

ARTICLE I

Section 1. NAME

This Congregation shall be known as Congregation Adas Emuno. "Adas Emuno" means "Assembly of the Faithful".

Section 2. OBJECT AND PURPOSE

Congregation Adas Emuno shall be a caring, inclusive, involved Congregation, guided by the philosophy of Reform Judaism that cherishes its tradition of community. We will provide the foundation and resources for our Congregation to engage in life-long Jewish learning, the pursuit of spiritual growth, and the promotion of social justice for all.

Section 3. FORMS AND INTERPRETATION

This Congregation shall follow the forms, practices and usage of a Reform interpretation of Judaism.

ARTICLE II - MEMBERSHIP

Section 1. MEMBERS

Upon approval by the Board, any person applying for membership who is of the Jewish faith shall become a full member of Congregation Adas Emuno, and any person not who is not of the Jewish faith shall become a non-voting affiliate member of Congregation Adas Emuno.

Section 2. CLASSIFICATIONS OF MEMBERSHIP

There shall be two categories of membership, full members and affiliate members. Affiliate members are a) non-Jewish members, b) children of members under the age of 21, or up to the age of 25 if residing with their parent or parents, and c) the Rabbi, Cantor, and the Religious School Director. All other members in good standing are full members. The Board may create sub-categories for the purpose of assessing dues, building fund payments and any other payments to the Congregation.

Section 3. DUES

The Board shall determine dues paying units, annual dues, assessments, and Building Fund obligations for the fiscal year. The fiscal year shall commence July 1st. Dues shall be payable in advance. Each member may elect to pay same annually, semi-annually or quarterly.

Section 4. DELINQUENCY

Any dues-paying unit which is in arrears on any obligation for a period of six months may have their membership suspended by the Board upon failure of such unit to pay such obligation within 30 days from the date of a written request for payment. A committee comprised of the President, the Financial Secretary and the Rabbi may reduce or waive any or all financial obligations upon proper application by a dues paying unit.

Section 5. RESIGNATION

Any member may resign from the Congregation by submitting a resignation in writing.

ARTICLE III - PRIVILEGES OF MEMBERSHIP

A member in good standing shall be entitled to privileges of membership, subject to the rules, regulations, and fees established by the Board.

Section 1. These privileges shall include:

- a. The right to enjoy the fellowship of the Congregation;
- b. The right to attend educational programs;
- c. The right to have his/her child attend the Religious School;
- d. The right to be seated in the House of Worship of the Congregation at all times including the High Holy Days;
- e. The right to use the Temple building for approved functions.
- f. The right to chair any standing committee, except that only full members may chair the Ritual Committee and the Religious School Committee, but affiliate members may co-chair the Religious School Committee provided that the other co-chair is a full member.

Section 2. The following privileges require full membership:

- a. The right to vote at all membership meetings;
- b. The right to be elected as an Officer or Trustee of the Congregation;
- c. The right to chair the Ritual Committee;
- d. The right to be appointed to the Ritual Committee.

ARTICLE IV - OFFICERS

Section 1. OFFICERS

The Officers of the Congregation shall consist of a President, Vice-President, Treasurer, Financial Secretary, Recording Secretary, and the Immediate Past President.

Section 2. DUTIES OF THE PRESIDENT

The President shall:

- a. Preside at all meetings of the Congregation;
- b. Preside at all meetings of the Board of Trustees;
- c. Enforce the By-Laws;
- d. Decide all questions of Order, subject to appeal by any Trustee or Member;
- e. Serve as an Ex-Officio member of all standing Committees other than the Nominating Committee;
- f. Sign all official documents;
- g. Sign all checks in excess of \$10,000 jointly with the Treasurer or Financial Secretary;
- h. Appoint such committees as may from time to time be required;
- i. Appoint people to chair Standing Committees;
- j. Cast the deciding vote on all questions in which there may be an equal division of votes, except in the election of officers and appeals from the President's decision;
- k. Present a written report to the Congregation at its Annual Meeting, concerning the state of affairs of the Congregation.

Section 3. DUTIES OF THE VICE-PRESIDENT

The Vice-President shall, in the absence of the President or a vacancy in the office of the President, assume all the duties and responsibilities incumbent upon the President. In addition, the Vice-President

shall perform such duties as may be assigned to him/her by the President.

Section 4. DUTIES OF THE TREASURER

It shall be the responsibility of the Treasurer to:

- a. Pay all routine and periodic bills when due; furthermore, pay all invoices and bills, when authorized by the Board;
- b. Sign all checks in excess of \$10,000 jointly with the President;
- c. Make a written monthly report to the Board;
- d. Perform such other duties as the office demands;
- e. Permit the President or the Board, at all times, to examine the books, and, upon five days notice, deliver to the President or the Board all monies, records, and properties;
- f. Have all relevant books and accounts ready for settlement at the expiration of the Treasurer's term;
- g. Deliver to any successor Treasurer all money and other property of the Congregation and all books and papers pertaining to the office which may be in the Treasurer's possession.
- h. In the absence of the President, the Vice-President and the Immediate Past President, assume the duties and responsibilities of their office.

Section 5. DUTIES OF THE FINANCIAL SECRETARY

It shall be the responsibility of the Financial Secretary to:

- a. Receive all money belonging to the Congregation and to provide receipts when necessary; all money so received shall be deposited in the name of the Congregation in such bank or banks as the Board may direct;
- b. Keep a register of all members of the Congregation and their status;
- c. Keep accurate financial records of the Congregation;
- d. Prepare and mail all bills for dues, assessments and any other charges and supervise collection of said bills;
- e. Deliver money to the Treasurer as required;
- f. Perform such other duties as the office demands;
- g. Sign all checks in the absence of the Treasurer ;
- h. Make a written quarterly report to the Board;
- i. Make a written Annual report to the Congregation at each annual meeting of the Congregation on the financial condition of the Congregation;
- j. Permit the President or the Board, at all times, to examine the books, and, upon five days notice, deliver to the President or the Board all monies, records, and properties;
- k. Have all relevant books and records ready for settlement at the expiration of the Financial Secretary's term;
- l. Deliver to any successor Financial Secretary all money, books and records, and all other property of the Congregation which may be in the Financial Secretary's possession.

Section 6. DUTIES OF THE RECORDING SECRETARY

It shall be the responsibility of the Recording Secretary to:

- a. Take the minutes at all Board and Congregational meetings;
- b. Perform such other duties as the office demands;
- c. Deliver to the successor Recording Secretary all property and all relevant books and papers pertaining to the office which may be in the Recording Secretary's possession;

Section 7. DUTIES OF THE IMMEDIATE PAST PRESIDENT

Upon condition of having successfully completed one full term or more as President, the Immediate

Past President shall serve as an Officer and voting member of the Board of Trustees for a period of two years. It shall be the responsibility of the Immediate Past President to advise and counsel the President, Officers, and Trustees, and to assume the duties of President in the absence of the current President and Vice-President.

ARTICLE V - BOARD OF TRUSTEES

Section 1. MEMBERS OF THE BOARD

The Board of Trustees shall be composed of up to eighteen voting members, including the five elected Officers of the Congregation, twelve Trustees elected by the Congregation, and either the Immediate Past President, if applicable, or a thirteenth elected Trustee.

Section 2. CONDUCT

The Board of Trustees shall conduct their meetings in accordance with:

- a. The laws of the State of New Jersey;
- b. The By-Laws of the Congregation;
- c. Roberts' Rules of Parliamentary Procedure.

Section 3. GENERAL POWERS

The Board shall govern the affairs of the Congregation, control its revenue and property, and take such action as shall, in its judgement, best promote the welfare of the Congregation. The Board of Trustees may act as a committee of the whole, or it may delegate specific responsibilities to a subcommittee of the Board of Trustees, or any committee it chooses.

Section 4. SPECIFIC POWERS

In addition to the powers set forth in Section 3, the Board shall have the power to:

- a. Elect members of the Congregation in accordance with these By-Laws;
- b. Determine and fix all dues and assessments including the fees to be paid for the Religious School;
- c. Hire such employees as may be necessary, fix their duties and compensation, and remove such employees, unless otherwise prescribed by these By-Laws;
- d. Prepare and submit an annual budget for the approval of the Congregation;
- e. Authorize all monetary payments and expenses.

Specification of the aforementioned powers shall in no way be construed to be a limitation of any of the general powers inherent in the Board of Trustees and necessary for the proper conduct in the affairs of the Congregation, except those powers specifically reserved to the Congregation.

Section 5. MEETINGS

The Board shall meet at least once a month at a date and time to be determined by the President.

Additional meetings of the Board may be called by the President or five Trustees upon two days notice thereof, personally, by telephone or by mail, or by electronic means, and stating the purpose thereof.

All meetings of the Board shall be open to all members of the Congregation with the exception of those meetings or portions of meetings at which matters are discussed for which confidentiality is appropriate, as decided by the President. During the months of July and August, Board meetings may be suspended and the work of the Board may be carried on by an Executive Committee appointed by the President.

Section 6. QUORUM

A majority of the Board shall constitute a quorum.

Section 7. ABSENCE FROM BOARD MEETINGS

A majority of the members of the Board may remove any Officer or Trustee who has been absent without reasonable cause from three successive regular Board meetings.

Section 8. VACANCY

Should a vacancy on the Board or in any office occur, the President, with the approval of the board, shall immediately fill such vacancy until the next Annual Congregational Meeting. At the next Annual Congregational Meeting, the office of such Officer or Trustee shall be filled, by election, for the unexpired term.

Section 9. ELIGIBLE PAST PRESIDENTS

The President of the Congregation, having served for at least one full term, shall, upon the election of a new President, become a member of the Board with all the privileges pertaining thereto for a period of two years. Thereafter, a Past President shall be an ex-officio member of the Board.

Section 10. CHAIR

The President of the Congregation shall chair the Board. It shall be the President's duty to preside at meetings of the Board, decide all questions of Order, and appoint such committees as may from time to time be required.

ARTICLE VI - NOMINATION AND ELECTION OF OFFICERS AND TRUSTEES

Section 1. At the Annual Meeting in even numbered years, the Congregation shall elect, for a term of two years, Officers as follows: President; Vice-President; Treasurer; Recording Secretary; and Financial Secretary.

Section 2. At every Annual Meeting, the Congregation shall elect four or five Trustees for a term of three years.

Section 3. At every Annual Meeting the Congregation shall elect Officers and Trustees as needed to fill the unexpired terms which have become vacant since the last annual meeting.

Section 4. Nominations of all Officers and Trustees shall be made by a Nominating Committee appointed by the President and approved by the Board. The Nominating Committee shall consist of five members, three of whom shall be members of the Board. The President shall designate the chairperson.

Section 5. Nominations by the Nominating Committee shall be reported to the President and said slate shall be mailed to every member household at least fifteen days before the election.

Section 6. Nominations for any elective office may be made by petition of ten members of the Congregation. Said nomination is to be filed with the Recording Secretary at least ten days before the election.

Section 7. Notice of nominations by petition, if any, shall be mailed to every member household at least seven days prior to the date of election.

Section 8. In any contested election, the vote shall be by secret ballot. The nominees receiving the greatest number of votes shall be declared elected.

Section 9. No nominations may be made from the floor, except where a vacancy due to death or withdrawal exists on the slate presented by the Nominating Committee on the election day. In such a case, floor nominations will be accepted.

Section 10. Any full member is eligible for election as Officer or Trustee except for those who are in arrears for dues for six months or more.

ARTICLE VII - RABBI

Section 1. ELECTION

When a vacancy in the pulpit occurs, the Rabbi shall be selected by the Board with such salary and for such period of time as may be determined.

Section 2. AFFILIATION TO THE CONGREGATION

The Rabbi and the Rabbi's family shall be ex-officio members of the Congregation, enjoying all privileges of membership. They shall not pay dues or assessments, nor shall they be entitled to vote on congregational matters. .

Section 3. DUTIES

The Rabbi shall perform all duties incumbent upon and in accordance with the office. The Rabbi shall be an ex-officio member of the Board and all standing committees, except to the extent that the Board may determine otherwise.

Section 4. CONGREGATIONAL RELATIONSHIP

In the event that a serious disagreement occurs between the Congregation and the Rabbi, fifteen percent of the Members in good standing may petition in writing and request the Board to investigate. A copy of such petition, stating the grievances, shall be sent by the Recording Secretary to the Rabbi by certified mail. At the first meeting after the receipt of such petition, the President shall select a committee to investigate. A member signing such a petition shall not serve on the investigating committee. The investigating committee may seek counsel and shall file a report with the Board. If the Board finds valid grievances, the Board shall conduct a hearing, upon twenty days notice, by certified mail to the Rabbi. At the hearing, the Rabbi shall have adequate opportunity to rebut the charges, and shall have the right to be represented by legal counsel at the hearing. Two-thirds of the members of the Board may then request the resignation of the Rabbi before the termination of the Rabbi's contract. The Board's request for resignation may be overridden by a majority of voting members in good standing of the Congregation at a regular or special Congregational meeting.

Section 5. In the event that there is a non-rabbinic spiritual leader of the Congregation, the foregoing provisions of this Article shall apply to that person as if he or she were a rabbi.

ARTICLE VIII - SEATING

UNASSIGNED SEATS: Seats in the synagogue shall be unassigned. It shall, however, be the duty of the Board, whenever required on special occasions, to make a reservation to accommodate specific situations (such as disability) as may be determined. No charges or assessments of any kind shall be made for such assignment of seats.

ARTICLE IX - COMMITTEES

FINANCIAL COMMITTEE: It shall be the responsibility of this Committee to manage and invest the liquid assets of the Congregation in furtherance of the policies established from time to time by the Board. Furthermore, it shall be the responsibility of this Committee to make detailed estimates of the income and expenses for the ensuing year and to furnish this report to the Board at least five days prior to the Annual Meeting of the Congregation. It shall also be the responsibility of this Committee to oversee compliance with the budget.

BUILDINGS AND GROUNDS: It shall be the responsibility of this Committee to manage the buildings and property of the Congregation and to keep them in good order and repair. It shall have the authority to grant permission to use the Buildings subject to prior approval by the Board. It shall arrange for proper insurance coverage of all property.

MEMBERSHIP: It shall be the responsibility of this Committee to ascertain the eligibility of prospective members, to assist applicants for membership, and to propose said applicants to the Board. It shall also propose ways to attract new members, to encourage the retention of existing members, and to encourage and facilitate the participation of all members in Temple Services and other Temple activities.

RITUAL: It shall be the responsibility of this Committee to establish and maintain the practices and procedures for the conduct of all religious services. This includes arranging for participants, music, seating, and having available for use all ceremonial objects essential for the conduct of services and other related activities.

PUBLICATIONS: It shall be the responsibility of this Committee to promote the best interests of the Congregation by effective publicity in the press and other media and by maintaining good and beneficial public relations with the community. It shall also be the responsibility of this committee to distribute a regular newsletter and a calendar of Congregational events.

RELIGIOUS SCHOOL: It shall be the responsibility of this Committee to make all regulations necessary to meet the religious educational needs of members' children.

CEMETERY: All funds received by the Cemetery Committee from the sale of graves or plots, or intended for the use of the Cemeteries, shall be turned over immediately to the Financial Secretary of the Congregation who shall keep a separate record of these transactions.

SOCIAL ACTION: It shall be the responsibility of this Committee to sponsor programs for social justice and to facilitate participation by members, their children and/or family units, including working

with or for various local, national and international charitable organizations as well as with or for unaffiliated causes, as authorized by the Board.

ARTICLE X - MEETINGS

Section 1. ANNUAL MEETING

- a. An Annual Meeting of the Congregation shall be convened by the President in the month of June.
- b. At this meeting, reports shall be submitted by the President, the Rabbi, and such other officers and committees as may be requested to do so by the President.
- c. A budget for the coming fiscal year shall be submitted to the Congregation for approval.
- d. As needed, elections shall be held for Officers and Trustees.
- e. If at such meeting, Officers and Trustees are not duly elected within the provisions of these By-Laws, the meeting shall stand adjourned. The meeting shall be called again for such election at a time to be designated by the President within thirty days after the adjourned meeting.
- f. Every member of the Congregation shall be notified by mail at least ten days prior to any Annual or special meeting.

Section 2. SPECIAL MEETINGS

- a. Special meetings of the Congregation may be called by the President or by any five members of the Board. In addition, upon the written request of fifteen percent of the voting members in good standing, the President shall call a special meeting of the Congregation.
- b. The call for a special meeting shall set forth the purpose of the meeting and written notice thereof shall be mailed to all members at least ten days prior to the time of such meeting. No business other than that specified in the call shall be conducted.
- c. Such special meeting must be held within thirty-five days after receipt of such request by the President. If within ten days of the receipt of a request for a special meeting, the President declines, neglects, or fails to call such special meeting, it shall be the duty of the Vice-President to do so within the next ten days. Failing that, such meeting may be called by any member of the Board or by any fifteen percent of the voting members of the Congregation in good standing.

Section 3. VOTING

1. All full members in good standing shall have the right to vote on all matters coming before meetings of the Congregation.
2. All propositions and elections shall be decided by affirmative vote of the majority of those voting.
3. Amendments to the By-Laws shall require an affirmative vote of two-thirds of the members voting.
4. In cases of membership of married couples, each spouse who is a full member shall have a separate vote.
5. The Presiding Officer may cast a deciding vote in case of a tie. The Officer shall, however, have the right to forgo the exercise of this prerogative.
6. Full members may vote either in person or by written proxy

Section 4. QUORUM

1. Twenty percent of the eligible voting members present in person or by proxy shall constitute a quorum at meetings.
2. In determining eligible voting members for purpose of establishing a quorum, absent members whose addresses, as recorded on Congregational records, are outside the State of New Jersey shall not be counted.
3. In the event a quorum is not obtained, then the members present at the meeting may vote to take

prospective action provided that at least ten percent of the eligible voting members are present. Such a vote must be ratified by the rest of the Congregation by mail. Failure to receive a reply by the date specified on the ballot will result in a vote for the position taken by the majority at the meeting.

ARTICLE XI - INSPECTORS OF ELECTION

APPOINTMENT OF INSPECTORS OF ELECTION:

At any meeting at which elections are to be held or any Amendment to these By-Laws voted upon, two inspectors shall be appointed by the President if the election is contested or if 10% of the full members present in person or by proxy so request. These inspectors shall not be nominees for any office to be voted upon at that meeting. At the discretion of the President, additional inspectors may be appointed as long as they are not nominees for any office to be voted upon at that meeting.

ARTICLE XII - AMENDMENTS

PROCEDURE FOR AMENDMENTS

Amendments to these By-Laws must be in writing and may be proposed by the Board, or a minimum of ten percent of the members in good standing can propose an amendment by filing it with the Board. Such amendments may be acted on at any regular meeting of the Congregation or at any meeting called for that purpose. Copies of the proposed amendments shall be mailed to each member with the notice of that meeting at least ten days prior thereto. An affirmative vote of two-thirds of the members present who are eligible to vote shall be necessary to adopt any amendment.

ARTICLE XIII - SAVING CLAUSE

Section 1. A majority of the members of the Board shall determine any dispute as to the interpretation of any of these By-Laws.

Section 2. At any Annual or special Congregational Meeting, decisions of the Board can be overridden by a two-thirds vote of those members present and eligible to vote, subject to quorum rules.

ARTICLE XIV - DISCIPLINE

Section 1. EXPULSION AND/OR REMOVAL FROM OFFICE

A Member, Officer, or Trustee may be removed from office and/or expelled from membership in the Congregation, as the case may be, for a willful violation of the By-Laws of the Congregation or for any conduct prejudicial to the interests and welfare of the Congregation.

Section 2. PRESENTATION OF CHARGES FOR EXPULSION AND/OR REMOVAL FROM OFFICE

A Member, Officer, or Trustee shall not be removed from office and/or expelled except on written charges and specifications preferred by three members and presented to the Board. The Board, by a majority vote of those present, shall cause a copy of such charges and specifications to be served by the Recording Secretary on the accused.

Section 3. PROCEDURE FOR EXPULSION AND/OR REMOVAL FROM OFFICE

- a. In case charges shall be so proffered, then the President shall, at its first meeting after the receipt of charges and specifications, select a committee of three members to investigate the case. A member proffering such charges shall not serve on the Investigating Committee.
- b. The Investigating Committee shall examine the matter and file its report with the Board. If the Board shall find a basis for the charge(s), then there shall be hearing before the Board, upon twenty days notice by certified mail to the accused. At the hearing, the accused has the right to be present and to be permitted adequate opportunity to rebut the charges. Two-thirds of the members of the Board shall have the power to make the decision concerning expulsion and/or removal from office, subject to the right of appeal to the Congregation. The accused shall have the right to legal counsel at the hearing.

ARTICLE XV - DEFINITIONS

The following terms, whenever used in these By-Laws, shall be construed to mean:

BOARD	The Board of Trustees
EX-OFFICIO	"non-voting"
IN GOOD STANDING	Current with dues, assessments or other financial obligations to the Congregation. For purposes of this phrase, current shall mean not in arrears for six months or more. Any member whose dues are waived, or reduced and paid in the reduced amount, pursuant to Article II Section 4 above, shall be In Good Standing

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