

**CONSTITUTION**  
**CONGREGATION SHAARE ZEDEK, NEW YORK CITY**

**ARTICLE I**

The Congregation in the City of New York, heretofore known under the style and title Congregation Shaare Zedek, shall be continued under that name.

**ARTICLE II**

All property, real and personal, now belonging to the Congregation, or which may hereafter be acquired by it, by gift, purchase, devise, lease or otherwise, shall be and remain the property of this Congregation, under its exclusive control and management, unless and until disposed of by this Congregation.

**ARTICLE III**

The government of the Congregation, and the control and management of all its property, shall be vested in a Board of Trustees (the "Board"). The number of Trustees that shall constitute the Board shall be not less than six or more than eighteen. Trustees shall be elected according to the manner and form prescribed by the Acts of the Legislature of the State of New York relating to religious corporations and as specified in the Bylaws of the Congregation.

**ARTICLE IV**

The membership of this Congregation shall have the power from time to time to adopt, amend, and repeal bylaws as the membership may deem expedient for the conduct and management of the affairs, and for the good government of the Congregation.

**ARTICLE V**

An annual general meeting of the members shall be held on the first Tuesday in May or at such other time as the Board shall designate.

**ARTICLE VI**

Amendments to this Constitution may be proposed in writing by the Board or by 10% of the members in good standing as set forth in the Bylaws of the Congregation.

This Constitution may be amended, modified, or repealed, in whole or in part, by a two-thirds vote of the membership at a meeting of the Congregation provided that the written notice of such meeting has set forth (a) the text of the proposed amendment, (b) the then-current text of the provision to be amended or repealed, and (c) an explanation of such proposed amendment.

## ARTICLE VII

The Congregation is organized exclusively for charitable, religious, and educational purposes under section 501(c)(3) of the Internal Revenue Code.

## ARTICLE VIII

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE IX

Upon the dissolution of the Congregation Shaare Zedek, its assets shall be distributed for the support of the New York Jewish community for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## BYLAWS

### CONGREGATION SHAARE ZEDEK, NEW YORK CITY

Congregation Shaare Zedek is a participatory egalitarian Conservative Jewish community. We seek to enable our members to pursue and deepen their personal commitments to live fully Jewish lives through a deep communal engagement with Jewish tradition. We strive to fulfill the traditional mission of the synagogue as a place for prayer (beit tefilah), study (beit midrash), and community building (beit kneset) through a full program of worship, education, and communal activities.

#### ARTICLE I

##### Membership

1. Any Jewish person is eligible to be a member of the Congregation. Only Jewish persons eighteen years or older may count toward a quorum and vote at membership meetings, or serve as a Trustee-at-large (as defined in Article III, Paragraph 2, below) or Officer (as defined in Article IV, below).
2. The Board of Trustees (the "Board") shall establish procedures for the submission and processing of membership applications, establish membership categories, and prescribe a schedule of membership dues and other charges. Membership shall not be denied to any person otherwise eligible due to his or her inability to pay full dues. Special financial arrangements will be made upon request and need for such consideration. Such arrangements will be held in strict confidence.
3. The Board may in its discretion confer honorary membership on otherwise eligible persons, including the Rabbi and his or her spouse and children under the age of eighteen. The Rabbi and his or her spouse and children under the age of eighteen shall not otherwise be eligible for membership. Honorary members are exempt from dues and other charges. An honorary member may not count toward a quorum, vote at membership meetings, or serve as a Trustee-at-large or Officer. Honorary members are entitled to all other privileges of membership.
4. Only members who have paid dues and other charges in full, including dues that have been waived or reduced as provided in paragraph 2 of this Article, and fulfilled all other obligations of members of the Congregation, shall be considered members in good standing.
5. Members in good standing shall have the following privileges, subject to rules and regulations which may be established by the Board:
  - a. To participate in and vote at meetings of the Congregation;
  - b. To serve as Trustees-at-large or Officers or on committees;
  - c. To have seats for High Holiday services;
  - d. To celebrate the Bar/Bat Mitzvah of a child and to call on the Rabbi and other professional staff for Jewish needs and life cycle events;

- e. To enroll children in the Congregation's religious school and youth activities.
- 6. The Board may suspend or rescind membership for nonpayment of dues or other charges or for other cause.

## ARTICLE II

### Meetings of the Congregation

1. An annual meeting of the Congregation shall be held in accordance with the Constitution of the Congregation.
2. The agenda of the annual meeting shall consist of reports from the President, the Rabbi, and the Treasurer; the election of Trustees-at-large and Officers; and such other business as the Board may designate.
3. The President may call special meetings of the Congregation for any purpose. Additionally, the President shall call a special meeting if directed by the Board or requested in writing by (a) 10% or more of the members in good standing on the date of such request or (b) 30 members, whichever is fewer. Each such request shall specify the purpose of the proposed meeting.
4. The Secretary shall give written notice of the time and place of any meetings of the Congregation, annual or special, to all members of the Congregation not less than fourteen days prior to the meeting. The written notice of any special meeting shall indicate the purpose for which it is called and the person or persons calling such meeting.
5. A quorum for the transaction of business at all meetings of the Congregation shall consist of (a) 30 members in good standing or (b) 10% of all members in good standing, whichever is fewer.
6. A member present at a meeting of the Congregation shall be entitled to carry one and only one proxy. The proxy shall be written and signed by the absentee voter, and designated to a specific person. It must be submitted to the Secretary for examination and certification. Proxies may not be counted toward a quorum.

## ARTICLE III

### Board of Trustees

1. Except as otherwise specified by law, the Constitution of the Congregation, or these bylaws, the management and administration of the Congregation shall be vested in a Board of Trustees (the "Board").
2. The Board, which shall consist of not less than six and not more than eighteen members, shall

consist of the Officers (as defined in Article IV, below) and Trustees-at-large to be elected from the membership at the annual meeting of the Congregation. The number of Trustees-at-large shall be determined by the Board from time to time. Each Trustee-at-large shall serve for a term of three years. The terms of Trustees-at-large shall be staggered, such that each year the terms of office of one-third of the Trustees-at-large shall expire.

3. Any member of the Congregation who has been a member in good standing for at least one year shall be eligible to serve as a Trustee-at-large, provided, however, that not more than two members of an immediate family may be elected to serve concurrently on the Board. For the purposes of this Article, immediate family shall be defined as spouses, parents, children, children-in-law, siblings, siblings-in-law, or parents-in-law.

4. The Rabbi of the Congregation shall be an ex-officio member of the Board, without voting rights.

5. No Trustee shall receive any compensation for services performed by him or her as a Trustee. No Trustee shall be directly or indirectly financially interested in any contract made by the Congregation, nor derive any pecuniary benefit from the business of the Congregation unless the Board, upon full disclosure of the facts, and by majority vote of the disinterested Trustees, has approved such transaction. Notwithstanding the foregoing, the Rabbi shall be entitled to receive compensation for his or her services as the Rabbi of the Congregation.

6. The Board shall meet monthly at such times and places as the notice of meeting may designate. A majority of Trustees shall constitute a quorum for the transaction of business. Except where otherwise provided, all business of the Trustees shall be determined by majority vote of those present.

7. The President may call special meetings of the Board for any purpose. Additionally, the President shall call a special meeting of the Board if requested in writing by three or more members of the Board. Such request shall state the purpose of the proposed meeting.

8. The President shall give notice of the time and place of each regular or special meeting of the Board and, to the extent possible, a written agenda stating all matters upon which action is proposed to be taken at such meeting, to each Trustee by mail, facsimile, or electronic mail at least seven days before the meeting date. Notwithstanding the foregoing, any Trustee may waive notice of meeting.

9. A Trustee who misses three consecutive meetings of the Board shall automatically be removed from his or her position as Trustee. The status of such Trustee shall be placed on the agenda of the next Board meeting following such automatic removal. The Board may reinstate the Trustee by a two-thirds vote of those present at such meeting.

10. In the case of a vacancy among the Trustees, the Board shall have the power to elect a replacement to fill the vacated seat until the next annual meeting of the Congregation, at which an election shall be held to fill the seat for the remainder of the term, if any.

11. Past presidents of the Congregation who are members in good standing and not members of the Board shall be Honorary Trustees. Honorary Trustees shall have all the privileges of Trustees but may not vote in proceedings of the Board.

#### Article IV Officers

1. At the annual meeting, the Congregation shall elect a President, a Vice President for Finance, a Vice President for Membership, a Vice President for Religious Life, a Treasurer, a Secretary, and such other Officers as the board shall determine. Officers shall be elected for terms of one year.

2. The President shall preside at meetings of the Board and the Congregation; shall appoint chairpersons of committees; be an ex-officio member of all committees; and shall sign all official documents and contracts, except as expressly provided for by the Board.

3. The Vice President for Finance shall be responsible for overseeing the preparation of the Congregation's budget, the finalization of employee contracts, and the raising of funds over and above dues, pledges, and voluntary contributions.

4. The Vice President for Membership shall coordinate efforts to retain current members and to reach out to attract new members, and shall furnish the Board with the names of all persons who have become members of the Congregation.

5. The Vice President for Religious Life shall work with the Rabbi on the schedule and content of religious services, holiday observances, and life cycle events.

6. The Secretary shall keep an accurate record of all the proceedings of the Congregation and of the Board; issue all notices for meetings, tally votes for Officers and Trustees-at-large at the annual meeting of the Congregation and certify the winners of such elections, and sign such instruments or documents as may be necessary to effectuate the proper directions of the Congregation or the Board.

7. The Treasurer shall keep accurate accounts and correct records of the receipts and expenditures of the Congregation and of the accounts between the Congregation, its members, and others. These records shall be open for inspection by the Board and the Finance Committee. The Treasurer shall notify all members of their indebtedness to the Congregation; receive all monies which shall be payable to the Congregation, and cause the same to be deposited or invested in the Congregation's name as directed by the Board. The Treasurer shall render a written report of the finances of the Congregation at the annual meeting of the Congregation and at such other meetings or occasions as directed by the Congregation or the Board. This report shall be affixed to the minutes of the meeting at which it is presented.

8. In the case of the death, resignation, or incapacity of the President, the Vice President with the longest consecutive service as a Trustee shall discharge the duties of the President until the next

annual meeting of the Congregation. In the case of the death, resignation, or incapacity of any other Officer, the Board shall fill the vacancy until the next annual meeting of the Congregation.

## Article V Election of Trustees-at-Large and Officers

1. At least sixty days prior to the annual meeting of the Congregation, the Nominating Committee shall approve and forward to the Board a slate of nominees including at least one nominee for each Office and at-large seat on the Board to be filled. The Board may accept, reject, or modify the Nominating Committee report in whole or in part. At least thirty days prior to the annual meeting of the Congregation the Secretary shall notify all members of the Congregation of the Board's slate of nominees. Additional candidates for any or all Offices or at-large seats on the Board may be nominated by written petition of at least eighteen members in good standing submitted to the President not later than seven days prior to the annual meeting of the Congregation. The Secretary's notice of the Board's slate of nominees shall include clear instructions for the nomination of additional candidates. If additional candidates are nominated the Secretary shall notify all members of the Congregation of all nominees for Offices and at-large seats on the Board not later than three days prior to the annual meeting of the Congregation.

2. At the annual meeting of the Congregation the membership shall vote first for Officers and then for Trustees-at-large. The Secretary shall tally the votes and certify the election of winners. The Treasurer or another person designated by the President shall serve in place of the Secretary to tally the votes and certify the winner of the election for Secretary.

3. All Officers and Trustees-at-large shall be elected by majority vote of the membership present and voting. If there is more than one candidate for any office, a written ballot listing all nominees for such office, in alphabetical order, shall be distributed to each member present at the annual meeting. Each member may vote for one nominee for each office. In the event that no nominee receives a majority of votes cast, a run-off election shall be held between the two nominees who received the greatest number votes.

4. All nominees for Trustee at-large shall be considered as individuals and not voted upon as a slate. If there are more nominees than openings for Trustee-at-large, a written ballot listing all nominees, in alphabetical order, shall be distributed to each member present at the annual meeting. Each member may vote for up to the number of nominees equal to the number of Trustees-at-large to be elected. The appropriate number of nominees with the greatest number of votes shall be elected. In the case of a tie, a run-off election shall be held among those tied.

5. Officers and Trustees-at-large shall assume office upon the close of the annual meeting.

## Article VI Committees

1. The Board shall establish the following standing committees: a Finance Committee, a Membership Committee, a Nominating Committee, and a Religious Life Committee. The Board may also establish other standing or ad hoc committees.
2. The President shall appoint chairpersons of all committees and shall appoint in consultation with their respective chairs the members of the Religious Life, Finance, and Nominating Committees, and may appoint members to other committees. Committee members appointed by the President shall serve at the pleasure of the President. Committees other than the Religious Life, Finance, and Nominating Committees may also adopt procedures for selecting their own members, subject to the approval of the Board. Any member in good standing is eligible to serve on a Committee. At least one Officer or Trustee-at large and one member who is neither an Officer nor a Trustee-at-large shall serve on each committee unless the Board directs otherwise. Committees shall report regularly to the Board.
3. The Finance Committee shall review the financial operations of the Congregation and shall report on a regular basis to meetings of the Board. Before the end of each fiscal year it shall present to the Board a proposed budget for the upcoming fiscal year for the approval of the Board. It shall supervise efforts to raise funds and develop endowment funds for the Congregation. The Treasurer and the Vice President for Finance shall be members of the Finance Committee.
4. The Membership Committee shall oversee outreach efforts with a view toward encouraging unaffiliated Jewish persons and families to become members of the Congregation. It shall receive applications for membership, review such applications, and present them for appropriate action to the Board. The Committee shall also develop programs to welcome and integrate new members into the community of the Congregation and to encourage maintaining membership in the Congregation. The Vice President for Membership shall be a voting member of the Membership Committee.
5. The Nominating Committee is responsible for developing and selecting new leadership for the Congregation. It shall solicit interest and advice from the members of the Congregation, the Board, and the Rabbi. It shall identify and interview interested members and make recommendations to fill open positions on the Board and Offices.
6. The Religious Life Committee shall advise and assist the Rabbi in organizing and conducting religious services and other religious activities of the congregation in establishing public standards for these services and activities and concerning significant changes in congregational worship and halachic practice. The Vice President for Religious Life shall be a voting member of the Religious Life Committee. The Rabbi shall be an ex-officio member of the Religious Life Committee, without voting rights.

## Article VII

### Rabbi

1. The pulpit of the Congregation shall be occupied by an ordained rabbi. At the discretion of the Board and in consultation with the Rabbi, there may also be a Cantor, whose qualifications and



specific functions shall be as prescribed by the Board and who shall be elected by the Congregation in the same manner as the Rabbi.

2. The Rabbi shall be elected by the Congregation, and his or her employment by the Congregation shall be renewed or terminated, upon the recommendation of the Board at an annual meeting of the Congregation or at a special meeting of the Congregation called for that purpose.

3. The Board shall determine the terms of the Rabbi's employment by the Congregation.

4. The Rabbi shall enjoy freedom of the pulpit. The Rabbi shall have the responsibility of teacher and preacher of the Congregation and it is expected that the Rabbi will serve the religious, educational, spiritual, and pastoral needs of the members of the Congregation. The Rabbi, as mara d'atra, shall be the Congregation's authority on matters of Jewish law and religious practice.

#### Article VIII Auxiliary Organizations

1. The Congregation shall have such auxiliary organizations as shall be authorized by the Board.

2. The activities of all auxiliary organizations shall be conducted in such manner as will advance the best interests of the Congregation.

3. The bylaws and other regulations of all auxiliary organizations shall be consistent with the Constitution, Bylaws, and policies of the Congregation.

#### Article IX Amendment of Constitution and Bylaws

1. These Bylaws may be amended, modified, or repealed, in whole or in part, by a two-thirds vote of the membership at a meeting of the Congregation provided that the written notice of the meeting has set forth (a) the text of the proposed amendment, (b) the then-current text of the provision to be amended or repealed, and (c) an explanation of such proposed amendment.

2. Amendments to the Bylaws may be proposed by the Board or by request 10% or more of the members in good standing.