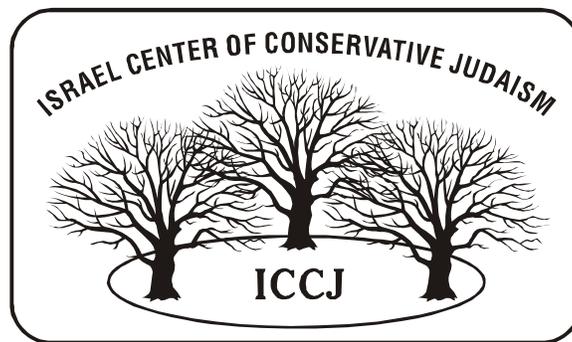


CONSTITUTION and BY-LAWS
Israel Center of Conservative Judaism

As Amended November 2018



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CONSTITUTION and BY-LAWS
Israel Center of Conservative Judaism – 2004, 2009, 2018

PREAMBLE

In order to perpetuate Judaism, to serve the Jewish people of this community by providing a place where they may worship and the teachings of Judaism may be known, and to stimulate fellowship among Jews in this community and elsewhere, we do hereby dedicate ourselves to establish and maintain a fully egalitarian Conservative Jewish congregation. Note: Any reference in this document to “he” is expressly understood to include and mean "she" as well as "he."

ARTICLE I

Name

The name of this organization is and shall be the ISRAEL CENTER OF CONSERVATIVE JUDAISM (“ICCJ”).

ARTICLE II

Aims, Purposes, Objectives

SECTION 1. The objectives of this organization shall be as follows:

1. To maintain a synagogue for divine worship and religious observance, in accordance with the precepts and tenets of Conservative Judaism as generally expressed by the United Synagogue of Conservative Judaism.
2. To foster participation of men, women, and children in all services and synagogue activities.
3. To provide proper religious training and education for all ages.
4. To encourage and strengthen religious, cultural, social, and recreational activities as a means of fostering Judaism and its communal bonds.

SECTION 2. *Divine Worship and Religious Training*

The form of divine worship and religious training shall be fully egalitarian Conservative Judaism, defined as follows: All congregation members, regardless of gender, shall have the right to full participation in all services to include, but not be limited to: be counted in a minyan*, lead services*, read from the Torah and/or chant a Haftarah, read prayers, open and close the Ark, and carry the Torah. Those items marked with an asterisk (related to minyan and services) shall be implemented by the rabbi as expeditiously as possible.

ARTICLE III

Membership

SECTION 1. *Qualification*

Any person 18 years of age or older, of Jewish faith (as determined by the Rabbi), shall be eligible for membership.

SECTION 2. *Classes of Membership*

The right to membership, in any class, shall be subject to all other provisions of this Constitution applicable thereto. There shall be the following classes of membership:

1. Voting Membership:

- (a) *Family Membership* – A married couple and all others for whom no other provision is made. Unmarried children under 25 years of age living in the same household, if any, shall be included in the family membership.
- (b) *Head of Household Membership* – One adult living with one or more unmarried children under 25 years of age.
- (c) *Individual Membership*

2. Non-Voting Membership:

- (a) *Non-Resident Membership* – Applicable to a member who has permanently moved from the community and lives at least 10 miles away.
- (b) *Honorary Membership* – May be granted and conferred by a three-quarters vote of the Board of Trustees.

SECTION 3. *Privileges of Voting Membership*

Each member of a voting membership class, in good standing as indicated in Article IV, Section 6, regardless of gender, shall be entitled to the following privileges:

1. To attend, speak, propose action, and vote at all membership meetings. Each partner in the family membership class, the adult head of household, and individual members, shall be entitled to one vote each.
2. To be elected as officers and trustees after having met the qualifications and complying with the procedures set forth in Article VIII and throughout this Constitution and By-Laws.
3. To use the facilities of ICCJ and to enjoy such other privileges provided by and subject to such rules and regulations as may from time to time be established by the Board of Trustees.

SECTION 4. *Proxy*

Every member of ICCJ entitled to vote may vote by proxy on any proposition to sell, mortgage or lease any of its property, or for its merger or consolidation with one or more other religious corporations of the Jewish faith. Every proxy must be executed in writing by the member conferring the same and shall not be given to any person other than a member of ICCJ. No proxy shall be valid after the expiration of one year from the date of its execution. Every proxy shall be revocable at the pleasure of the person executing it. No proxy shall be voted except as hereinabove stated. A proxy must mandate a positive or negative vote on a particular proposition.

SECTION 5. *Privileges of Non-Voting Membership*

Each member of a non-voting membership class, in good standing as defined in Article IV, Section 6, regardless of gender, shall be entitled to use the facilities of ICCJ, subject to such rules and regulations as may from time to time be established by the Board of Trustees and to receive publications and notices that are sent to those members who have voting membership.

SECTION 6. *Application for Membership*

Membership applications shall be submitted on a form prepared by ICCJ and signed by the applicant, accompanied by payment of the appropriate dues. Such application shall be announced at the next meeting of the Board of Trustees and deemed approved unless specifically rejected by the Board.

SECTION 7. *Resignation*

1. Any member may resign his membership in writing. Upon resignation such member shall not be entitled to any refund of dues.
2. The resignation of a member shall not affect any indebtedness owed by such member.

SECTION 8. *Suspension of Privileges*

1. Any member who is in default for one year in the payment of dues or fees from the date that they are due shall automatically be suspended from membership, except in situations involving hardship. The President (or either Co-President) or his designee and the Rabbi shall make the determination of hardship. Such determination shall be kept confidential.
2. A member who has been suspended shall not be reinstated until and unless he pays all dues and fees that had accrued at the time of such suspension and which have accrued thereafter, or has made provisions acceptable to the Trustees for such payment.

SECTION 9. *Expulsion and Reinstatement*

1. *Expulsion:* The Board of Trustees shall have the authority to expel any member for conduct prejudicial to the best interests of ICCJ, and shall make such rules and regulations governing the proceedings for such action as it may deem advisable; however, no member shall be expelled except by an affirmative vote of two-thirds of the Trustees present and voting. Such member shall have the opportunity to appear at such meeting and address the Board under such conditions as the President (or either Co-President) shall prescribe.
2. *Reinstatement:* A member who was expelled may be reinstated, upon application, only by an affirmative vote of two-thirds of the Trustees present and voting.

ARTICLE IV

Fees and Dues

SECTION 1. *Dues*

The annual membership dues shall be due and payable on the first day of each fiscal year (July 1), unless acceptable payment arrangements have been made.

SECTION 2. *Amount*

Dues shall be payable by the various classes of members annually, in accordance with the following percentages:

1. Family Membership – 100% of Dues.
2. Head of Household membership – 75% of Dues.
3. Individual Membership – 50% of Dues.
4. Non-Resident Membership – 10% of Dues.
5. Honorary Membership – No Dues.

SECTION 3. *Ohr Chadash Religious School*

The Ohr Chadash Religious School budget, including tuition fees and employee salaries for each school year shall be determined by the Ohr Chadash Joint Board of Education, which shall communicate its annual proposed budget by March 31st to the three member synagogues' Boards of Trustees for approval. As per the Ohr Chadash ByLaws, as of August 2012, ICCJ is responsible for the financial administration of the school, including receipt of all income and payment of all expenses including payroll. The Treasurers of the three member synagogues shall establish the procedure of such administration. The financial administration of Ohr Chadash shall be rotated among the three member synagogues every five years or an extended term if agreed upon by all three synagogues.

SECTION 4. *Changes in Dues*

Each fiscal year, Congregational dues shall increase or decrease by a percentage equal to the percentage increase or decrease in the Consumer Price Index-Urban for the New York City region in that fiscal year, rounded to the next dollar amount divisible by four,

and subject to a cap of 10%. The Trustees shall have the right to propose to the membership, for action at its November meeting, an additional increase or decrease to the automatic CPI increase in dues.

SECTION 5. *Assessments*

Special assessments may be levied against all members upon approval of a majority of members present and voting at a regular or special meeting of the membership; provided however, that such assessment shall first be recommended by a two-thirds vote of the Board of Trustees and that notice of such proposed assessment be mailed to the members at least seven days before the date of the meeting.

SECTION 6. *Standing*

Only those members who are in good standing shall be entitled to all the benefits and privileges of membership including the right to vote and hold office. A member shall not be in good standing if he is indebted to the organization after the expiration of one year from the date that such dues and fees were payable, unless a hardship has been determined pursuant to Article III Section 8. Members who have special dues arrangements shall have the same rights and privileges as all other members.

ARTICLE V

General Membership Meetings

SECTION 1. *Regular Meetings*

At least two regular meetings of the General Membership shall be held in each calendar year, one in May and the other in November, the dates, times, and places to be fixed by the Board of Trustees. The regular meeting in May shall be the Annual Meeting for the election of Officers and Trustees.

SECTION 2. *Special Meetings*

Special meetings of the General Membership may be called by the President (or either Co-President) whenever he may deem it necessary or advisable. A special meeting must be called by the President (or Co-President) or Secretary upon the written request of ten percent of the voting membership or one-third of the voting members of the Board of Trustees.

SECTION 3. *Notice*

1. Notice of regular meetings shall be mailed at least ten days prior to such meeting.
2. Notice of each special meeting shall be mailed at least seven days prior to any such meeting. Such notice shall inform the General Membership of the purpose for which it is called. The business of any special meeting shall be limited to the specific purpose for which it is called.

SECTION 4. *Quorum*

A quorum shall consist of 10 percent of the members entitled to vote, except for those meetings where a vote shall be taken on proposed amendments to this Constitution. At such meetings, the presence of 20 percent of the members entitled to vote shall constitute a quorum.

SECTION 5. *Voting*

All matters presented to a General Membership meeting shall be decided by a majority of the members voting, except where otherwise provided in this Constitution and By-Laws, or by law.

SECTION 6. *Rules of Procedure*

The rules of procedure shall be the standard parliamentary practice of procedure as set forth in Robert's Rules of Order, as revised, unless the same shall conflict with the Constitution and By-Laws, in which event the latter shall prevail.

ARTICLE VI

Board of Trustees

The affairs of this organization, and its property and revenue, shall be governed and controlled by a Board of Trustees as hereinafter provided.

SECTION 1. *Organization*

The Board of Trustees shall consist of not more than the maximum number allowed by law, and no fewer than twenty-one, excluding categories 1, 2, and 3 below, honorary officers and honorary trustees. The Board shall consist of the following:

1. All of the duly elected officers of the organization.
2. The two most recent Presidents (or Co-Presidents) who have completed their full terms of office and are members in good standing, who are not otherwise serving on the Board and are willing to serve.
3. Not more than three duly elected presidents of functioning auxiliary organizations, as set forth in Article XII Section 4, who are members in good standing. Should there be fewer than three functioning auxiliary organizations, the remaining Trustee positions of these three shall be included in those to be filled by election, as set forth in Section 1(4) below.
4. Those members of the organization who shall have been duly elected as Trustees by the membership at its annual election meeting as specified in Article VIII hereof. The total number of Trustees to be elected in any year may be increased or decreased by a two-thirds vote of the Board of Trustees in multiples of three but not to exceed six at any one time, within the limits set forth above.

SECTION 2. *Qualifications*

Any member in good standing of the organization who shall have been such a member for at least one year prior to the membership annual election meeting, and who has subscribed to the Standards and Criteria for Synagogue Board members as fixed by the New York State Religious Corporations Law, shall be eligible for the office of Trustee.

SECTION 3. *Election*

The Trustees shall be elected at the Annual Meeting of the General Membership. One-third of the Elected Trustees shall be elected each year. At ICCJ's second annual meeting, the Nominating Committee shall present a slate delineating the 1-year, 2-year, and 3-year classes (each constituting a third) of elected Trustees.

SECTION 4. *Honorary Trustee*

The Board of Trustees may designate from time to time an individual to be an Honorary Trustee. Such Honorary Trustees shall have all the privileges of a Trustee but shall not be entitled to vote.

SECTION 5. *Powers and Duties*

1. The Board of Trustees shall direct, manage and control all of the assets, business, policies and affairs of the organization, and shall administer them in conformity with the Religious Corporations Law of the State of New York, the Organization's Certification of Incorporation, and the provisions of the Constitution and By-Laws. It

shall fix the time and place for the annual meeting of the organization, and for the election of officers and trustees, as provided for by law. The President (or either Co-President as set forth in Article VII, Section 2) shall preside over the Board and shall have a vote on all Board matters in the event of a tie.

2. The Board of Trustees, by a majority vote of its members present and voting at a meeting, as set forth in Section 7(4) below, shall have the right to recommend to the organization the selection or removal of the Congregational Rabbi and the terms and conditions of his employment. The Board of Trustees shall have the sole right to engage, discharge and set the terms and conditions of employment of a Cantor, Sexton, youth directors, and all other employees included in the budget of the organization, upon such terms and conditions as it may deem necessary or advisable. In concert with the two other member synagogues of Ohr Chadash, as set forth in Article IV, Section 3 and Article X, Section 3(5), the Board of Trustees shall also have the right to approve changes to the Ohr Chadash Bylaws, its annual budget, its Director of Education and other employees.
3. In addition to the powers and duties expressly conferred upon it by this Constitution and By-Laws, the Board of Trustees shall have all such powers and duties which it may deem advisable for the best interests of the organization and which are not prohibited by this Constitution and By-Laws or by law.
4. Each Trustee shall:
 - (a) Devote the time and effort required to participate actively in the affairs of the organization and to fulfill the duties required of him in such connection.
 - (b) Serve on committees and chair any committee when appointed by the President (or either Co-President).
 - (c) Subscribe to, and comply with, the Standards and Criteria for Synagogue Board Members as fixed by the New York State Religious Corporations Law.

SECTION 6. Meetings

1. Except during the month of July, the Board of Trustees shall meet once a month on such day as it shall determine. Board meetings shall be open to all members, except when the Board is in Executive session, as described in Subsection 5.
2. Special meetings of the Board shall be called by the President (or either Co-President) whenever he deems it necessary to do so, or upon written request of one-third of the voting members of the Board.
3. Notice of all meetings shall be in writing and shall be communicated to the members of the Board of Trustees at least seven days before the date of the meeting. Notices of special meetings shall state the purpose or purposes thereof, and no other matters may be brought before the Board at such meetings.
4. *Quorum*: One more than one-half of the voting members of the Board shall constitute a quorum.
 - a. Decisions at all meetings shall be by majority vote of a duly constituted quorum of members present and voting, except as noted in Subsection 4b below, or as may otherwise be specifically prescribed in this Constitution and By-Laws, or in applicable law.
 - b. Decisions regarding the expending of the principal in the Reserve Fund (as described in Article XI, Section 4) shall be by a two-thirds vote of a quorum of members present and voting.
5. The Board may, at its discretion, approve by majority vote, to go into executive session at which only voting members of the Board may be present.

SECTION 7. *Term of Office*

1. Members elected to the Board of Trustees pursuant to Article VI, Section 1(4) (*Elected Trustees*), shall be classified so that the terms of one-third shall expire each year, and the trustees elected shall hold office for three years, except as stated in Subsection 6 below.
2. The term of each Elected Trustee shall commence on the July 1st immediately following his election to office, and shall continue until the expiration of his term. The oath of office shall be administered to the new members of the Board by the Rabbi or President (or either Co-President) at an installation ceremony.
3. The Board of Trustees shall have the power to remove any Elected Trustee for just cause. The determination of what constitutes “just cause” shall be in the sole discretion of the Board. Such removal shall take place at a regular meeting of the Board or at a special meeting thereof called for such purpose. The affirmative vote of two-thirds of Board members present and voting at such meeting shall effect such removal.
4. Any member of the Board of Trustees who shall not be in attendance at three consecutive meetings of the Board without having been duly excused by the President (or either Co-President), may be removed as a member of the Board of Trustees. The Trustee shall be notified accordingly. The seat of such individual may be declared vacant by majority vote of the Board members present and voting.
5. Any vacancy of an elected trustee shall be filled by appointment made by the President (or either Co-President) with the approval of the Board. Such candidate shall serve in the office until the next annual membership election, at which time a member will be elected to serve out the remainder of the term (if any). Such service shall not count in the consecutive term restriction set forth in Subsection 6 below.
6. An Elected Trustee who has served two full consecutive three-year terms shall not be eligible for re-election until the lapse of one year from the termination of his term of Trustee.

ARTICLE VII

Officers

SECTION 1. *Designation*

1. The officers of this organization shall be: President (or Co-Presidents), Executive Vice President, two Vice Presidents, Treasurer, Financial Secretary, and Secretary.
2. There may be honorary Presidents who shall hold this title for life and shall consist of past presidents who have been selected for such honor by the membership. These positions shall be titular only.

SECTION 2. *Co-Presidents*

1. The Board of Trustees shall have the authority, after consultation with the Nominating Committee Chair, upon majority vote, to declare at its discretion, that the office of Co-Presidents will be filled by two (2) individuals for the upcoming term. Upon such declaration, the office of Co-Presidents will remain a designated office under this Constitution and By-Laws, subject to all of the terms and provisions herein until the next regularly scheduled election of officers.
2. The duties, obligations and authority of the Co-Presidents shall be co-equal and, in all respects, identical to that of the President. Either Co-President may perform any of the duties of the President with the agreement of the other. The act of either Co-President shall be deemed to be the act of both Co-Presidents.

3. If the Co-Presidents cannot agree on the performance of a duty, obligation or authority, the Executive Vice President will specify which Co-President has that duty, obligation or authority.

SECTION 3. *Qualifications*

1. Any member of the organization who shall have accumulated at least three years of service as an officer or a member of the Board of Trustees prior to the annual election of the organization, shall be eligible for the offices of President (or Co-President), Executive Vice President, Vice President and Treasurer.
2. Any member of the organization who shall have been such a member for at least two years prior to the annual election of the organization, shall be eligible for any office of Secretary.

SECTION 4. *Terms of Office*

1. All officers shall be elected for a term of one year. All officers may be elected for up to four consecutive terms in the same office. An officer who has served eight consecutive terms (years) in any combination of positions as Executive Vice President, Vice President, Treasurer, Financial Secretary, or Secretary may not be eligible for re-election to any officer position other than President (or Co-President) until the lapse of one year from the termination of his term.
2. The term of each officer shall commence on the July 1st immediately following his election to the office and shall continue until the expiration of his term. The oath of office shall be administered to the new officers by the Rabbi or by the previously-elected President at an installation ceremony.
3. In the event of the death, resignation or incapacity to act of the President or a Co-President, the Executive Vice President shall fill the vacancy and shall serve only until the next annual membership election. Such service shall not count in the consecutive term restriction set forth in Section 3 (1). Should this occur, the Board of Trustees shall select one of the two Vice Presidents to fill the vacancy of Executive Vice President as set forth in Section 3(4) below.
4. In the event of the death, resignation or incapacity to act of any officer other than the President, the Board of Trustees may, by a majority vote of members present and voting at a meeting, fill the vacancy or vacancies from among those who are qualified, as set forth in Section 2 above. The officer or officers so selected shall serve only until the next annual membership election. Such service shall not count in the consecutive term restriction set forth in Section 3(1).

SECTION 5. *Duties of the Officers*

1. *General Duties:* The Officers shall have the general powers and responsibilities to supervise, regulate and coordinate the daily activities and functions of ICCJ within the policy guidelines set forth by the Board of Trustees. Such officers, together with the presidents of functioning auxiliary organizations, shall constitute an Executive Committee and shall meet on a regular basis. The Executive Committee shall aid the Board of Trustees in developing and executing its policies. The President (or either Co-President) of ICCJ shall preside at meetings of the Executive Committee.
2. *President (or Co-Presidents):* The President (or Co-Presidents) is the Chief Executive Officer of ICCJ. He shall:
 - (a) Preside at every meeting of the membership, Executive Committee, and the Board of Trustees. If Co-Presidents exist, either one shall preside at each meeting (to be determined by agreement by the Co-Presidents as they see fit.)
 - (b) Uphold the Constitution and By-Laws of the organization.

- (c) Execute and enforce all resolutions and decisions of the Board of Trustees.
- (d) Appoint the chairs of all committees, unless otherwise provided. He may also appoint some or all of a committee's members. All appointed chairs serve at the pleasure of the President (or Co-President).
- (e) Create committees as he may deem necessary for the proper functioning of the organization. Such committees shall function until their charge is completed or they are dissolved by the President (or Co-President).
- (f) Be a non-voting member of each committee, except the nominating committee.
- (g) Appoint a parliamentarian.
- (h) Submit at the Annual Meeting of the organization, a written report of the activities of the organization for the preceding year and of the state of its affairs.
- (i) Sign together with the Treasurer jointly, all checks, notes, and other obligations of the organization; also, sign all agreements, contracts, deeds, notes and other official documents and papers on behalf of the organization, pursuant to the direction of the Board of Trustees or the membership. If Co-Presidents exist, either one may sign. In the absence of the President (or Co-President), the Executive Vice President may sign in his stead.
- (j) Have custody of the deeds and all other documents of the organization.
- (k) Call special meetings of the membership whenever he deems it necessary to do so or upon the written request of ten percent of the voting membership or one-third of the voting Trustees.
- (l) Act as primary liaison to the organization's clergy.
- (m) Perform such other duties as may be recommended to him by the Board of Trustees.
- (n) Each Co-President is obligated to keep the other informed of all duties performed in their absence.

3. *Vice Presidents*

- (a) Vice Presidents shall assist the President (or Co-Presidents) in the discharge of his duties.
- (b) In addition to all of the other duties of the Vice Presidents, the Executive Vice President shall act in the place or stead of the President (or Co-Presidents) in the event of the latter's absence, or assume the Presidency (or Co-Presidency) if that office becomes vacant.
- (c) The President (or Co-Presidents) shall assign the Vice Presidents to be non-voting members of any committees as the President (or Co-Presidents) shall designate.

4. *Treasurer*. The Treasurer shall:

- (a) Oversee the finances of ICCJ. He shall supervise the receipt of all dues and other monies due to the organization, and execute receipts therefore, if requested. He shall maintain or supervise the maintenance of a correct set of books or other records covering the account of each member, as well as each non-member who may be indebted to the organization. He shall maintain an accurate count of members in good standing and report same to the Board quarterly.
- (b) Pay all vouchers approved by the chairman of a committee subject to its budgetary allowance, or of a special committee subject to prior authorization of the Board of Trustees.
- (c) Sign all checks, notes and other obligations of the organization, as provided for in Article XI, Section 1.
- (d) Have custody of all books and records pertaining to his office, which books and records shall be open for inspection and examination by any officer or member of the Board of Trustees.

- (e) Have custody of all monies and securities belonging to the organization; and to deposit said monies in the organization's name in insurable accounts, except for an organization checking account, in such bank or banks selected by the Board of Trustees.
 - (f) Chair the Finance Committee and be a non-voting member of the Investment Committee.
 - (g) Prepare, with the assistance of the Financial Secretary and Finance Committee, the annual budget for approval by the Board, as provided for in Article X Section 3(1).
 - (h) Submit the financial records to the Finance Committee for review.
 - (i) Make quarterly reports to the Board of Trustees of the finances of the organization to include the statement specified in Section 4(4i) and an annual written report thereof to the membership.
5. *Financial Secretary.* The Financial Secretary shall:
- (a) Perform duties as assigned by the Treasurer as well as perform the duties of the Treasurer, when the absence or inability of such officer prevents him from performing the duties of that office.
 - (b) Assist the Treasurer in the preparation of the annual budget.
 - (c) Be a non-voting member of the Finance Committee.
6. *Secretary.* The Secretary shall:
- (a) Be responsible for the official seal of the organization.
 - (b) Act as Secretary of the Board of Trustees, and keep a complete and accurate record of the proceedings of all meetings of the General Membership, Executive Committee, and the Board of Trustees.
 - (c) Send or supervise the sending of all notices of meetings and send such other notices and communication on behalf of the organization as may be required.
 - (d) Have, at all times, and at every meeting of the membership and of the Board of Trustees, a copy of this Constitution and By-Laws, together with all amendments thereto, and also a copy of Robert's Rules of Order, as revised.
 - (e) Sign official documents and papers on behalf of the organization pursuant to the direction of the Board of Trustees or of the membership.

SECTION 6. In addition to the duties enumerated for their respective offices, all officers shall perform such other duties as the membership and the Board of Trustees may direct.

SECTION 7. *Expiration of Term*

At the expiration of his term of office, or upon his resignation, removal, or incapacity to act, any officer shall, on demand of the Board of Trustees, immediately deliver to it, or to any person duly authorized by it in writing to receive the same, any and all monies, securities, books, records, documents, and any other papers or property of the organization that may have come into his custody, care, control or possession as such officer.

SECTION 8. *Vacancy of the Presidency (or Co-Presidency)*

A vacancy in the office of the President (or Co-President) shall be filled by the Executive Vice President. In case the Executive Vice President is unable to assume that office, the position shall be filled by an incumbent Vice President selected by the Board of Trustees. The person who fills the vacancy shall serve the unexpired term of office. Such service shall not count in the consecutive term restriction set forth in Article VII Section 3(1).

ARTICLE VIII

Nominations and Elections

SECTION 1. *The Nominating Committee*

1. The Nominating Committee referred to in Article X Section 3(10) shall prepare a slate of officers and members of the Board of Trustees. Deliberations for the selection of the slate shall remain confidential within the committee. Decisions will be made by secret ballot.
2. As set forth in Article VII, Section 2(1), the Chair of the Nominating Committee shall, as early as possible in the nominating process, inform the Board of Trustees should there be no current viable candidate for the Presidency, so that an office of Co-Presidents may be established for the upcoming term. Note: The establishment of such an office is simply an authorization for the Nominating Committee to seek out Co-Presidents as an alternative to the Presidency for that upcoming term. It does not require the Committee to do so, should a viable candidate for the Presidency be identified.
3. After obtaining the consent of each person on its slate to run for the office proposed, said Committee shall submit such slate to the Board of Trustees for its approval at the monthly meeting of the Board in March of each year.
4. The slate of candidates, as approved by the Board, shall be mailed to the membership thirty days prior to the Annual membership meeting.

SECTION 2. *Election of Officers and Board Members*

1. At the membership meeting in May of each year, the Chairman of the Nominating Committee shall place in nomination the slate recommended by the Board of Trustees. At said meeting, independent nominations may also be made by any member, and if duly seconded, shall be immediately accepted or declined by the nominee either verbally or in writing. Any nominee who shall not indicate his acceptance or declination promptly upon being nominated, shall be deemed to have declined the nomination.
2. After nominations end, elections shall be held. Elections to all contested offices shall be by written secret ballot prepared by the Nominating Committee, and the candidate receiving the largest number of votes for the office shall be declared elected. With respect to the election of Trustees, the persons receiving the largest number of votes for the vacancies to be filled shall be declared elected.
3. In voting for nominees for trustees, only those ballots shall be considered valid in which the number of nominees voted for is equal to, or less than, the number of vacancies to be filled. Any ballot that contains more votes than the number of trustees to be elected shall be deemed null and void.

ARTICLE IX

Rabbi and Cantor

SECTION 1. *Rabbi*

1. For the purpose of proper observance of Jewish tradition, ICCJ shall, at all times, be served by a Rabbi who is committed to maintaining a fully egalitarian Conservative congregation, as defined in Article II Section 2.
2. The Board of Trustees shall recommend to the Congregation the selection of a Rabbi who shall hold a rabbinical degree from a recognized Jewish seminary, be well-grounded in all areas of Jewish law and custom, and committed to the ideals of

Conservative Judaism. As provided for by law, the recommendation to issue or renew the Congregational Rabbi's contract must be submitted by the Board of Trustees for the approval of the Congregation.

3. The Board of Trustees shall determine the terms and conditions of the Rabbi's contract.
4. In addition to all the duties incumbent upon him as spiritual leader, the Rabbi shall supervise the religious, educational and cultural activities of the organization, and shall perform such other duties as may be assigned to him by the Board of Trustees, provided that no duties shall be assigned to the Rabbi which are not consistent with his position as spiritual leader. The Rabbi shall be a non-voting member of the Religious Affairs and Ohr Chadash committees and the Ohr Chadash Joint Board of Education.

SECTION 2. *Cantor*

The Board of Trustees may engage a Cantor to serve ICCJ and shall determine the terms and conditions of his contract. The cantor shall perform such duties as may be assigned to him by the Board of Trustees, not inconsistent with his position as Cantor. The Cantor shall be a non-voting member of the Religious Affairs committee.

ARTICLE X *Committees*

SECTION 1. *General Provisions*

Unless otherwise provided herein, all committees shall be established and the chairperson appointed by the President of ICCJ. In the fall of each year, the General Membership shall be notified of all committees and their chairpersons.

SECTION 2. *Powers*

Committees shall have such powers as herein provided, or as may be given them by the Board of Trustees. Any committee action may be superseded by the Board of Trustees. Unless authorized by the Board of Trustees, no committee shall have the authority to expend any of the funds of ICCJ, or to pledge the credit of ICCJ. The chair of each committee shall have a duty to submit regular reports, and shall also be available to meet with the Executive Committee and the Board of Trustees.

SECTION 3. *Standing Committees*

The following shall be the standing Committees of the Board of Trustees, which shall function in accordance with the directions and subject to the approval of said Board.

1. The *Finance Committee* shall prepare a detailed budget for the ensuing fiscal year and shall submit the same to the Board of Trustees for consideration no later than its regular meeting held in March of each year and for approval no later than its May meeting. Any proposed expenditures not provided for in the budget, shall be submitted to this Committee for investigation, which shall, in turn, submit its findings and recommendations to the Board of Trustees at its next regular meeting. It shall supervise the expenditures of committees to see that they comply with their respective budgetary allowances. It shall conduct periodic examinations of the books and records of the Treasurer and shall arrange for quarter-annual reviews of the financial books and records of the organization by a certified public accountant. It shall be charged with the duty of collecting all moneys owing to the organization. It shall consider and recommend ways and means of providing and augmenting income for

ICCJ, and shall also make recommendations for reducing expenses when possible. The Treasurer shall chair this committee.

2. The *Investment Committee* shall have the duty to invest and manage the assets owned by ICCJ in a reserve fund (see Article XI, Section 4) in a prudent manner, deriving reasonable income while preserving the principal investments. The Investment Committee, composed of three to five voting members and the Treasurer (who serves as ex-officio as per Article VII, Section 5,4(f), shall exercise reasonable care, skill and caution to make and implement investment and management decisions, taking into account the purposes, terms and provisions of this Constitution and its By-Laws. The chairman and remaining members of the committee shall be appointed by the President (or Co-President). The Investment Committee shall issue regular quarterly reports to the Board of Trustees, reporting on ICCJ's investment portfolio, management and changes therein, which have occurred during the preceding quarter. The President (or Co-President) may remove members of the Committee for just cause, such as, but not limited to, abrogation of fiduciary responsibilities, or non-participation.
3. The *House Committee* shall have charge of the supervision of the building and properties of the organization, and shall keep the same in good order and repair. It shall supervise the use of such buildings and properties for various functions and activities in accordance with the directions of the Board of Trustees. It shall submit to the Board of Trustees its recommendations with respect to the employment of maintenance and/or repair personnel, and shall supervise them in the performance of their duties.
4. The *Religious Affairs Committee* shall arrange for the conduct of religious services and ceremonies, sermons and lectures in the synagogue, and in general, ensure that the form of worship followed by Egalitarian Conservative Jewry is carried out. It shall present for the consideration of the Board of Trustees a set of guiding principles and rituals for religious services in the Synagogue. It shall confer with the Ohr Chadash Committee concerning those aspects of Synagogue service and ritual that involve the participation of children. It shall arrange for and conduct interviews with candidates for positions on the religious staff of the organization (other than the Rabbi and Cantor), and present its recommendations to the Board of Trustees for filling such positions. It shall be responsible for seating arrangements for the High Holy Days and at all other services, and for the distribution of all honors.
5. The *Ohr Chadash Committee* shall act as liaison to the Ohr Chadash Religious School (a joint venture of ICCJ, Hillcrest, and Hollis Hills Bayside Jewish Centers—established in 2008). Its chairman and members shall be appointed by the President (or Co-Presidents). Three members of the committee shall serve as voting members on the nine-member Ohr Chadash Joint Board of Education, which is responsible for the administration and supervision of the school, including the organization of classes, courses of study, and the hiring/termination of its employees. The ICCJ Board of Trustees may also designate one officer as a non-voting liaison to the joint Board of Education. Note: Changes to the Ohr Chadash Bylaws must be submitted to the three member synagogues' Boards of Trustees for approval. Employee contracts must be approved by the three-member synagogue presidents.
6. The *Youth Activities Committee* shall be liaison to the H2I Youth Group (a joint venture of ICCJ, Hillcrest, and Hollis Hills Bayside Synagogues) which is responsible to organize, promote and supervise all activities for the children of the members and associate members of these organizations, for the purpose of providing them with social, cultural and athletic activities under proper supervision and guidance and in an appropriate environment.

7. The *Office Committee* shall be responsible for the proper functioning of the administrative office and shall recommend to the Board of Trustees the employment of office personnel and the procurement and maintenance of equipment for the office. It shall oversee the preparation and issuance of all announcements for the organization.
8. The *Public Relations Committee* shall be responsible for additional publicity for the organization and its functions through print, social, and other electronic media as deemed appropriate by the committee.
9. The *Calendar Committee* shall coordinate a calendar of social, educational, and cultural activities for the year. The President shall chair this committee. This committee shall include a representative from each Auxiliary Unit and the following committees: House, Adult Education, Ohr Chadash, Religious Affairs and Youth Activities. The representatives of each Auxiliary Unit and committee shall submit their proposed activities for the upcoming year.
10. The *Adult Education Committee* shall be responsible for an education program for adults. It shall arrange for classes, study groups, speakers, and other means of adult education, including cooperation with other congregations and organizations in sponsoring and conducting adult education programs. It shall be responsible for maintaining a library for the congregation.
11. The *Nominating Committee*
 - (a) The chair of the Nominating Committee shall be appointed by the President (or Co-President).
 - (b) This committee shall consist of six members in addition to the chair, three of whom shall be members of the Board of Trustees and three of whom shall be non-members of the Board.
 - (c) Members of the Nominating Committee shall not be eligible for nomination for the upcoming term. Partners of members of the Nominating Committee may be nominated for the Board of Trustees only.
 - (d) The three board members shall be selected by the Board of Trustees no later than its January meeting. The three non-board members shall be nominated and elected at the November meeting of the congregation.
 - (e) Said Committee shall perform the duties specified in Article VIII of the Constitution.
12. The *Cemetery and Memorial Committee* shall manage the properties owned by the organization for use as a cemetery. It shall recommend to the Board of Trustees the charges for burial space. It shall sell plots, issue burial permits, arrange for maintenance and perpetual care, and establish regulations for the erection of monuments and for the landscaping of plots and other spaces in the cemetery. All plans for monuments and landscaping must be submitted in advance to the Cemetery Committee for its approval. All deeds and burial permits shall be signed by the Chair of this committee and shall be countersigned by either the President or Secretary of the organization. The committee shall be responsible for maintaining cemetery records. It shall also have charge of memorial tablets and memorial listings.
13. The *Social Action Committee/Tikun Olam* shall provide information and opportunities for the members of the organization to get involved with programs and issues that affect them as Jews, Americans, and members of the global community.

SECTION 4. *Other Committees*

The President (or either Co-President) may in his discretion appoint other committees for general and specific purposes and shall appoint such committees when so directed by the Board of Trustees.

SECTION 5. Promptly after his election to office, the President (or Co-Presidents) shall appoint the Chair of each committee. Other members of each committee may be selected by the President (or either Co-President) or the Chair of the Committee, except as otherwise provided.

SECTION 6. Each committee shall meet as needed. The Chair of each committee shall present to the Board of Trustees at its monthly meeting a report of the committee's activities and recommendations.

SECTION 7. Each committee shall select one of its members to serve as secretary thereof. The secretary shall keep written minutes of the meetings of the committee and shall submit a copy thereof to the Secretary at the monthly meetings of the Board of Trustees.

ARTICLE XI

Disbursements of Funds of the Organization

SECTION 1. All checks, notes and other obligations of the organization shall be signed jointly by the President (or either Co-President) and the Treasurer. In their absence, the Executive Vice President or the Financial Secretary may sign in their stead, respectively.

SECTION 2. The Board of Trustees shall maintain, at ICCJ's expense, and file with the Secretary of the Board, a surety company bond conditioned for the faithful performance of the duties of the President (or Co-Presidents), Executive Vice President, Treasurer, and Financial Secretary. The form and sufficiency of such bond shall be at the discretion of the Board of Trustees.

SECTION 3. No member, officer, trustee or committee, shall expend any of the organization's funds, or obligate the organization for any expenditure, without the prior authorization of the Board of Trustees, such authorization to be given either by way of approval of the expenditure on the annual budget, or by resolution of the Board duly passed at a meeting thereof, specifically authorizing such expenditure.

SECTION 4. *The Reserve Fund.* A Reserve Fund shall be established to be kept in perpetuity to provide interest and dividend earnings for the benefit of the Congregation. The principal of this fund will be available only to meet emergency needs and then only by vote of two-thirds of the Trustees present. No more than 5% of the principal of the fund may be withdrawn in any fiscal year for operating expenses. There will be no limit for the emergency withdrawal of principal to be used for capital improvements.

SECTION 5. At the end of each fiscal year, all interest and dividends received in excess of expenditures shall be placed in the Reserve Fund as an addition to the Principal.

SECTION 6. The Reserve Fund shall only be invested in investment quality securities (as generally understood by the investment community). The account shall be managed by the Investment Committee.

ARTICLE XII

Auxiliary Units

SECTION 1. ICCJ shall have as auxiliary units, Sisterhood, Chaverim, Men's Club, and such others as shall, from time to time, be authorized by the Board of Trustees. Such auxiliary organizations shall promote the interests of the synagogue and shall contribute to its support.

SECTION 2. Auxiliary Units of the organization may be established with the approval of the Board of Trustees of the congregation and shall be subject to the following regulations.

1. A Constitution, which shall not in any way conflict with this Constitution, shall be prepared by each such unit and shall be submitted to the Board of Trustees of the congregation for approval, and if approved, shall be adopted by such unit. Such Constitution shall include a provision that the officers and trustees of each such unit shall be members in good standing of the congregation.
2. Each such unit shall be affiliated, if applicable, with its counterpart auxiliary organization of the United Synagogue of Conservative Judaism.
3. Each such unit shall coordinate its activities with the Program Committee of the organization and shall be governed by the Calendar of Activities.
4. Each such unit shall furnish to the Board of Trustees within sixty days after the close of its fiscal year, a detailed statement of income and expenditures together with a statement of its assets and liabilities, prepared by a certified public accountant. The surplus funds as shown on said statements, less a reasonable reserve, shall be contributed to the congregation at said time.

SECTION 3. Such auxiliary units may adopt rules and regulations for the conduct of their meetings and activities not inconsistent with this Constitution and By-Laws.

SECTION 4. The duly elected Presidents of Sisterhood, Chaverim, and Men's Club, who are members in good standing, shall serve on the Board of Trustees, as set forth in Article 6 Section 1.

ARTICLE XIII

Adoption of this Constitution and By-Laws

This Constitution and By-Laws shall be adopted when approved by a two-thirds vote at a membership meeting; provided however, that written notice embodying such Constitution and By-Laws has been mailed to the Congregation, as well as notice of the meeting at which the Constitution and By-Laws are to be acted upon. Written notice of such meeting shall be given to the members at least seven days before the date thereof. Upon adoption, this Constitution and By-Laws shall be effective at once, except that the present officers shall hold their office until their successors are elected, and the present elected members of the Board of Trustees shall remain in office until expiration of their terms.

ARTICLE XIV

Amendments

Amendments to this Constitution and By-Laws shall be proposed by the Board of Trustees or by at least ten percent of the members of the organization and shall be submitted in writing to the Board of Trustees. Such amendments shall be acted upon at the regular membership meeting or at any special meeting called for that purpose, provided however, that written notice embodying such proposed amendment has been distributed to the Congregation, as well as notice of the meeting at which the proposed amendment is to be acted upon. Written notice of such meeting shall be given to each member at least seven days before the date thereof. After open discussion, a vote shall be taken. A two-thirds vote shall be necessary to adopt the amendment. Upon adoption, the amendment shall be effective at once unless otherwise specified therein.

ARTICLE XV

Definitions

SECTION 1. *Notice*

Whenever under the provision of this Constitution and By-Laws, notice is required to be given to anyone, it shall be construed to mean, unless specifically stated to the contrary, notice by regular mail, addressed to such person at his last known post-office address as indicated on the records of the organization, and the time of giving such notice shall be deemed the time when the same shall be so mailed.

SECTION 2. *Member and Membership*

The terms "Member" and "Membership" whenever used in this Constitution and By-Laws, shall be deemed to mean a member in good standing, or members in good standing, respectively, of this organization. Membership or service to the organization, such as specified in Article VI Section 2 and Article VII Section 2, shall be considered as referring to membership in, or service to, any of the following organizations: Israel Center of Conservative Judaism, Israel Center of Hillcrest Manor, Conservative Synagogue of Jamaica Estates, or Electchester Jewish Center.

SECTION 3. *Organization and Congregation*

The terms "organization" and "Congregation" as used in this Constitution shall be considered as one and the same.

SECTION 4. *President and Co-President*

Any time this Constitution and By-Laws refers to "President" that term is to be construed to apply equally (unless noted) to each of the Co-Presidents should that office be in effect.