

CONSTITUTION OF
ORTHODOX CONGREGATION OF FAIR LAWN – SHOMREI TORAH

PREAMBLE

In order to perpetuate Orthodox Judaism, inspire the desire for knowledge and learning in the spirit of the Torah, and in order to provide an Orthodox house of prayer, this Constitution was adopted in July of 1973. In order to incorporate the several amendments that have since been adopted and to reflect the working experience of the synagogue, this Constitution is hereby restated to reflect all amendments adopted through July 1, 2005.

ARTICLE 1. NAME

The name of this synagogue shall be ORTHODOX CONGREGATION OF FAIR LAWN, SHOMREI TORAH, to be located in the Borough of Fair Lawn, New Jersey.

ARTICLE 2. OBJECTIVE

SECT. A: To maintain an Orthodox Synagogue in conformance with the teachings of the written and oral Law of the Torah as expounded in the Shulchan Aruch.

SECT. B: To provide a religious, cultural, social and educational center in order to perpetuate the tenets of Orthodox Judaism.

SECT.C: To promote harmony among all Jews.

SECT. D: To participate in worthy activities of benefit to the Jewish people.

SECT. E: To promote the welfare of the membership.

SECT. F: To maintain this Congregation as long as there are ten members in good standing for one year, who are willing to continue and support it.

ARTICLE 3. MEMBERSHIP

SECT. A: Any person of the Jewish religion who is of good moral repute and character shall be eligible for membership.

SECT. B: Applications for membership shall be in writing on an approved form to be signed by the applicant.

SECT.C: All applications for membership shall be referred to the membership committee.

The names of those applicants approved by the committee shall then be presented to the Board of Directors. Admission shall be granted by a majority vote of the Board of Directors present at the meeting. If rejected, an applicant may re-apply after one year.

SECT. D: Voting rights shall be granted immediately upon admission to membership.

SECT. E: It shall be the duty of all members to assist, obey, and respect the officers in the discharge of their duties, to respect one another and to avoid all personal or indecorous remarks, in debate or otherwise, whereby the feelings of any member may be hurt and the peace and harmony of this Congregation disturbed.

SECT. F: There shall be two types of membership: family and single.

SECT. G: Family membership shall entitle the husband and wife to vote individually, one vote each.

ARTICLE 4. DUES

SECT. A: The dues for membership as well as all other assessments shall be paid as determined by the Board of Directors.

SECT. B: Failure to pay dues or assessments may be cause for suspension of membership by the officers of the Congregation or expulsion by the Board of Directors.

SECT. C: Upon payment of his arrears the or entering into a special payment arrangement agreed to by a financial officer of the Congregation, a suspended member may apply for reinstatement of membership, which shall be determined by the officers of the Congregation.

SECT. D: Alternatively to Section C above, a member suspended or expelled for non-payment of dues or assessments who makes application for reinstatement may be reinstated by a majority vote of the members of the Board of Directors present and who are entitled to vote. The Board of Directors can, also by a majority vote, waive any arrears.

SECT. E: No suspension or expulsion for arrears shall be effective unless the member has been notified by certified mail 30 days in advance.

SECT. F: A member shall be deemed to be in good standing unless such member has been suspended or expelled pursuant to Section B or has been determined to lose good standing status pursuant to this Section F. A member who has any dues, assessments or other financial commitments to the Congregation outstanding for a period exceeding 12 months and has not entered into a special payment arrangement agreed to by a financial officer of the Congregation, may, upon notice, have good standing status removed. Such member can apply to the officers of the Congregation or the Board of Directors to have good standing status reinstated. This Article shall be administered in accordance with regulations and procedures to be established by the Board of Directors. For purposes of this Article, the financial officers of the Congregation are the

President; Vice-President, Finance and Treasurer; Vice-President, Fund raising; and Financial Secretary.

ARTICLE 5. MEETINGS

SECT. A: Annual Meeting – This Congregation shall meet regularly at least once in every year in the month of May on a date to be set by the Board of Directors.

SECT. B: Special Meetings – The President or in his absence, any Vice-President may call a special meeting in case of emergency. If requested in writing by ten (10) percent of the membership in good standing, the President or in his absence the Executive Vice-President shall convene a special meeting within two weeks. If requested in writing by (10) members of the Board in good standing, the President or in his absence the Executive Vice-President shall convene a special Board meeting within two weeks. Seven (7) days notice shall be given to members in order to convene a special meeting. In the event that the President or the Executive Vice-President fails to issue a call for a special meeting with seven days after being requested to do so, any other officer may issue such a call.

SECT. C: Notice – The membership shall be given at least twenty five (25) days notice of the date and time of the annual meeting.

SECT. D: Quorum – Thirty (30) percent of the membership in good standing shall constitute a quorum for a general membership meeting. For this purpose family and single memberships shall each count equally as one member. If there is no quorum, then the President shall call another general membership meeting within twenty (20) days. If there is no quorum, then the Board of Directors shall have the authority to elect the Officers and Board members and to act on any other business which was on the published agenda for the general membership meeting. For this purpose the Board of Directors must act by an absolute majority of its members in good standing.

ARTICLE 6. BOARD OF DIRECTORS

SECT. A: The management and administration of the affairs of the Congregation shall be vested in a Board of Directors of no more than forty seven (47) members including the officers described in Article 7, but excluding those past Presidents who are members in accordance with Section I and those Trustees who are members in accordance with Section J. Each director shall be elected for a term of two years except that a director's initial elected term shall be for one year.

SECT. B.: The President of the Congregation's Sisterhood, the President of the Congregation's Men's Club, and the director of the Leah Sokoloff Nursery School shall be for the term of their offices full members of the Board of Directors, with voting rights, provided he or she is a member of the Congregation.

SECT. C.: The Rabbi of the Congregation shall be an ex-officio member of the Board, but without voting rights.

SECT. D: The Board of Directors shall be charged with and assume control of all property of the Congregation: shall designate the bank or banks wherein the funds of the Congregation shall be deposited: shall be responsible for all expenditures and disposal of Congregational funds and property, and investment of Congregational funds. The President and Treasurer or any other duly authorized officer shall sign withdrawal vouchers or checks for authorized withdrawals.

SECT. E: The Board shall determine its own rules of government meetings, provided such rules do not conflict with the Constitution. A vacancy on the Board of Directors may be filled by Presidential appointment with Board approval until the next annual May meeting of the general membership, at which a successor shall be elected for the unexpired term, if any.

SECT. G.: Any member of the Congregation in good standing, may be present, without voting privileges, at any meeting of the Board of Directors, unless such meeting, or any portion thereof, has been designated a closed meeting by the President.

SECT. H: No one may be nominated for membership in the Board of Directors unless he shall have been a member in good standing of the Congregation for one year preceding nomination.

SECT. I.: Each past President who is a Member in good standing shall be a member of the Board of Directors with voting rights, unless he or she notifies the Board of an intention to withdraw with respect to a specific year.

SECT. J : Each member in good standing who has served on the Board of Directors for a minimum of eighteen(18) years may elect to serve as a Trustee of the Board of Directors with full voting rights.

ARTICLE 7: OFFICERS

SECT. A: The officers of this Congregation shall be:

1. President
2. Executive Vice-President
3. Vice President, Fund-Raising
4. Vice President, Finance & Treasurer
5. Vice President, Administration
6. Financial Secretary
7. Corresponding Secretary
8. Recording Secretary

SECT. B: No member shall hold more than one elected office at any time.

SECT. C: It shall be the function of the President to preside at all meetings of the Congregation and Board of Directors, to call all the meetings of the Congregation and the Board of Directors, to sign all agreements, contracts, deeds and other documents for the Congregation pursuant to appropriate resolutions by the Congregation or Board of Directors, to countersign all checks, vouchers and notes, together with the Treasurer, as may be directed by the Congregation or

Board of Directors, and to appoint the chairmen of all committees. He shall be an ex-officio member of all committees without the right to vote.

SECT. D: The Executive Vice President shall assist the President in the Discharge of his duties and in the event of his absence, resignation, death or disability shall discharge all of the duties of that office. In addition, he shall be responsible for the supervision and coordination of the activities of committees and auxiliary organizations as shall be specifically assigned to him by the President. He shall be an ex-officio member of the committees to which assigned with the right to vote.

SECT. E: The Vice President, Administration shall be assigned by the President to supervise and coordinate the activities of those committees involved in the day-to-day operation of the organization. He shall be ex-officio member of such committees with the right to vote.

SECT. F: The Vice President, Fund-Raising shall be responsible for the supervision and coordination of the fund-raising events of the Congregation. Notwithstanding the foregoing, where the supervision and coordination of the Sisterhood, Men's Club or any other committee or auxiliary organization which is engaged in fund-raising is specifically assigned to another officer or board member by the President, Vice President, Fund-Raising shall not oversee the fund-raising activities of those organizations.

SECT. G: The Vice President, Finance and Treasurer shall keep an accurate and correct record of receipts and expenditures of the Congregation and of the accounts between the Congregation, its members and others, which records, at all times, shall be open for inspection by the Board of Directors, and the Finance Committee, and shall make withdrawals upon an order from the President and/or the Board of Directors, and then only by check or voucher, signed by duly authorized officers. He shall render written reports of the finances of the Congregation at all such meetings or occasions as may be directed by the Congregation or the Board of Directors. Said report shall be affixed to the minutes of the meeting at which it is presented.

SECT. H: The Financial Secretary shall notify all members of the Congregation of their indebtedness to it, receive all monies which shall from time to time be payable to the Congregation and cause the same to be deposited. He shall notify the membership committee of all arrears and render reports as directed by the President.

SECT. I: The Recording Secretary shall keep accurate records of all the notices of meetings, retain minutes of all Board meetings and any committee meetings for which minutes are kept. He shall sign such documents or instruments as may be necessary to effectuate the proper directives of the Congregation or the Board of Directors.

SECT. J: The Corresponding Secretary shall carry on all correspondence of the organization and/or the Board of Directors and sign such documents or instruments as may be necessary to effectuate the proper directives of the Congregation or the Board of Directors.

SECT. K: Officers shall hold office for a term of one year. They shall not be eligible for more than three consecutive terms in the same office.

SECT. L: In the event of death, resignation or incapacity of any officer, if not provided for, a successor may be elected by the Board of Directors to fill the vacancy for the unexpired term. However, if the office of President, shall be vacated and the Executive Vice President shall not be able to assume the duties of President then, the Vice President, Finance and Treasurer shall serve as interim President until a special election can be held to elect a new President. Such election shall be held as soon as practicable following the date the vacancy arises.

SECT. M: No one may be nominated for office unless he shall have been a good member in good standing of the Congregation for the year preceding such nomination.

ARTICLE 8: ELECTION OF OFFICERS AND BOARD OF DIRECTORS

SECT. A: Elections shall be held in the month of May.

SECT. B: The President of the Congregation shall appoint the chairman of the Nominating Committee in January. The chairman of the committee shall select for his committee four members of the Board of Directors and two non board members from the general membership. All members of this committee must be members in good standing for the current year and the preceding year. Spouses may not serve concurrently on the Nominating Committee. No officer serving on the Nominating Committee can be nominated to be an officer for the next year. No officer can be nominated to a lower ranked office as determined by the hierarchy provided in Article 7, Section A, absent a one year hiatus.

SECT. C: The committee shall nominate a slate of officers and directors for approval at the Board of Directors meeting in March. If the Board of Directors does not approve the nominated slate, the President shall appoint a new chairperson to form a new nominating committee to meet as soon as practicable. The Board of Directors shall mail the slate to the general membership at least twenty-five (25) days prior to the May meeting of the general membership of the Congregation. The letter presenting the slate should list the qualifications for each nominee, describe the constitutional procedure for making additional nominations, and inform the general membership that in the absence of additional nominees, the slate will be automatically elected.

SECT. D: Additional nominations may be made by petition of ten members in good standing and the acceptance of the nominee. All such petitions shall be delivered to the President or any Vice President at least fifteen (15) days prior to the general membership meeting. All nominations to a position on the Board of Directors must specify the term for which the nominee is intended. The President shall cause a list of all such additional nominees to be mailed to the general membership at least ten (10) days prior to the general membership meeting.

SECT. E: All nominees must meet the requirements as set forth on the respective articles of this constitution.

SECT. F: Election to office shall be closed by ballot. When more than one candidate is nominated for office, the one receiving a majority of votes shall be deemed elected. If no candidate for an office receives a majority, there shall be a runoff election between the two

candidates receiving the largest number of votes. The one receiving the majority of votes cast shall be deemed elected. The Board of Directors shall be elected by determining the nominees with the highest number of votes.

SECT. G: The Secretary shall record the results of the election in the minutes of the May meeting of the general membership of the Congregation. The general membership shall be notified by the Secretary by mail as soon as practicable after the meeting.

SECT. H: The installation of officers and the Board of Directors shall take place in the month of June.

ARTICLE 9: THE RABBI

SECT. A: A Rabbi shall be elected at the discretion of the Congregation, upon recommendation of a specific committee formed for this purpose, by a majority of the votes cast at a meeting of the Congregation. Written notices of the proposed election shall be sent to all members of the Congregation at least two (2) weeks prior to the date set for such election.

SECT. B: The terms under which the Rabbi shall be elected shall be determined by the Congregation upon recommendation of the Board of Directors.

SECT. C: The Rabbi's duties shall include all functions traditionally allocated to him.

SECT. D: He shall attend services and shall be the authority for all religious aspects of such services and for all religious functions of the Congregation.

SECT. E: He shall supervise educational activities conducted under the sponsorship of the Congregation.

SECT. F: No person may hold or administer the office of Rabbi in the Congregation, unless he shall have true Rabbinical Ordination (Smicha) from a recognized Orthodox Yeshiva or authority.

ARTICLE 10: RELIGIOUS WORSHIP AND CONDUCT

SECT. A: All religious services, prayers and customs shall be conducted according to Orthodox ritual (Ashkenazic).

SECT. B: Differences concerning Jewish Law, worship, religious ritual and conduct shall be decided solely by the Rabbi of the Congregation.

SECT. C: Specific sections of the Sanctuary shall be designated for the separate and exclusive use of men and women at all religious services. This designation shall be effectuated by the use of a tangible physical partition known as a "Mechitza".

SECT. D: At no time shall instrumental music be played or caused to be heard during worship or prayer.

SECT. E: The Cantor or Reader when officiating at worship shall always face in the direction of the Holy Ark, with the sole exceptions of when reciting the last stanza of the prayer “Lecha Dodi”, reciting the Kiddush and during the ceremony of Hotzaat Sefer Torah – the taking out of the Sacred Scrolls from the Holy Ark.

SECT. F: Every contribution or donation, whether of real, personal or mixed property, made generally for any specific use of this Congregation, shall be deemed made in trust under the express condition and for the unchangeable purpose of conducting an Orthodox Congregation as above defined and for the furtherance of the religious objectives set forth, and every such contribution when received by the synagogue, shall be deemed received and accepted according to this condition and furtherance of such trust.

SECT. G: It is expressly recognized by the founders and members of this Congregation that inasmuch as the principles of Orthodox Judaism are based upon Divine Authority, the rules concerning Divine Worship in this Congregation are not subject to alteration by the membership, Board of Directors, officers or any of its employees.

SECT. H: No individual shall officiate at services at any time without expressed authorization of the Shamos who shall act with the consent of the Ritual committee. Barring the employ of a Shamos or in his absence, the Gabbaim shall designate the one to lead the services. If the Gabbaim are absent, the Rabbi shall designate the one to lead.

SECT. I: No individual shall be invited to perform a religious ceremony or to address the Congregation or any of its affiliated groups unless the Rabbi and the President are consulted and have given their consent.

ARTICLE 11: AUXILIARY ORGANIZATIONS

SECT. A: The Congregation shall have such auxiliary organizations as shall from time to time be authorized and constituted by the Board of Directors.

SECT B: The activities of all auxiliary organizations of this Congregation shall always be conducted in such a manner as will advance the best interests of this Congregation.

SECT. C: The by-laws and other regulations of the auxiliary organizations shall be consistent with the Constitution and policies of the Congregation.

ARTICLE 12: STANDING COMMITTEES

SECT. A: The Congregation shall have the following standing committees:

- House Committee
- Finance and Budget Committee
- Cemetery Committee

Membership Committee
Education Committee
Constitution Committee
Ritual Committee
Youth Activities Committee
Publicity Committee
Fund Raising Committee
Nominating Committee

SECT. B: The chairmen of the standing committees shall be appointed by the President at the first Board of Directors meeting in June, called as soon as practicable after the installation of officers, and Board of Directors. The chairman of each standing committee must be an elected member of the Board of Directors. The chairman of each committee shall supply the Secretary with a written list of the members of his committee at the following Board of Directors meeting.

SECT. C: The House Committee shall supervise the synagogue in regard to its property and premises. It shall have charge of permitting the use of such property and premises for various functions. The committee shall supervise the maintenance of the premises, both inside and out. It shall supervise the activities of maintenance employees.

SECT. D: The Finance and Budget Committee shall make periodic reviews of the financial operations of the Congregation and shall report their findings to meetings of the Board of Directors and from time to time to the meetings of the general membership. It shall also present to the first meeting of the year of the general membership a proposed budget for the following fiscal year, for the approval of the Congregation. The Treasurer shall be an ex-officio member of this committee with voting power.

SECT. E: The Cemetery Committee shall govern and supervise all matters pertaining to the cemetery in accordance with the Congregation and its contractual agreements.

SECT. F: The Membership Committee shall be charged with the responsibility of keeping in touch with Jewish families in the community that are not affiliated with any other Congregation, particularly with new families, with the view of inviting them to become members of the Congregation. This committee shall also receive applications for membership, investigate such applications and present them for appropriate action to the Board of Directors. The committee shall secure the membership cards that are to be completed as to names, dates and other information required. These cards shall be furnished to the Secretary to become part of the permanent records of the Congregation. The application for membership shall be kept by the Secretary as a permanent record. The Rabbi shall be a full member of this committee with the right to vote. When the occasion arises, this committee shall initiate action for suspension or expulsion of members in accordance with the Constitution of the Congregation.

SECT. G: The Education Committee shall be charged with the responsibility of developing a program of education for the Congregation, for the children, the adolescents and the adults. It shall also determine policy and formulate rules and regulations for the administration of such a

program, subject to the approval of the Board of Directors. The Rabbi shall be a member of this committee.

SECT. H: The Constitution Committee shall examine and make reports to the Board of Directors of any proposed amendments or additions to the Constitution. Robert's Rules of Order shall be the standard for parliamentary procedure in this Congregation, in the absence of any other rule or law governing the procedure in any particular situation.

SECT. I: The Ritual Committee shall coordinate all the religious services of the Congregation, including weddings, Bar-Mitzvahs and funerals, and shall formulate rules and regulations for all such services, subject to the approval of the Board of Directors and the Rabbi. It shall offer to the Rabbi such advice and guidance as it may consider appropriate with respect to the character and mode of various services. It shall also be in charge of seating arrangements at services during the High Holy Days and at other times during the year, and shall have the responsibility of appointing "Gabbaim". The Gabbaim shall have the right to distribute aliyot and other synagogue honors. The Rabbi shall be a full member of this committee with veto power in any religious matter.

SECT. J: The Youth Activities Committee shall be charged with the responsibility of developing a program of youth activities for the Congregation. It shall also be charged with the administration of such activities. The Rabbi shall be a full member of this committee.

SECT. K: The Publicity Committee shall promote within the Congregation and in the community an awareness of the purpose and activities of the Congregation. It shall release news to the press and other means of mass communication. It shall publish a bulletin for the membership.

SECT. L: The Fund Raising Committee shall be charged with the responsibility of developing a year-round program to raise funds for the operations of the Congregation and funds for the Building Fund. The programs should be consistent with the religious tenets of the Congregation.

SECT. M: The Nominating Committee shall perform the functions prescribed in Article 8.

ARTICLE 13: AMENDMENTS AND RESTATEMENTS

SECT. A: This Constitutions or any portion thereof, may be amended in the following manner: The proposal to amend or suspend one or more articles of this Constitution, or to introduce new articles to it, shall be submitted in writing to the Constitution Committee (through the Board of Directors), signed by no less than ten (10) per cent of the membership in good standing. The Constitution Committee shall submit the proposal(s) to the Board of Directors with its recommendations within fifteen (15) days after it received the proposal(s). The Board of Directors shall consider such proposals at its next meeting. Within (30) days after consideration of the proposals by the Board of Directors a special meeting of the Congregation shall be called to consider and vote on the proposal. The notice of such meeting shall be mailed twenty-one (21) days before the meeting and shall include a copy of the proposal(s).

At the special meeting, a report shall be submitted on the recommendation of the Board, as to action to be taken.

If two-thirds of the vote of membership present at the meeting favors the proposal(s), it shall be declared adopted. The Secretary shall notify the general membership by mail of the results of the special meeting and include a copy of the approved proposal.

SECT. B: A proposal for amendment, suspension or addition which has been rejected by the Congregation may not be resubmitted for the consideration of the Congregation unless twelve (12) months have elapsed since the time of rejection. However any procedural or technical change of proposed amendment, which does not involve substantive matter, may be corrected without compliance with this section.

SECT. C: Section "A" of this Article shall not be applicable to Section "D" of this Article 13.

SECT. D: The following provisions of this Constitution shall be irrevocable and not subject to amendment, change or repeal as long as there are three (3) dissenting voices of members in good standing for one year or more, to the proposed amendment, change or repeal:

Article 2.

Article 9 Sect. F

Article 10 Sects. A, B, C, D, E, F, G, and I.

SECT. E: This Constitution shall become law by its passage and shall supersede all existing constitutions of the Congregation.

SECT. F: This Constitution may be restated in its entirety in the following manner: The President shall direct the Constitution Committee to prepare a written draft for submission to the Board of Directors. If approved by the Board of Directors, the proposed restatement shall be submitted to the next annual May meeting of the general membership of the Congregation. If two-thirds of the vote of the membership present at the meeting favors the restatement, it shall be declared adopted.