

Constitution and Bylaws - Jewish Center of Northwest Jersey

EIN 82-4780890

Revised May 2000, June 2011 and July 2013, April 2019

ARTICLE I: Name

Section 1. The name of this Congregation shall be the Jewish Center of Northwest Jersey, established as a Reform synagogue and affiliated with the Union of American Hebrew Congregations. [NOTE: it is the intention of the board, reaffirmed at its March 2, 2000, meeting, to consider changing the name of the JCNWJ.]

ARTICLE II: Purposes

Section 1. It shall be the purpose of this congregation to promote the fundamental and enduring principles of Judaism and to ensure the continuity of the Jewish people; to enable its members to develop a relationship with God through communal worship, study of Torah, and assembly; and to apply the principles of Reform Judaism to the values and conduct of the individual, the family, and the society in which we live.

The organization is organized exclusively for charitable, religious and educational purposes under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III: Membership

Section 1. Any person of the Jewish faith or in some manner affiliated with it, eighteen years of age or older, may be eligible for membership upon submission of a completed membership application. Each adult member in good standing shall have one vote at all regular and special meetings of the general membership and shall be entitled to the use of all congregational facilities and services according to the policies of the congregation. Good standing shall mean that all financial obligations to the congregation are current.

Section 2. Any congregation member in good standing who is of the Jewish faith is eligible to serve as an officer of the congregation or on the Board of Trustees.

Section 3. Family membership shall include one or two adults and dependent children sharing a common household. The Board of Trustees may establish special membership classifications.

Section 4. A member shall be responsible for financial support of the congregation through the payment of dues and other fees associated with the use of the facilities or services that are specified by the Board of Trustees.

Section 5. In addition, a member is expected to co-host an Oneg Shabbat each year and to contribute to the ongoing operations of the congregation, whether through service on a committee, as a teacher in the Sunday School, as a member of the Board of Trustees, or through some other commitment.

Section 6. The Board of Trustees may waive, extend, or modify any financial obligation due from a member. The Board of Trustees shall establish procedures with the intent of preserving the privacy of any member requesting modification of financial obligations.

Constitution and Bylaws - Jewish Center of Northwest
Jersey
EIN 82-4780890
Revised May 2000, June 2011 and July 2013, April 2019

Section 7. The membership privileges of members who have not met their financial obligations to the congregation may be suspended by a majority vote of the Board of Trustees. The member shall be notified in writing at least 30 days prior to such a vote and provided with an opportunity to be heard.

Section 8. In addition, the Board, by majority vote, may suspend the privileges of a member who engages in conduct inimical to the purposes of the congregation. The member shall be notified in writing at least 30 days prior to such a vote and provided with an opportunity to be heard. Further, a member who has been suspended by the Board may choose to appeal to the full membership.

Section 9. Resignations from the congregation shall be presented to the Board of Trustees in writing. Resignation shall not relieve any obligations due the congregation up to the time of resignation.

ARTICLE IV: Meetings

Section 1. The Fiscal Year shall begin July 1 and end June 30.

Section 2. The annual meeting of the congregation shall be held within 60 days prior to the commencement of the fiscal year. At this meeting, reports shall be submitted by the president, the rabbi, and such other officers, staff, affiliates, and committees as may be requested to do so by the Board of Trustees. The Board shall present for approval a budget for the coming fiscal year, and trustees and officers shall be elected at the annual meeting. Every member of the congregation shall be notified by mail at least thirty days prior to the holding of the annual meeting.

Section 3. Special meetings of the congregation may be called by the president or shall be called at the request of a majority of the Board of Trustees or on written application of not less than 10 percent of the membership. The call for a special meeting shall set forth the purpose of the meeting, and written notice thereof shall be mailed to the membership at least 30 days prior to the time of such meeting, unless the President, in the case of an emergency, determines that a shorter notice and another means of notification are required. No business shall be transacted at such meeting except that specified in the notice.

Section 4. The quorum for a congregational meeting shall be 25 voting members.

Section 5. Only members who are present at a meeting will be entitled to vote. Proxy votes will not be accepted.

Section 6. Without a quorum, meetings may be held at which a program may be presented or a discussion held, but a vote is not allowed.

ARTICLE V: Officers

Constitution and Bylaws - Jewish Center of Northwest Jersey

EIN 82-4780890

Revised May 2000, June 2011 and July 2013, April 2019

Section 1. The officers of the congregation shall be a president, vice president, secretary, and treasurer. Officers are elected at the annual meeting of the congregation for a term of 2 years. Officers shall assume office at the start of the fiscal year.

The President

Section 2. The duties of the president shall be to preside as chair at all congregational and board meetings and to appoint all committees. The president shall be an ex-officio member of all committees except the nominating committee. He or she shall call special meetings and perform such other duties as are incident to the office.

The Vice-President

Section 3. The vice president shall perform such duties as may be assigned by the president. The vice president shall automatically succeed to the office of the president in case of vacancy during the term and shall act for the president in case of his or her absence or disability.

The Treasurer

Section 4. The treasurer shall be the custodian of all funds of the congregation, responsible for managing income and expenses and shall be the disbursing agent of the congregation as authorized by the Board of Trustees. The treasurer shall present a financial report at all meetings of the Board of Trustees and in writing to all members at or before the annual congregational meeting. The treasurer shall chair or serve on the Budget and Finance Committee and will not be part of any audit procedure. Upon termination of office, a statement of account must be presented to the Center showing that same has been audited by the Finance Committee.

Section 5. All disbursements of congregational funds shall require the signatures of two officers as designated by the Board of Trustees.

The Secretary

Section 6. The secretary shall be responsible for all correspondence at the discretion of the president and keep the minutes of both the congregation and the Board of Trustees, send out notices of all meetings, and perform such other duties as are incident to the office. At each meeting the minutes of the preceding meeting shall be read along with all relevant communications. The secretary shall be the official custodian of the records of the Congregation. Upon leaving office, all books, papers and other property in his/her charge, belonging to the Center, shall be delivered to his/her successor or the president.

ARTICLE VI: Board of Trustees

Section 1. The Board of Trustees shall consist of eleven (11) people: the four (4) officers of the congregation, the immediate past president, and six (6) members elected by the congregation for a term of two years. In addition, presidents of the sisterhood, the men's club, and the youth group, as well as other sanctioned auxiliary groups affiliated with the congregation are encouraged to attend board meetings as nonvoting participants. A minimum of six (6) Board members are required for any vote of the Board of Trustees to be valid. The President shall vote only in the case of a tie. A past president may be considered a life director, without voting privileges.

Constitution and Bylaws - Jewish Center of Northwest
Jersey

EIN 82-4780890

Revised May 2000, June 2011 and July 2013, April 2019

Section 2. The Board of Trustees shall have the general management of the affairs, funds, fees, records, and property of the congregation. It shall act on all matters of policy and perform such other duties as the members of the congregation in regular or special meetings may prescribe. However, any transaction requiring an expenditure of \$5,000 or more must be presented at a regular or special meeting of the congregation and voted on by the general membership. (Every three years, the aforementioned amount will be adjusted upward according to a CPI.)

Section 3. The Board of Trustees shall fill any vacant office or any vacancy on the Board of Trustees, other than president, until the next congregational election. At that time the congregation will elect candidates to fill any unexposed terms.

Section 4. The Board of Trustees shall meet once a month. In addition, the Board of Trustees may meet at the call of the president or by petition of voting members of the board.

Section 5. The Board of Trustees shall have the authority to engage employees; in consultation with the rabbi, to engage professional staff; and to establish their duties and compensation.

Section 6. The Board of Trustees shall designate the depository for deposit of congregational funds.

Section 7. The president may appoint 2 individuals to serve on the Board of Trustees with or without voting privileges for a period of 2 years.

ARTICLE VII: Removal from Office

Section 1. The office of any voting trustee who is absent without adequate excuse from three successive meetings of the board may be declared vacant by the board.

Section 2. An officer or trustee may be removed from office for cause by a two-thirds vote of the members of the congregation present at any special meeting called by the Board of Trustees (or on written application of not less than 10% of the membership) for the purpose of acting upon such removal. Notice must be served on the officer or trustee proceeded against, and an opportunity to be heard must be given by both the Board of Trustees and the congregation.

Article VIII: Committees and Auxiliaries

Section 1. The following standing committees shall be appointed by the president. Each committee shall submit an annual budget to be reviewed by the full board acting as a budget committee.

A. Religious Practices Committee. The Religious Practices Committee, in cooperation with the rabbi, shall consider and establish observances for the synagogue and promote practices in the home that will enhance the values of Jewish living, including the development of Shabbat and holiday services, the completion of a calendar of services, assistance with B'nai Mitzvah, weddings and funerals for congregation members; this committee is also responsible for the logistical aspects of worship services and for selecting persons to be honored at such services.

Constitution and Bylaws - Jewish Center of Northwest Jersey

EIN 82-4780890

Revised May 2000, June 2011 and July 2013, April 2019

B. Membership/Public Relations Committee. The Membership/Public Relations Committee shall recruit new members for the congregation and assist prospective members in their understanding of the congregation as well as develop plans for membership retention. The Committee shall be responsible for all public relations efforts.

C. House. The House Committee shall keep the building and property of the congregation in good order and repair and establish, with the approval of the Board of Trustees, rules and regulations for the use of the congregation's physical facilities. An inspection of the building and grounds shall be carried out on a regular basis.

D. Finance. The Finance Committee shall make a detailed estimate of the income and operating expenses for the ensuing year, propose an annual budget for the ensuing year based on the expense budgets submitted by officers and committee chairs, and supervise the audit of the accounts of the congregation. Any expenditure over one thousand dollars not provided for in the annual budget shall be proposed first to Board of Trustees for approval.

E. Education Committee. The Education Committee shall serve as the superintendent of the Religious School and shall hire Religious School personnel with the approval of the Board of Trustees, supervise the purchase of books and supplies, and maintain a curriculum guide.

Section 2. The Board of Trustees may establish such other standing or ad hoc committees deemed necessary or appropriate, such as a budget committee or a nominating committee.

Section 3. The Board of Trustees may authorize auxiliary organizations as may be deemed necessary or appropriate, such as a Sisterhood or Brotherhood. Auxiliary organizations are quasi-independent groups within the membership, each of which has certain responsibilities and is subject to this constitution and bylaws. The Board of Trustees may dissolve any auxiliary organization in its discretion by majority vote.

A. Auxiliary organizations shall operate under their own bylaws which are to be approved by their membership and the Board of Trustees. A copy of their bylaws will be provided to the Secretary. The bylaws and financial records and other regulations of the auxiliary organizations shall be consistent with the Constitution, Bylaws and policies of the JCNWJ. Each Auxiliary organization shall elect its own directors and officers. The auxiliary organization will be granted a seat on the Board of Trustees.

C. The activities of the auxiliary organizations shall at all times be conducted in such manner as will advance the best interests of the JCNWJ, or be subject to disassociation or dissolution by a vote of the Board of Trustees.

D. If approved by the Board of Trustees, the officers of the auxiliary organizations will be included in the indemnification insurance coverage provided to the Trustees of JCNWJ.

Constitution and Bylaws - Jewish Center of Northwest Jersey
EIN 82-4780890

Revised May 2000, June 2011 and July 2013, April 2019

E. Each such auxiliary organization shall be under the supervision of the Board of Trustees. All members of any such affiliated group shall be members of the Congregation.

F. Each auxiliary organization will:

- 1. Maintain its own finances and maintain its own bank account. Its funds will not be considered funds of the congregation for purposes of Article V, Section 4. Upon dissolution of the auxiliary organization its funds will become funds of the JCNWJ.**
- 2. Provide the Treasurer with copies of monthly bank statements and permit the Treasurer the opportunity to review its books and financial records on a regular basis or whenever requested.**
- 3. Coordinate its activities to avoid conflicts with the JCNWJ and its religious school and other auxiliary organizations.**
- 4. Report to the Board of Trustees all activities for advance approval.**

G. Individual expenditures by each auxiliary organization in excess of the specified minimum threshold must be approved in advance by the Treasurer of JCNWJ. Unless approved by the Board of Trustees the minimum threshold for all auxiliary organizations is \$ 500.

H. The Board of Trustees may review any decision of an auxiliary organization, and reserves the right to overrule any such decision.

ARTICLE IX: Clergy

Section 1. The Rabbi.

A. The rabbi shall be elected in the following manner: (1) A special committee appointed by the president of the congregation with the approval of the Board of Trustees shall recommend a candidate to be elected. (2) Upon approval of the Board of Trustees, this recommendation shall be submitted to the congregation at a regular or special meeting. (3) A two-thirds vote of the membership present and voting shall be required for the initial election of the rabbi.

B. Renewal of the Rabbi's contract requires only the Board of Directors' approval by a majority vote. Discharging of the Rabbi requires a two-thirds (2/3) vote of the Board of Directors.

C. The rabbi shall have the right to attend all meetings of the officers, the Board of Trustees, and the congregation, without voting rights, except when requested to absent himself or herself. The rabbi shall be a nonvoting member of all committees and shall supervise all the other clergy and professional staff of the congregation.

Section 2. Other

A special committee appointed by the president of the congregation shall work with the rabbi to select a candidate for any other full-time or part-time clergy position, e.g., cantor, that may be needed. This person is elected by majority vote of the Board of Directors.

ARTICLE X: Cemetery

Constitution and Bylaws - Jewish Center of Northwest Jersey

EIN 82-4780890

Revised May 2000, June 2011 and July 2013, April 2019

Section 1. Name

The cemetery is known as the cemetery of the Jewish Center of Northwest Jersey.

Section 2. Acquisition

The cemetery was reserved from the Easton cemetery of Easton Pennsylvania, in the section known as "j," in 1949.

Section 3. Purpose

The cemetery has been created for the purpose of providing suitable burial ground for the members of JCNWJ who are in good standing [i.e., all dues arrears and assessments being current] and their immediate families who are members of the Jewish faith; excepting that a separate area in the cemetery is designated as a burial site for persons of the Jewish faith or not of the Jewish faith, provided that all other criteria in article 3 are met.

Section 4. Administration by cemetery committee

The cemetery shall be governed by a committee of four members who are in good standing. The board of trustees of JCNWJ shall appoint the chairperson of the cemetery committee from the board of trustees. The president of the board shall also serve as a member. The third and fourth members may be chosen from the congregation at large. The committee shall have the full power to execute the regulations of the cemetery.

Section 5. Halachic issues

As they arise, Halachic issues shall be referred to the rabbi of JCNWJ for disposition.

Section 6. Memorials, monuments and foundations

All burial and permanent stones shall not be of the denomination of any religion but Jewish. Restrictions on the size of monuments and footstones shall be in accordance with the Easton cemetery standards.

Section 7. Discretion

The board of trustees of JCNWJ shall have the power to review any individual situations and to approve or disapprove any decisions of the cemetery committee.

Section 8. Compliance

All grave owners shall abide by the regulations of the JCNWJ cemetery and of the Easton cemetery.

ARTICLE XI: Amendments

A proposition to amend the Constitution and Bylaws, or any part thereof, can be introduced at any regular meeting or special meeting of the Board of Directors called for such purpose. Ten days' notice must be given of the proposed change or changes, and the motion for amendment must be carried by a two-thirds (2/3) majority vote of the Board of Directors and approved by a majority vote of the general membership present.

Constitution and Bylaws - Jewish Center of Northwest Jersey

EIN 82-4780890

Revised May 2000, June 2011 and July 2013, April 2019

ARTICLE XII: Procedures

The rules of procedure at congregational, board, and committee meetings shall be determined by the President or by the person chairing the meeting, unless the majority of those present vote otherwise.

ARTICLE XIII: Prohibited Activities

Section 1. No member of the congregation shall receive any of the earnings or pecuniary profit from the operations of the congregation. This shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the congregation in carrying out any of its tax-exempt purposes.

Section 2. Notwithstanding any other provision of these bylaws, no officer, employee, director, or representative of the synagogue shall take any action or carry on any activity by or on behalf of the synagogue not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the IRS and regulations promulgated thereunder, as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under section 170(c)(2) of such code and regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

ARTICLE XIV: Indemnification

Section 1. The congregation shall indemnify any person who is, or who is threatened to be made, a party to any legal proceeding, because he or she was a director, officer, employee, professional staff, rabbi, cantor, or agent of the congregation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement (if approved by the Board of Trustees in advance) actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she reasonably believed to be in or not opposed to the best interests of the congregation and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in a manner which he/she reasonably believed to be in or not opposed to the best interests of the congregation and, with respect to any criminal action or proceeding, has reasonable cause to believe that 'tm/her conduct was unlawful.

Section 2. Any indemnification under Section 1 of this By law provision (unless ordered by a court) shall be made by the congregation only as authorized in the specific case, upon the determination that indemnification of the person is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made: (1) by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding; or, if no quorum can be reached, (2) by the affirmative vote of a majority of the members of the congregation, excluding those who are parties to the action, at a duly constituted meeting.

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the congregation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking (with sufficient security, if required) by or on behalf of the

Constitution and Bylaws - Jewish Center of Northwest Jersey

EIN 82-4780890

Revised May 2000, June 2011 and July 2013, April 2019

indemnified person to repay such ~f it shall ultimately be determined that he/she is not entitled to be indemnified by the congregation as authorized in this by law provision.

Section 4. This Article XIII shall not be valid or effective unless the congregation purchases and maintains insurance on behalf of any person who is indemnified by Section 1.

ARTICLE XV: Dissolution or Merger

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

Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Or shall be distributed to the federal government or to a state or local government, for a public purpose.