIII **DEFINITIONS**

Section 1. - To be in "good standing" a member must be current in the member's obligations to the Synagogue unless the member has made alternative arrangements with the Synagogue which are satisfactory to the Treasurer, in which case such member shall be in "good standing" so long as said member is in compliance with such alternative arrangements.

Section 2 – Gender. The use of any gender shall be deemed to include all other genders.