

# **Temple of Israel**

## **Constitution and By-Laws**

### **ARTICLE I - NAME AND PURPOSE**

#### **A. NAME**

This Congregation shall be known as “Temple of Israel” of Wilmington, North Carolina.

#### **B. PURPOSE**

The purpose of this Congregation shall be to worship God in accordance with the faith of Judaism; to provide for its members and their children a love and understanding of our Jewish heritage; to stimulate fellowship in the Jewish community; to support our Jewish brethren in Israel and everywhere; and to apply the ethical teachings of Judaism in our relations with society.

#### **C. PRACTICES**

This Congregation shall follow the practices of Reform Judaism and shall affiliate with the Union for Reform Judaism.

### **ARTICLE II - MEMBERSHIP**

#### **A. ELIGIBILITY**

1. Any person of the Jewish faith and any spouse or adult partner not of the Jewish faith who resides in the same household and wishes to participate in Congregational activities are eligible for membership in the Congregation.
2. Any single person of the Jewish faith or any single person not of the Jewish faith with children, if the children are being raised in the Jewish faith, is eligible for membership in the Congregation.
3. Any person who wishes to become a member of the Jewish faith is eligible for membership in the Congregation.
4. A person is of the Jewish faith if he or she (a) was born of a Jewish mother or father or has become a Jew by choice according to the teaching and tenets of Reform, Conservative, Reconstructionist or Orthodox Jewish traditions, and (b) is not an adherent of another religious faith or sect.

#### **B. ADMISSION**

1. A prospective member shall submit an application for membership to the Membership Committee.
2. Admission to membership in the Temple shall be upon recommendation of the Membership Committee and subject to the approval of the Board of Trustees.
3. A member in good standing shall:
  - a. Be current in payment of member contributions and all special assessments fixed by the Board of Trustees
  - b. Abide by the Temple By-Laws
  - c. Abide by the Code of Conduct approved by the Board of Trustees and incorporated herein by reference

### **C. UNITS OF MEMBERSHIP**

The units of membership shall be as follows:

1. An individual unit, which consists of a single adult and all dependents under the age of twenty five (25) residing in the household.
2. The family unit, which consists of a married couple or two adults residing in a single household and all dependents under the age of twenty five (25) residing in the household.
3. An associate unit, which consists of a single adult or married couple residing outside of a 100 mile radius of New Hanover County, North Carolina. An associate membership shall have no voting rights and limited eligibility and membership privileges as determined from time to time by the Board of Trustees.

### **D. VOTING**

All members in good standing shall be entitled to vote at Congregational Meetings. In the case of family units, each adult spouse/partner shall each have one vote. An individual unit membership shall have one vote. *No write in ballots will be accepted.*

Votes may be tendered as following:

- a. The member may cast their vote in person at Congregational Meetings
- b. The member may cast their vote through Proxy Vote by return mail utilizing the authorized absentee Proxy Form and pre-addressed envelope supplied by the Temple of Israel.
- c. No more than 5 proxies may be held by any one unit of membership.
- d. Proxy votes must be received by the specific date and time identified. Proxy votes received after the specified date and time identified will not be counted.

### **E. CONTRIBUTIONS AND ASSESSMENTS**

A member shall pay such contributions and assessments as shall be determined by the Board of Trustees. Exceptions may be made only upon the approval of the Temple Treasurer or the Executive Committee of the Board of Trustees.

### **F. PRIVILEGES OF MEMBERSHIP**

The privileges of membership shall be extended to all members in good standing, and shall include, but not be limited to the following:

1. To vote at all Congregational meetings, as provided herein.
2. To have their children enroll at the religious school of the Temple subject to the fees and policies of the religious school and Board of Trustees.
3. To have seats on a first come basis at all religious services for him/herself and dependents under the age of 25 residing in the household.
4. To have children Bar/Bat Mitzvah or confirmed in the Temple subject to the fees and policies of the religious school and Board of Trustees.
5. To be eligible for election as an officer or member of the Board of Trustees after being a Temple member for at least 12 months.
6. To be entitled to use the Temple Sanctuary, or affiliated rooms and buildings for Bar/Bat Mitzvah, weddings, receptions, memorial services, and similar activities, but always subject to such rules, fees and regulations as the Board of Trustees may determine.

## **G. RESIGNATION OF MEMBERSHIP**

A member may resign by giving written notice to the Board of Trustees and such resignation shall become effective upon acceptance by the Board of Trustees.

The resignation of any member shall not relieve the member of any financial obligation due to the Temple at the time of resignation.

A member may be suspended, limited in rights, or terminated by the Board of Trustees for violation of the Code of Conduct.

## **ARTICLE III - BOARD OF TRUSTEES**

### **A. THE BOARD OF TRUSTEES SHALL CONSIST OF THE FOLLOWING:**

#### 1. Elected Trustees:

- President
- Vice President
- Secretary
- Treasurer
- Chairman of the Endowment Fund
- And up to nine (9) members of the Congregation at large duly elected by the Congregation at Annual or Special Meetings. The members at large of the Board of Trustees shall serve for three (3) year terms, with one third of such members elected each year.

#### 2. Ex Officio Trustees:

- Immediate Past President
- President of the Ladies Concordia Society and President of Cape Fear Jewish Men's Association provided the President is an eligible member in good standing of the Temple.  
The respective organization's members may elect an eligible representative from the organization to serve on the Board of Trustees, if the president does not wish to or is ineligible to act in that capacity.
- The Rabbi of the Temple is a non-voting member.

#### 3. For purposes of this Article, the "Immediate Past President" shall be the person who served as President of the Temple at the completion of the previous term and shall continue as an ex officio Board member as long as his/her successor President remains in office. If the Immediate Past President is not available to serve on the Board of Trustees, then the Board seat allocated for that position shall remain vacant.

#### 4. Members of the Temple who are not of the Jewish faith may serve as members of the Board of Trustees but only persons of the Jewish faith may be elected or appointed as an officer of the Temple or serve as a member of the Executive Committee of the Board of Trustees.

### **B. EXECUTIVE COMMITTEE**

1. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and Immediate Past President.
2. The Executive Committee, by majority vote, shall be authorized, subject to subsequent approval by the Board of Trustees, to act on Temple matters which require emergency or immediate attention.

### **C. RESPONSIBILITIES OF THE BOARD OF TRUSTEES**

1. The Board of Trustees shall be empowered to govern the affairs of the Temple, which include but are not limited to, the following:
  - a. administer its revenue, assets and property
  - b. determine contributions and assessments
  - c. employ all necessary personnel and delegate their responsibilities
  - d. approve new members to the Congregation, after recommendation from the Membership Committee
  - e. determine policies
  - f. take such other action as may be deemed proper and necessary to promote the best interests of the Temple
  - g. establish and maintain a procedure of financial internal controls and cause the inspection and examination of the financial records of the Temple as it deems necessary and appropriate to safeguard the assets of the Temple
2. Every Board member must serve on a committee.
3. The Board of Trustees shall be required to balance all annual budgets at the beginning of each Fiscal Year.

The Board of Trustees shall be required to balance all annual budgets at the end of each Fiscal Year.

The Board of Trustees shall be required to insure that any deficit accrued during a Fiscal Year be retired by the end of the Fiscal Year; that any loans made to the Temple by an individual, family, bank, other financial institutions or any other source, be fully repaid by the end of the Fiscal Year; and that no deficit or loan be carried over to the next Fiscal Year budget. Likewise, any budget surplus may not be carried over the next year Fiscal Year budget. A surplus at the end of the Fiscal Year may be used to reduce debt or may be transferred to the Endowment Fund, a Restricted Fund, or other account as the Board may choose.

In the event of a financial emergency, where funds must be borrowed for the good of the Temple, for a period longer than the end of the current Fiscal Year, this By-Law may be superseded by a 75% majority vote of the Congregation at an Annual or Special Meeting. Any repayment of this extended loan shall be included in succeeding annual budgets as an expense until the loan is entirely repaid. As require above, these succeeding budgets must be in balance.

*This By-Law shall become effective on 1 July, 2019 at the start of the 2019-2020 Fiscal Year.*

### **D. MEETINGS OF THE BOARD OF TRUSTEES**

Meetings of the Board of Trustees shall be held monthly at the discretion of the President, but no less than quarterly. After due notice, special Board meetings may be held at the call of the President or at the request of a majority of the Board of Trustees. Electronic voting may be done at the discretion of the President and/or Executive Committee for emergency and not in lieu of a board meeting.

## ARTICLE IV - ANNUAL AND SPECIAL MEETINGS OF THE CONGREGATION

### **A. ANNUAL MEETING**

1. The Annual Meeting of the Congregation shall be held in the month of June, or as such other date fixed by the Board of Trustees.
2. Thirty (30%) percent of the Units of Membership in good standing attending in person or by proxy shall constitute a quorum at any Annual Meeting.
4. A majority of the votes cast at the Annual Meeting by those eligible to vote shall be required to elect the Board of Trustees and Officers of the Temple and approve any other business that has properly come before the meeting.
5. Notice of the Annual Meeting, the Meeting agenda and the slate of Officers and members of the Board of Trustees proposed by the Nominating Committee shall be posted to the website and sent by special email to the members of the Congregation at least thirty (30) days prior to the Meeting. Those congregants who so request, may receive this notice by post office mail. Any member in good standing of the Congregation may nominate an eligible Congregation member as an Officer or Board of Trustees member provided a written nomination is received by the Chairman of the Nominating Committee at least twenty (20) days prior to the Annual Meeting and includes the written consent of the nominee(s) to such nomination. The Nominating Committee shall then post the expanded slate of Officers and/or members of the Board of Trustees to the Congregation, on the website and by special email at least fifteen (15) days prior to the Annual Meeting. Those congregants who so request may receive this notice by post office email. There will be no other changes to the meeting postings within fifteen (15) days of the meeting.
6. For an item to be placed on the agenda of the Annual Meeting, a Congregation member must provide the President of the Temple with written notice of the agenda item at least twenty (20) days prior to the Annual Meeting. The additional agenda item will be included in any final postings at least fifteen (15) days prior to the meeting.
7. The order of business of the Annual Meeting shall be:
  - a. Approval of the minutes of the previous Annual Meeting
  - b. Officers' Report
  - c. Rabbi's Report
  - d. Finance Report
    - i. Treasurer's Report
    - ii. Endowment Fund Report
  - e. Reports of Standing Committees
  - f. Ladies Concordia Report
  - g. Men's Association Report
  - h. All other Committee Reports
  - i. Old Business
  - j. Election of Officers and Trustees
  - k. New Business – Agenda items properly submitted to the President under Article IV.A.5, or... motions which the President recognizes at his/her discretion.
7. All reports required for the Annual Meeting shall be submitted in writing.

## **B. SPECIAL MEETINGS**

1. A Special Meeting of the Congregation shall be called by the Board of Trustees upon the request of a majority of the Board of Trustees or by written petition, specifying the purpose of the meeting, to the Board of Trustees by members of the Congregation who signed the petition and who constitute a majority of the Units of Membership in good standing. A notice of such Special meeting shall be mailed to Congregation members at least fifteen (15) days prior to the meeting. The notice shall set forth the date, time and place of the meeting, the purpose of the meeting and contain an agenda for the meeting. No other business may be transacted at the Special Meeting.
2. Thirty (30%) percent of the Units of Membership in good standing, attending in person or by proxy, shall constitute a quorum at any Special Meeting
  - a. The member may cast their vote in person at the Special Meeting
  - b. The member may cast their vote through Proxy Vote by return mail utilizing the authorized absentee Proxy Form and pre-addressed envelope supplied by the Temple of Israel.
  - c. No more than 5 proxies may be held by any one unit of membership.
  - d. Proxy votes must be received by the specific date and time identified. Proxy votes received after the specified date and time identified will not be counted.
3. A majority of votes cast at a Special Meeting by those members eligible to vote shall be required to approve any action or business that has properly come before the Special Meeting.

## **ARTICLE V - OFFICERS**

### **A. THE OFFICERS OF THE CONGREGATION SHALL CONSIST OF THE FOLLOWING:**

1. President
2. Vice President
3. Treasurer
4. Secretary

### **B. TERMS OF OFFICE & RESPONSIBILITIES**

1. The President and Vice President shall be elected for a term of one (1) year with a three (3) year limitation on consecutive terms served.
2. The Treasurer and Secretary shall be elected for a term of one (1) year without limitations on the number of terms they may serve.
3. The new Officers and Board of Trustees shall assume their office immediately following their election.

### **C. DUTIES OF PRESIDENT**

1. The President shall preside at all meetings of the Congregation and the Board of Trustees. The President shall appoint all committees and designate the Chairman thereof; sign all instruments or documents to be executed for and on behalf of the Congregation; enforce the By-Laws of the Congregation; deliver an annual report on the condition of the Temple at the Annual Meeting; sign all checks in the absence of the Treasurer; and perform all other duties incident to the office. The

- President shall also appoint, with approval of the Board of Trustees, temporary officers and Board members upon the resignation of any officer or Board member to serve until the next Annual Meeting. The President shall be an ex-officio member of all committees. The President shall have discretionary spending authority in an amount deemed appropriate by the Board of Trustees as determined on an annual basis.
2. Not later than October of each year, the President and the Executive Committee shall appoint a Nominating Committee of three members of the Board and two (2) at large members of the Congregation in good standing to present to the Congregation at the Annual Meeting a slate of Officers, Trustees and the Chairman of the Endowment Fund.

#### **D. DUTIES OF THE VICE PRESIDENT**

In absence or disability of the President, the Vice President shall assume all of the duties and responsibilities of the President.

#### **E. DUTIES OF THE TREASURER**

The Treasurer shall keep accurate accounts between the Congregation and its members; prepare and mail bills for contributions and other charges and keep records of their collection; be custodian of all operating funds of the Congregation, deposit all monies in those depositories designated by the Board of Trustees and sign all checks issued by the Temple; review and pay all reasonable, customary and appropriate expenses incurred by the Temple; prepare regular financial reports as requested by the Board of Trustees and prepare an annual financial report and budget for submission to the Board of Trustees and Congregation; and perform such other duties as the office may require.

#### **F. DUTIES OF THE SECRETARY**

The Secretary shall take and prepare minutes of all meetings of the Board of Trustees and the Congregation and shall affix the seal to all instruments and other documents authorized by the Board of Trustees; prepare all necessary correspondence as directed by the President for the conduct of the Congregation's business; and perform such other duties as the office may require.

#### **G. VACANCY OF PRESIDENT AND VICE PRESIDENT**

If both the President and Vice President have resigned or are unable to serve, then the Board of Trustees shall appoint an eligible Temple member or Board of Trustees member to serve as such officer(s), on an interim basis, until the next Annual Meeting of the Congregation.

### **ARTICLE VI - RABBI**

#### **A. SELECTION OF THE RABBI**

The Rabbi shall be selected by the Board of Trustees, with the approval of the Congregation at an Annual or Special Meeting, upon such terms and conditions as the Board may determine, including without limitation, fixing the Rabbi's salary and other benefits.

## **B. DUTIES OF THE RABBI**

1. The Rabbi and spouse shall be ex-officio, non-voting members of the Congregation.
2. The Rabbi shall be the spiritual and religious leader of the Congregation and shall perform all religious, spiritual and community duties and responsibilities incumbent upon and in accordance with the position of Rabbi. The Rabbi shall enjoy the freedom of the pulpit and shall officiate at all religious functions for members of the Congregation and their families and for others who request the Rabbi's services.
3. The Rabbi shall be an ex officio, non-voting member of the Board of Trustees.

## **C. TERMINATION OR NONRENEWAL OF RABBI'S CONTRACT**

1. The Rabbi's contract may be terminated for cause by the Board of Trustees without the approval of the Congregation. For purposes of this Article the term "for cause" shall mean any material act of unethical conduct or any act of moral turpitude.
2. The Rabbi's contract may be terminated other than for cause or not renewed at the expiration of its term by the Board of Trustees with the approval of the Congregation at an Annual or Special Congregational Meeting.
3. Any termination or non renewal of the Rabbi's contract shall be consistent with the terms of any written agreement the Temple has with the Rabbi.

## **ARTICLE VII - COMMITTEES**

- A.** The President, with the Board's approval, may appoint such standing and ad hoc committees as he or she deems appropriate to perform such tasks and to serve for such periods as the Board may designate by resolution.
- B.** Standing Committees shall include without limitation the following:
  1. Executive Committee
  2. Ritual Practices Committee
  3. Finance Committee
  4. Religious Education Committee
  5. Long Range Planning Committee
  6. Social Committee
  7. Cemetery Committee
  8. Membership Committee
  9. Building and Grounds Committee
  10. Fundraising Committee
  11. Endowment Committee
  12. Safety and Security Committee
  13. Historic Preservation/Beautification Committee
  14. Social Action Committee
  15. Adult Education
- C.** Members of the Ritual Practice Committee and Cemetery Committee must be persons of the Jewish faith.



## **ARTICLE VIII - AUXILIARY ORGANIZATIONS**

Auxiliary organizations of the Temple in existence at the time of the adoption of the Constitution and By-Laws, and those thereafter formed, shall be subject to the supervision and policies of the Board of Trustees.

## **ARTICLE IX - ENDOWMENT FUND**

- A.** An Endowment Fund shall be maintained to ensure the perpetuation of Temple of Israel, in accordance with the wishes of the Congregation.
- B.** The Endowment Fund shall be managed for prudent investment purposes by the Endowment Fund Committee, whose Chairman shall be elected at the Annual Meeting when the Officers and other Trustees are elected. The Vice Chairman and other members of the Committee shall be selected jointly by the Chairman and the President of the Temple, subject to approval of the Board of Trustees.
- C.** All bequests and gifts in excess of \$500 to the Temple, not specifically designated for other purposes by the donor, shall be added to the Endowment Fund.
- D.** No more than five percent (5%) of the prior fiscal year end value of the total Endowment Fund may be withdrawn by the Board of Trustees in any fiscal year for any purpose, unless such withdrawal has been approved by the Members of the Congregation at an Annual Meeting or a Special Congregational Meeting for that purpose.
- E.** The Endowment Fund Committee shall meet at least quarterly and shall provide monthly financial reports to the Board of Trustees.

## **ARTICLE X - AMENDMENTS**

- A.** All proposed amendments to the Constitution and By-Laws must first be presented in writing to the Board of Trustees, and if approved by the Board of Trustees, then posted to the website and sent by special email at least twenty (20) days prior to the Annual Meeting, or at least ten (10) days prior to a Special Meeting. Those congregants who so request may receive this notice by post office mail.
- B.** If any proposed amendment(s) to the Constitution and By-laws is not approved by the Board of Trustees under paragraph A above, then such amendment(s) may be presented for approval to the Temple membership at a Special Meeting held in accordance with the provisions of Article IV B of the By-laws.
- C.** Approval of two-thirds of the eligible members present at an Annual or Special Meeting shall be required to adopt any such amendments to the Constitution and By-Laws.

- D. Any amendment seeking to change the practice by the Congregation of Reform Judaism shall require approval of three-fourths of the eligible members present at an Annual or Special Meeting.

#### **ARTICLE XI - PURCHASE OR SALE OF REAL ESTATE**

- A. The purchase or sale of real estate by or for the Temple shall first be approved by the Board of Trustees and then be posted to the website and sent by special email at least twenty (20) days prior to an Annual Meeting or at least ten (10) days prior to a Special Meeting. Those congregants who so request may receive this notice by post office mail.
- B. Approval of two-thirds of the eligible members present at an Annual or Special Meeting shall be required to purchase or sell any real estate by or for the Temple.

#### **ARTICLE XII - RULES OF ORDER**

Rules of procedure at all Board of Trustees and Temple Congregational meetings shall be determined by “Roberts Rules of Order.