

**CONGREGATION AHAVATH SHOLOM, Inc.**

**A Texas Not-for-Profit Corporation**

**Constitution and By-Laws**

Proposed November,30, 2011

("He" is used as a non gender term for simplicity)

**ARTICLE I**

**Name**

The name of this Congregation shall be CONGREGATION AHAVATH SHOLOM, and the use of the term Congregation or CAS shall mean and include Congregation Ahavath Sholom.

**ARTICLE II**

**Purpose**

The purpose of this Congregation shall be to use its assets to conduct religious services in the Conservative manner; to teach and to perpetuate Judaism; to provide and maintain facilities for all the requirements of the traditions of our faith and for the social needs of our membership; and to provide a cemetery.

**ARTICLE III**

**Membership**

Section 1. "As G-d created humankind in His image" (Gen.1:27), any person at least 18 years of age, of the Jewish faith, shall be eligible for membership in this Congregation.

Section 2. "Member" shall mean an eligible person who pays dues or qualifies for a variance as set forth in this Article, Section 10, and who is not suspended per this Article, Section 5.

Section 3.

There shall be five types of membership:

(a) **Family Membership:** Two members living together who consider themselves a family unit shall each be entitled to one vote. Family membership shall include children. "Children" include an unmarried child or other dependent in the household who is under the age of 25 years or is a full-time student.

(b) **Single Family Membership:**

- (i) a single member with children.;
- (ii) a married member with children whose spouse is not eligible for membership; and
- (iii) a married member with children who maintains a separate household from his or her spouse. Each single family membership shall be entitled to one vote. Single family membership shall include children who are Jewish.

**(c) Individual Membership:**

- (i) an unmarried eligible person;
- (ii) a married eligible person without children whose spouse is not eligible for membership; and
- (iii) a married eligible person without children who maintains a separate household from his or her spouse.
- (iv) Each person granted an individual membership shall be entitled to one vote.

**(d) JUNIOR Membership:**

- (i) Young singles or young couples with or without children.
- (ii) Persons under age 26 (oldest spouse as of Nov. 1) shall pay an extremely reduced rate.
- (iii) Persons under age 31 (oldest spouse as of Nov. 1) shall pay ½ of the minimum dues of their respective category.
- (iv) Junior members shall be entitled to one vote for each adult member.

**(e) Associate Membership:** Members of other Jewish Congregations may become associate members by paying such dues as set by the Board of Directors. They shall be entitled to all privileges of membership except voting and purchase of Cemetery plots at member cost.

**(f)** The Board of Directors shall set all membership dues rates. Any annual increase in excess of 10% requires approval of the Congregation.

**Section 4.** The fiscal year of the Congregation shall extend from November 1<sup>st</sup> through October 31<sup>st</sup>, unless the Board of Directors determines it should be changed. All dues shall be payable in advance at the beginning of the fiscal year unless different payment arrangements have been made and documented.

**Section 5** Failure on the part of any member to pay dues according to their payment plan shall cause suspension from membership. No member shall be suspended who has not received written notice of their delinquency. A suspended member may be reinstated upon the payment of all dues that were in arrears at the time and on the occasion of the suspension.

**Section 6** Dues for new members joining after November 1st shall be prorated to complete the fiscal year.

**Section 7** Newly married couples (first marriage for one) shall be offered free membership for that portion of the year which coincides with the fiscal year of the Synagogue.

**Section 8** Any active duty member of the armed forces, as well as their spouse and children, and any full time college or higher education students are welcome to attend and participate in all our religious services (including High Holy Days) without paying any fees and without being required to become a member.

Section 9 Any active duty member of the armed forces, as well as their spouse and children, and any full time college or higher education students desiring to become members so that they may utilize all privileges and participate in all activities of the Congregation and of its religious schools, shall be required to pay dues in accordance with Section 3 of this Article .

Section 10 A membership may be granted with a dues variance in cases deemed necessary for any reason. A variance can be recommended by the Executive Director (if one is employed) and granted by the President or 1<sup>st</sup> Vice President with the knowledge of the Rabbi. If the Congregation does not have an Executive Director, then the President shall appoint a committee of three people. Those requesting a variance can submit their request to any of the three members who will make recommendations for approval of the President or 1<sup>st</sup> Vice-President with knowledge of the Rabbi. All variances must remain strictly confidential.

Section 11. Special memberships may be granted with the approval of the Board of Directors.

#### **ARTICLE IV**

##### **Cemetery**

Section 1 Only persons of the Jewish Faith shall be buried in the Congregation cemetery.

Section 2 The cemetery shall have its own set of by-laws as approved by the Congregation.

#### **ARTICLE V**

##### **Congregational Meetings**

Section 1 An annual meeting of the Congregation shall be held during the month of April, May, or June each year at a time selected by the Board of Directors. The officers and directors for the ensuing term shall be elected at this meeting and the affairs of the Congregation shall be reviewed, discussed and acted upon as necessary.

Section 2 Special meetings may be called by the President at any time. The President must call a special meeting within 45 days after receiving a written request stating the purpose of such meeting signed by at least fifty members.

Section 3 Written notice of all meetings containing the purpose for which the meeting has been called shall be communicated to all members at least one week prior to such meeting.

Section 4 A quorum shall consist of not less than forty members.

Section 5 No person shall be permitted to vote who is suspended per Article III, Section 5.

## ARTICLE VI

### Officers and Directors

Section 1 Officers of the Congregation shall consist of a President, a 1<sup>st</sup> Vice President, a 2<sup>nd</sup> Vice President, a 3<sup>rd</sup> Vice President, a Secretary, a Treasurer, and a Parliamentarian whose terms shall be for one year each. The immediate past President shall become Parliamentarian for the ensuing term, and will serve a second successive term if the incumbent President is re-elected. After having served as Parliamentarian, he must then remain off the Board of Directors at least one year before being eligible for re-election or appointment to the Board.

Section 2 The Board of Directors shall consist of the above seven officers, the current Presidents of the Ladies Auxiliary and Men's Club, and fifteen directors, four of whom shall be elected for a three year term, and three of whom shall be appointed by the President for a term of one year. (The Presidents of the Men's Club and Ladies Auxiliary may designate one individual to serve for the year in their place.)

Section 2A Any past president of the Congregation who is a member and is not presently serving as an elected or appointed member of the Board of Directors or as an officer of the Congregation shall become a non-voting member of the Board of Directors.

Section 3 Officers shall serve no more than two consecutive one year terms in any office. The President shall not be eligible to serve in the offices of either President or Vice President for a period of at least three years after leaving the Presidency; but will again be eligible for election to either office beginning with the fourth annual election after the expiration of his term.

Section 4 Any member for at least one full year may serve on the Board of Directors.

Section 5 The three Directors appointed by the President to serve for one year cannot be re-appointed, but are eligible for election to a regular three year term. After a Director has served an elected term, he cannot be re-elected as a Director without the lapse of at least one full year off the Board, nor can he be appointed by the President to serve as a Director during this year, but he is eligible to be elected as an Officer for which he meets the requirements.

Section 6 Any member who has served as a Director for at least one year is eligible for election to the offices of Secretary or Treasurer. Any member who has served on the Board for at least two years, not necessarily consecutively, shall be eligible for election to the offices of President or Vice President.

**Section 7** The Congregation shall maintain appropriate officers and directors liability insurance for the officers and Directors of the Congregation.

## **ARTICLE VII**

### **Election of Officers and Directors**

**Section 1** At least 45 days prior to the time of the annual election meeting, the President shall appoint a Nominating committee, consisting of five members, three of whom shall be from the Board of Directors.

**Section 2** The report of the Nominating Committee shall be communicated in writing to all members at least two weeks prior to the date of the annual election meeting.

**Section 3** The names of the nominees shall be submitted by the Nominating Committee for the following offices to be elected for one year terms: President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, 3<sup>rd</sup> Vice President, Secretary, Treasurer; as well as nominees to the Board of Directors who shall be elected for a three year term. One or more names may be submitted for election to each of the above named offices. Four or more names may be submitted for election for the four Director vacancies.

**Section 4** Additional nominations may be made by submitting names in writing to the Nominating Committee at least five days prior to the election meeting. Such nominations must be signed by at least five members, and must include a signed statement that the nominee has consented to serve if elected. The names of such nominees will be included on any ballot(s).

**Section 5** Nominations from the floor will only be accepted if a nominee becomes unavailable for election within 5 days of the election meeting, or if a vacancy occurs on the Board of Directors within 5 days of the meeting.

**Section 6** All contested elections shall be by secret ballot.

**Section 7** Any vacancy that may occur among the officers or Directors except for the position of President shall be filled by appointment by a majority vote of the Board of Directors to serve until the next annual election meeting. Any portion of a three year term remaining unexpired at the next annual election meeting shall be filled by special nomination of the Nominating Committee unless the position comes available within 5 days of the annual meeting, in which case nominations shall be taken from the floor and a vote taken for that position.

Section 8 There shall be no proxy voting nor absentee voting nor any form of early voting.

## ARTICLE VIII

### Powers and Duties of Officers and Directors

Section 1 Except as hereinafter provided, between the annual meetings of the Congregation, the Board of Directors shall be charged with the responsibility and vested with all powers necessary to conduct all the affairs of the Congregation, including but not limited to the employment and discharge of personnel, the fixing of all rates of compensation, the assessment of dues the delegation of duties to employees and committees, and the establishment of all major policies.

Section 2A Sales or purchases of real estate that has been purchased by CAS and/or the mortgaging of same, shall require the prior approval of the Congregation at a special meeting called for that purpose.

Section 2B Any property donated to the Congregation for the benefit of the Congregation can be sold, mortgaged and/or disposed of by a vote of the Board of Directors without Congregational approval.

Section 3 Regular meetings of the Board shall be held each month (the President has the right to skip two months each year as he deems necessary), at a time and place to be selected by the President. The President is also empowered to call special meeting of the Board when necessary. No official business at either a regular or special meeting shall be conducted without a majority of the Directors present. Any Director who shall be absent from three consecutive meetings of the Board, unless excused by the President, shall be removed from office, thus creating a vacancy on the Board of Directors .

Section 4 It shall be the duty of the President to preside at all meetings of the Congregation or the Board of Directors. He shall have the deciding vote when there is any equal division of any question. He shall appoint all committees necessary for the operation of the Congregational affairs, and such committees shall continue during his term of office except as hereinafter provided. He may incur indebtedness for the Congregation in an amount not to exceed \$750.00 at any one time with any one expenditure.

Section 5 The 1<sup>st</sup> Vice President shall take the place of and act in the stead of the President in the President's absence or temporary inability to perform his duties. In the event of death or resignation or relocation of the President from the city, the First 1<sup>st</sup> Vice President shall immediately succeed to the office of the President with all its powers and duties. He shall be a member of the Budget and Finance Committee, and of such other committees as may be designated by the President.

Section 6 The 2<sup>nd</sup> and 3<sup>rd</sup> Vice Presidents shall perform those duties as directed by the President including liaisons to the Education, Ritual, and Membership committees.

Section 7 The Treasurer shall be the liaison with the accounting staff of the Congregation. Disbursements shall be made only by check with at least two authorized signatures required. He shall be an authorized co-signor on checks of the Congregation, and he shall present the monthly financial report to the Board of Directors as prepared by the accounting staff. He shall have access to all financial records of the Congregation with the exception of individual dues amounts.

## ARTICLE IX

### Committees

Section 1A The President, except as otherwise hereinafter provided, shall appoint members to the following standing committees:

- A) Ritual
- B) Membership
- C) Education
  - (i) Youth
  - (ii) Adult
- D) Cemetery
- E) House
- F) Budget and Finance
- G) Investments and Endowment Funds
- H) Audit
- I) Youth Activities
- J) Executive Committee

Section 1B Spouses shall not serve simultaneously as members of the same standing committee.

Section 2 The Ritual committee shall consist of three or more members, at least one of whom shall be a member of the Board of Directors. It shall be the duty of this committee to assist the Rabbi in supervising religious activities, to perform such other duties as are necessary to promote the religious welfare of the Congregation, and to supervise Kashruth under the Rabbi's direction. The Rabbi shall be an ex officio member of the Ritual committee.

Section 3 The Membership committee shall consist of three or more members, at least one of whom shall be a member of the Board of Directors. It shall be the duty of this committee to engage in such activities as are necessary to enroll new members and to maintain current membership.

Section 4A The Youth Education Committee shall consist of no less than 7 and no more than 15 members, and shall include one member representing the Ladies Auxiliary and one member representing the Men's Club recommended by the respective presidents of these organizations. The President should attempt to form a well-balanced committee of parents, students, faculty, trained educators and Board members. Its duties shall include but not be limited to overseeing the school and all aspects of youth education. The Rabbi shall be an ex-officio member of the Education committee.

Section 4B. The President shall appoint an Adult Education Committee Chair.

Section 5 The Cemetery committee shall consist of seven members. It shall be the duty of this committee to manage and supervise the cemetery in all matters, financial and otherwise, subject at all times to the approval of the Board of Directors. The committee shall be governed by a set of rules as approved by the Board of Directors. Expenditures up to the amount of \$750.00 at any one time with any one vendor may be made by the cemetery committee with approval of the President or Executive Director.

Section 6 The House committee shall consist of seven members, with the chairman and two members selected from the Board of Directors. Two members are to be appointed from the membership of the Men's Club and two members from the Ladies Auxiliary, recommended to the President by the respective presidents of these organizations. It shall be the duty of the House committee to supervise the property of the Congregation, to work with the Executive Director to accomplish necessary repairs and maintenance of the facility, and to supervise in the absence of an Executive Director the work of any employees hired for this purpose. Expenditures up to the amount of \$750.00 at any one time with any one vendor may be made by the House committee with approval of the President or Executive Director.

Section 7 The Budget and Finance committee shall consist of at least five members, three of whom shall be members of the Board of Directors. The 1<sup>st</sup> Vice President shall serve ex-officio as a member of this committee. It shall be the duty of the committee to prepare an annual budget to be presented to the Board of Directors for their approval, and to oversee the fundraising and all financial matters of the Congregation except as delegated to the Investments and Endowment Funds committee. They shall assist in the collection of dues when necessary.

Section 8 The Investment and Endowment Funds committee shall consist of at least three members, at least one from the Board of Directors. Their duties are to oversee all investments of the Congregation and to develop programs that support donations to our endowment funds.

Section 9 The Audit committee shall consist of at least three members. It shall be the duty of this committee to annually verify all assets listed in our financials with the actual statements. They shall oversee an outside professional audit which shall be conducted every 3<sup>rd</sup> year.

Section 10 The Youth Activities committee shall consist of no more than 13 members, at least two from the Board of Directors, two named by the Ladies Auxiliary, two named by the Men's Club, two who are parents of pre-teens, two who are a parent of teenagers, two from the membership at large, and one to be named as the committee chairperson. The Rabbi, Director of Youth Activities/advisors, and the President shall serve ex-officio. The functions of this committee are to establish policy relating to the youth activities of the Congregation and to supervise the programming pertaining thereto, both functions being performed in concert with the Director of Youth Activities/advisors on all matters of policy, programming, personnel and finances. Its decisions will be subject to the approval of the Board of Directors.

Section 11 The Executive committee shall consist of all officers of the Congregation. It shall meet monthly and report all discussions and recommendations to facilitate the next Board of Directors meeting. It is responsible for annual performance reviews of all professional personnel either directly or through a personnel committee.

Section 12 All committees shall prepare monthly reports of their activities and submit them in writing for the regular monthly meetings of the Board of Directors. These reports shall be incorporated into the permanent minutes.**ARTICLE X**

### **Professional Staff**

Section 1 The Rabbi shall be elected at a regular meeting of the Congregation, or at a special meeting called for that purpose, and shall serve for such initial period of time as the Congregation may determine. The Rabbi shall serve as the Mara D'atra (halakhic authority) for the Congregation. He shall be available to the Congregation except as otherwise approved by the President.

Section 2 If a Cantor/Ritual Director is hired, his duties shall be to be present and perform the customary chanting at services, weddings, funerals, and unveilings when called upon; and shall perform such other duties as may be requested of him by the Board of Directors or by the Rabbi. He shall be available to the Congregation except as otherwise approved by the President.

Section 3 If an Executive Director is hired, he shall perform such duties as are generally required of such an official as designated by the Board of Directors.

Section 4 If an Education Director is hired, he shall perform such duties as are generally required of such an official as designated by the Board of Directors.

### **ARTICLE XI**

#### **Governance**

**Section 1** Amendments to this Constitution and By-Laws shall be made at any annual or special meeting, provided that such proposed amendment was communicated in writing to each member of the congregation at least 30 days prior to the date of such meeting; and shall require a two-thirds vote of the members present and voting. Proposed amendments must bear the signature of at least twenty members, or the prior approval of the Board of Directors.

**Section 2** Roberts Rules of Order (newly revised 10<sup>th</sup> Edition or most current edition) shall govern in cases not covered by this Constitution and By-Laws, but shall in no way be used in preference to rules already covered by this Constitution and By-Laws.

**Section 3** Upon dissolution of the corporation or the winding up of its affairs, after all the liabilities of the corporation have been paid or otherwise satisfied, the assets of the corporation shall be distributed exclusively to such Jewish charitable organizations in Fort Worth, Tarrant County, Texas which maintain and promote the identification, tradition, value and heritage of Judaism and comply with the provisions in Section 501(c)(3) of the Internal Revenue Code. Any of the corporation's assets not so distributed by the Board of Directors shall be distributed by a District Court in Tarrant County, Texas exclusively for the aforesaid purposes and in compliance with Code Section 501(c)(3) of the Internal Revenue Code of 1954, as from time to time may be amended and to the corresponding provision of any similar law subsequently enacted.