



## **CONSTITUTION FOR THE TEMPLE EMANU-EL BROTHERHOOD**

We, men affirming our faithful attachment to Reform Judaism, do hereby join together and declare this to be our Constitution.

### **ARTICLE I**

#### **NAME**

The name of this organization shall be: The Temple Emanu-El Brotherhood.

### **ARTICLE II**

#### **PURPOSE**

The purpose of this Brotherhood shall be to serve and cooperate with Temple Emanu-El in stimulating Jewish religious activities; to foster cultural and educational advancement amongst its membership, the Congregation and the Jewish people at large; to promote through social intercourse the spirit of camaraderie within its midst; and to advance the work of Brotherhood through affiliation with the Men of Reform Judaism (MRJ), an affiliate of the Union for Reform Judaism (URJ).

### **ARTICLE III**

#### **MEMBERSHIP**

Any man who affirms his faithful attachment to Reform Judaism, who subscribes to the purposes of this Brotherhood shall be eligible to membership.

**ARTICLE IV**

**OFFICERS AND DIRECTORS**

Sec. 1. The officers shall be a President, Vice President, Secretary and Treasurer, all of whom shall constitute the Executive Board. The Board of Directors shall be comprised of the Executive Board and the Committee Chairmen.

The duties of said officers shall be those usually incumbent upon their respective positions or as specified in the By-laws.

All officers shall be elected at an annual meeting of the Brotherhood and shall hold office for one term or as otherwise specified at the time of the election. Committee Chairmen will be appointed by the Executive Board.

No officer shall be elected to the same office for more than two consecutive terms except as specified in the By-laws.

At least one month preceding such annual meeting, the Chairman of the Nominating Committee will communicate to the membership a list of candidates for election as Officers. Additional nominations may be made by written communication directed to the Chairman of the Nominating Committee not less than two weeks prior to such annual meeting, signed by not less than five members in good standing. The Chairman shall communicate the list of such further nominations to the membership at least one week prior to the annual meeting.

The Rabbi(s) and the current President of the congregation shall be ex-officio members of the Board of Directors with no voting privileges.

**ARTICLE V**

**COMMITTEES**

Sec. 1. The following shall be standing committees and shall consist of a chairman and members. The duties and responsibilities are set forth in the By-Laws.

a) Program/Social Committee

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- b) Membership Committee
- c) Fund Raising Committee
- d) Temple Services Committee
- e) Budget and Finance Committee
- f) Nominating Committee

Sec. 2. Additional committees may be established at the discretion of the President with approval by the Executive Committee.

## **ARTICLE VI**

### **MEETINGS**

Sec. 1. The annual meeting shall be held as prescribed by the by-laws; notice of the date of said meeting shall be communicated to the membership no later than two weeks previous to the meeting.

Sec. 2. The Board of Directors shall hold regular meetings. At the discretion of the Board, meetings can be open to all current and prospective members.

Sec. 3. Special meetings of the membership or the Board of Directors may be called at the discretion of the President, the Board of Directors or otherwise as provided in the By-Laws.

## **ARTICLE VII**

### **QUORUM**

Sec. 1. Five members shall constitute a quorum for the transaction of business at any regular or special meeting of the Brotherhood membership.

Sec. 2. Four members shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors.

## **ARTICLE VIII**

### **AMENDMENTS**

This Constitution may be amended by a two-thirds vote at any meeting of the membership present provided that a copy of the proposed amendment be communicated to each member at least one month prior to the meeting at which

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such action is to be taken, and further provided that the proposed amendment is read at the meeting preceding the meeting at which such action is to be taken.

### **ARTICLE IX**

#### **GOVERNANCE**

In all cases of governance not specifically covered by this Constitution, Roberts Rules of Order, as revised, shall be accepted as authority.

### **ARTICLE X**

Notwithstanding anything to the contrary, this constitution shall be interpreted in a manner consistent with the Constitutions and By-laws of the MRJ as they may be amended.

**BY-LAWS OF THE TEMPLE EMANU-EL BROTHERHOOD**

**ARTICLE I**

**FISCAL YEAR**

The fiscal year of the Brotherhood shall begin on the first day of July and end on the thirtieth day of June each year.

**ARTICLE II**

**MEETINGS**

Sec. 1. ANNUAL MEETINGS OF MEMBERS. The annual meeting of members shall be held during the month of May, with the exact date to be fixed by the Board of Directors. The meeting shall be held at such place as the Board of Directors may designate.

Sec. 2. SPECIAL MEETINGS of the membership may be called by the President or the Board of Directors when they deem it advisable or necessary to have such a meeting in order to promote the purpose of the Brotherhood. A special meeting of the membership shall be called by the Executive Committee upon receipt of a written request for such a meeting signed by at least five percent (5%) of the membership. The notice of such a meeting shall be communicated by the Secretary within two weeks of receipt of the request and such meeting shall be convened within thirty (30) days of the receipt of such request.

Sec. 3. NOTICE OF MEETINGS. Notice of the time and place of all meetings of membership shall be given by the Secretary. The notice of each annual/special meeting shall be printed in the Temple Bulletin or shall be communicated to each member no later than two weeks before the date of the meeting.

**ARTICLE III**

**EXECUTIVE BOARD**

Sec. 1. The Executive Board shall be elected by a plurality vote at the annual meeting of the members present.

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- (a) The officers of the Brotherhood and the Committee Chairmen shall sit as voting members of The Board of Directors.
- (b) The immediate past president of the Brotherhood shall be an honorary member of the Board of Directors with the right to vote at the meetings.
- (c) The Rabbi(s) and the current President of the Congregation thereof shall be ex-officio members of the Board of Directors without the right to vote.

No one shall be eligible to hold a directorship unless he is a member in good standing of Temple Emanu-El and the Temple Emanu-El Brotherhood.

**DIRECTORS' MEETINGS.** Regular meetings of the Board of Directors shall be held at least once every month at such time and place as may be designated by the directors. Special meetings of the Board of Directors may be held at any time or place upon the call of the President of the Brotherhood, or upon written request of any three directors. A majority of the votes cast at any meeting of the Board of Directors shall be determinative of any motion unless a different majority is required by these By-Laws. No proxy votes shall be allowed.

Sec. 4. NOTICE OF DIRECTORS' MEETING. Notice of all regular and special meetings of the Board of Directors shall be communicated not less than five days before the time set for the meeting, or by telephoning (or emailing, with a reply from each Board member constituting acknowledgment of reception) such notice to the directors personally at least two (2) days before the time set for such meeting.

Sec. 5. Any vacancy occurring on the Board of Directors may be filled by a majority vote of the Board for the remainder of the un-expired term.

Sec. 6. Any director absent from more than three consecutive meetings of the Board of Directors, without sufficient reason, may at the discretion of the Board of Directors, forfeit his position by action of the Board of Directors, and his office shall be considered vacant and may be filled by the Board of Directors pursuant to the By-laws.

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## ARTICLE IV

### OFFICERS

- Sec. 1. The officers shall be a President, a Vice President, a Secretary and a Treasurer.
- Sec. 2. A Brotherhood member shall be eligible to hold any office only if he is a member in good standing of Temple Emanu-El and the Temple Emanu-El Brotherhood.
- Sec. 3. All officers shall be elected at the annual meeting of the Brotherhood and shall hold office for a term of one (1) year.
- Sec. 4. The Board of Directors shall fill all vacancies occurring until the next annual meeting.
- Sec. 5. The Vice President will automatically succeed to the office of President when the current President is unable or unwilling to continue in that capacity due to term limitations or any other reason that prevents the President from serving his maximum allowable term.

The principal duties of the officers shall be as follows:

- (a) The President shall be the general executive officer of the Brotherhood. He shall attend and preside at all meetings of the Brotherhood and of the Board of Directors. He shall be Brotherhood's voting representative to the Board of Trustees of Temple Emanu-El. He shall attend meetings of said Board and shall make a report of such proceedings at the subsequent meeting of the Brotherhood Board of Directors. He shall be an ex-officio member of each committee and he shall also perform such other duties as may be prescribed by the By-Laws or by resolution of the Board of Directors.
- (b) The Vice President shall assume the office of President upon the completion of the current President's term of office. He will also act as the President's substitute at any time the President is unable to perform the duties of his office and, where possible and practical, accompany the President to all function in order to be trained for succession. This includes presiding over any scheduled or special meeting of the Brotherhood.

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In the event that the President is unable to complete his term of office, the Vice President will assume the position of President and will remain in this position until the end of the term. In the event that the Vice President assumes the office of President at such time other than the beginning of the fiscal year, he will be allowed to serve up to two additional consecutive terms. This will also apply to the replacement Vice President that is chosen by the Board of Directors.

- (c) The Committee Chairmen shall preside over their respective committees and shall perform such other duties as may be directed by the President and/or the Board of Directors.
- (d) The Secretary shall keep a record of all transactions of the meetings of the membership, and of the Board of Directors and shall also perform such other duties as prescribed by the By-Laws, by resolution of the Board of Directors or by direction of the President.
- (e) The Treasurer shall have charge of the financial affairs and books of the Brotherhood, and shall render to the President, Directors and members a monthly report of the financial condition of the organization. He shall be chairman of the Budget and Finance Committee and shall perform such other duties as may be required of him by the By-Laws, by resolution of the Board of Directors or by direction of the officers.

EXECUTIVE COMMITTEE. The executive committee shall be comprised of the officers of the Brotherhood. It shall meet at the request of the President. Its responsibilities shall be to make recommendations to the Board of Directors as to policy and procedure and to take action on behalf of the Brotherhood when, because of time constraints, it is not practical to bring a matter before the Board of Directors.

Sec. 6. The President and Vice President(s) shall not be permitted to hold office for more than two (2) consecutive terms. In the event that the Nominating Committee cannot find a candidate for president, then the current president's term may be extended for 1 year. The Secretary and Treasurer shall be permitted to hold their offices for an unlimited number of consecutive terms.

Sec. 7. Any officer absent for more than three (3) consecutive meetings of the Board of Directors, without sufficient reason, may in the discretion of the



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Board of Directors, forfeit his position and his office shall automatically be considered vacant, to be filled pursuant to the Articles of these By-laws.

### **ARTICLE V**

#### **COMMITTEES**

Sec. 1. The following are responsibilities and functions of the Committee Chairmen:

- (a) Program/Social: The duties of this committee shall be to arrange programs at such times as the occasion arises or as directed by the Board.
- (b) Membership: The responsibilities of this committee shall be to retain/increase the membership of Brotherhood.
- (c) Fund Raising: The responsibilities of this committee shall be to arrange and conduct all fund raising projects and activities of the Brotherhood as well as coordination with outside groups such as Boy Scouts that can have an impact on fundraising efforts.
- (d) Temple Services: The responsibilities of this committee shall be to coordinate such activities and Temple committee liaisons as will serve and directly impact the Congregation.
- (e) Budget and Finance Committee. This committee shall consist of a chairman as designated in these Articles and at least one additional member. The duties of this committee shall be to prepare the budget and supervise the audit of accounts at the close of the year.
- (f) Nominating Committee: This committee shall be comprised of at least three members. The Chairman of this committee shall be appointed by the Executive Board and must be a present or past member of the Board of Directors. This committee shall meet at such times in order to present a slate of officers pursuant to the requirements of these By-Laws.

### **ARTICLE VI**

#### **GOVERNANCE**

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In all cases of governance not specifically covered by the constitution, Robert's Rules of Order, as revised, shall be accepted as authority.

### **ARTICLE VII**

#### **DUES**

Sec. 1. The Board of Directors shall establish annual dues.

Sec. 2. Any member who has failed to pay his dues for the current fiscal year by January 1 of that fiscal year shall automatically be dropped from the membership roster. Such members will then be re-admitted to membership upon payment of the dues for the current fiscal year in which he applies for membership.

### **ARTICLE VIII**

No amendment of these By-Laws shall be made unless the proposed amendment is made in writing to the Board of Directors. The proposed amendment shall be read and entered into the minutes of the meeting at which such proposal was submitted. With the consent of the person presenting the amendment, the Secretary will record any changes or additions to the original amendment following open discussion; it will then be laid over until the next meeting of the Board of Directors. It shall then be acted upon. Upon approval of an affirmative vote of two-thirds (2/3) of the members present and voting, it shall be adopted.

### **ARTICLE IX**

#### **EFFECTIVE DATE**

These amendments to the By-Laws shall be effective immediately upon their adoption.