

CONSTITUTION
TEMPLE SHOLOM OF NEW MILFORD
Revised January 17, 2015

Article I Name

The name of this Congregation shall be Temple Sholom of New Milford.

Article II Mission

To further the vitality and relevance of Jewish faith and practice in greater New Milford and to strengthen the bonds of friendship and fellowship among all who uphold the principles of righteousness and justice in society at large.

We propose to fulfill our mission by maintaining a Jewish house of worship; providing such educational, religious, social and recreational activities as will help further the cause of Judaism; stimulating fellowship in the Jewish community; and, strengthening the bonds of loyalty with the Jewish people everywhere.

Article III Policy

This Congregation shall be affiliated with the Union for Reform Judaism. However, the Congregation reserves the right, as in all other matters listed herein, to change by constitutional amendment, this affiliation. The study of Judaism in all its phases, ideologies, history, customs, and practices shall be encouraged. No particular branch or religious denomination shall predominate, but the right of the Congregation and the individual to seek religious expression in accordance with the dictates of his/her conscience shall be preserved.

Article IV Membership

Section 1

Any person of the Jewish faith, or professing the Jewish faith, eighteen years of age or over, who wishes to associate with the Jewish faith or people may be elected to membership in good standing on the approval of his/her pledge of responsibility and application by the Board of Trustees. Retention of membership in good standing requires an annual and timely renewal of the member's pledge of responsibility and freedom from any behavior that would disgrace the Congregation or the Jewish faith and peoplehood.

Section 2

The unit of membership shall be the household, irrespective of number. However, children of the household over the age of eighteen or extended members of that household who are self-supporting are not considered members as part of that household. The immediate adult members of the household, excluding dependents, shall each be entitled to a vote at Congregational meetings.

Article V Meetings and Elections

Section 1

The Annual Meeting of the Congregation shall be held at such time in the month of June of each year as the Board of Trustees shall select. In addition to said Annual Meeting, the Congregation shall meet at such times as the members shall desire for the purpose of acting upon the recommendations of the Board of Trustees, and of the various committees, and to perform such other business as shall properly come before said meetings. Written notice of the Annual Meeting shall be received by all members, from the Secretary, at least fourteen days prior to the meeting; this notice shall include, in an election year, the slate of Officers and Trustees as presented by the Board Development Committee. For such Annual Meeting other nominations for all officers and trustees shall be considered by petition turned into the Secretary no later

than ten days prior to such meeting and endorsed by signature of 15% of current members in good standing. The Congregation will be notified of any additional candidates so petitioned by regular or electronic mail prior to the Annual Meeting.

At the Annual Meeting, Officers and Committee Chairpersons shall present and submit in writing copies of their annual reports.

Section 2

The Board Development Committee shall present a slate of candidates for Officers and Trustees to the Secretary not less than thirty days prior to the date of the Annual Meeting. Said Committee shall consist of five members in good standing, at least two of whom shall be members of the Board of Trustees.

Section 3

In the election of Officers and Trustees and in matters pertaining to the adoption of amending the Constitution, voting by absentee ballot shall be permitted to members in good standing who, for good reason, cannot be in attendance. The procedures governing said voting shall be prescribed by the Board of Trustees.

Section 4

Special meetings of the Congregation may be called by the President upon fourteen days written notice to the Congregation. Said notice will stipulate all business to come before such special meeting.

Section 5

Special meetings of the Congregation may be called upon petition of 15% of the membership in good standing of the Congregation; said petition must stipulate all business that would come before such special meeting. The Secretary, after verification of said petition, shall notify the Congregation of the meeting providing

fourteen days written notice to the Congregation. Such notice will stipulate all business to come before such special meeting.

Section 6

In order for business to be conducted at any Congregational Meeting, 10% of the members in good standing must be present in person or virtually. Only such business as listed in the mailed agenda may come before, or be acted upon, at any Congregational Meeting.

A simple majority vote of those present shall be required to approve business.

All meetings of the Congregation, its Trustees and Committees, shall be guided by Robert's Rules of Order.

Article VI Officers and their Duties

Section 1

The Officers shall be:

President

1st Vice President

2nd Vice President

Treasurer

Secretary

Section 2

The Officers shall be elected at the Annual Meeting.

Effective with Officers elected for terms beginning July 1, 2015, they shall serve a term of two years, but no more than four years consecutively in the same position.

Their terms of office shall commence on the first day of the fiscal year following election.

Section 3 President, Duties of

- Preside as Chair at all Congregation and Board meetings
- Appoint all committees
- Appoint the chairpersons of all committees unless otherwise provided in the Constitution
- Serve as ex-officio member of all committees except the Nominating Committee
- Call the Annual and special meetings
- Perform such other duties as are incident to the office
- Establish task forces with the consent of the Board
 - Such task forces shall be sun-setted at the completion of the task, but may not continue in their task for more than one year without the approval of the Board.

Section 4 Vice-Presidents I and II, Duties of

- Perform such duties as may be assigned by the President, including coordination of and reporting by specified committees
- Automatically succeed to the office of the President in case of vacancy and shall act for the President in case of his/her absence or disability, with Trustees designating the order of succession

Section 5 Treasurer, Duties of

- Assume custody of all funds of the Congregation
- Disburse funds on behalf of the Congregation as authorized by the Trustees and cosigned by one other Officer designated by the Board if the amount exceeds that designated by the Board from time to time.
- Present a financial report at all meetings of the Board and of the Congregation
- Chair committees dealing with budget, finance, and investment

Section 6 Secretary, Duties of

- Keep accurate and complete minutes of the meetings of the Congregation, the Board, and the Executive Committee
- Serve as the liaison between the Board and Executive Committee and the Trustees who have excused absences
- Maintain the manual of Board-approved policies
- Send out notices of all meetings
- Keep the membership updated on all decisions via the temple bulletin as well as via other instruments decided upon from time to time
- Perform such other duties as are incident to the office according to applicable law or as duly specified by the Board, which may delegate some of the responsibilities to the Temple Administrator under the supervision of the Secretary

Article VII Board of Trustees

Section 1

The Board of Trustees shall consist of the Officers together with seven other Trustees to be elected by the Congregation at an Annual Meeting, as hereafter provided, and such additional and ex-officio trustees as are, or may be, provided for by this Constitution. Each Trustee must be a member in good standing of the Congregation.

Section 2

Trustees elected by the Congregation shall hold office for a period of three years.

Effective with Trustees elected for terms beginning July 1, 2015, terms of service shall be limited to no more than six years consecutively.

Section 3

The immediate past President of the Congregation shall be an ex-officio member of

the Board of Trustees with the right to vote.

Section 4

The presidents of authorized affiliated organizations of the Congregation or their designated representatives shall serve as ex-officio members of the Board of Trustees with the right to vote.

Section 5

The Board of Trustees shall meet at least once a month. A special meeting of the Board of Trustees may be held at any time upon the call of the President. The President shall call a special meeting of the Board of Trustees upon receiving written request signed by at least four members of the Board of Trustees. Said request will state the purpose of such meetings.

Section 6

Seven voting members present either in person or virtually shall constitute a quorum for the enactment of business of the Board of Trustees.

Section 7

The Board of Trustees shall fill all vacancies occurring on said Board among the officers within sixty days. Said appointments shall expire at the next Annual Meeting of the Congregation.

Section 8

The office of any Trustee absent, without good cause, for three successive meetings of the Board of Trustees may be declared vacant by the Board.

Section 9

Any Trustee or Officer may be removed from office for good cause by a two-thirds vote of the members of the Congregation present at a special meeting to be called by the

Board of Trustees for the purpose of acting upon this cause of action. Notice of such action shall be served on the Officer or Trustee and the Officer or Trustee shall be given the opportunity to be heard by the Board of Trustees prior to such special meeting of the Congregation.

Section 10 Trustees, Duties of

- Keep informed of committee activities and relevant developments in greater New Milford that might impact the Congregation
- Ensure transparency
- Delegate authority
- Establish policies and priorities
- Uphold fiduciary responsibilities
- Approve budget and committee allocations
- Exemplify ethical behavior
- Serve as ambassadors of the Congregation to its members and beyond
- Award and terminate contracts
- Clarify and uphold governance expectations
- Support the URJ and Reform affiliates worldwide
- Cooperate with other Jewish and non-Jewish institutions that share our mission
- Eschew apparent and perceived conflicts of interest
- Fulfill their financial pledges on time
- Attend all official meetings unless otherwise excused
- Engage members by:
 - Fostering opportunities for members and prospective members to share common purpose, enthusiasm, and drive in concert with the Congregation's mission
 - Setting the criteria for and providing funding for engagement, experimental or routine, either initiated by the Board or initiated by current or prospective members
 - Embracing the hypothesis of "relational Judaism"

- Intrigue potential members

Section 11 Trustees, Expectations by

- Timely commencement and adjournment of meetings
- Respect and encouragement of their talents
- Implementation of leadership development workshops annually
- Removal from leadership of elected or appointed persons who fail to fulfill their terms of reference
- Regular and timely communications from Officers and committee chairpersons with respect to agendas, decisions, and follow-through
- No in-kind or monetary compensation for their service
- Gratitude for their service
- Coverage by a fidelity bond, the cost of which shall be borne by the Congregation

Article VIII Clergy

Section 1

The election of any clergy person shall take place at either the Annual Meeting of the Congregation or at a special meeting of the Congregation called for that purpose. Two-thirds of all members present at such meeting shall be requisite to constitute such an election of a Rabbi, Assistant or Associate Rabbi and/or Cantor.

Section 2

The Board of Trustees shall recommend to the Congregation for approval the nomination of a clergy person along with their recommendations as to the terms and conditions of employment.

Section 3

The clergy person may attend all meetings of the Board of Trustees and of the Congregation except those meetings or portions of meetings at which special

circumstances yield a request for the clergy person's absence. The clergy person shall be an ex-officio non-voting member of all committees.

Section 4

The Assistant or Associate Rabbi and/or Cantor shall perform such duties as may be delegated to him/her by the Rabbi or the Board of Trustees, or both, and, in the absence of the Rabbi, shall act in place of the Rabbi.

Section 5

The Rabbi shall be the chief spiritual leader of the Congregation and shall perform such duties and take such action as is usual to persons holding that office.

Section 6

The Rabbi shall be responsible for the religious education and practice of the Congregation. The Rabbi shall, toward that end, collaborate with the appropriate committees.

Section 7

The Rabbi shall make a report to the Board of Trustees at each of its regular meetings.

Section 8

The guidelines of the Central Conference of American Rabbis shall govern the relationship between clergy colleagues, including a rabbi emeritus.

Article IX Committees, Standing and Ad Hoc (or Task Forces)

Section 1 Terms of Reference

Apart from the provisions of this Constitution, the Board of Trustees shall ensure that each committee is provided with its Terms of Reference upon its formation.

Terms of Reference specify a committee's:

- a. Name. Ad hoc committees or task forces should have a "sunset" date, after which their terms of reference can be renewed or not.
 - i. Terms of reference can be modified at any time at the discretion of the Board in consultation with the Committee Chair.
 - ii. Ad hoc committees or task forces may be designated by a Standing Committee Chairperson, or by the President, or by the Board. Such committee shall be answerable to its designator.
- b. Chairperson.
 - i. The chairperson need not be an expert in matters of the purview of the committee, but should be someone capable of team building, motivating, and keeping the committee on task.
 - ii. The chair or two co-chairs shall set the agenda, convene meetings, and provide written reports to the Secretary for inclusion in the notification of the upcoming meeting of the Board of Trustees.
 - iii. The President shall appoint all chairpersons; notwithstanding, the President may allow ad hoc committees or task forces to choose their own chairpersons.
- c. Purpose
- d. Duties
- e. Composition, e.g., number, diversity. Whereas the chairperson serves at the pleasure of the President of the Board, populating the committee is the task of the chairperson, albeit requiring the advice and consent of the President.
- f. Authority, e.g.,
 - i. "*Active Advisor*," viz., Look into the matter, let us know what the alternatives are, including the advantages and disadvantages of each, and make recommendations for our action.
 - ii. "*Limited Advisor*," viz., Look into the matter, give us all the facts, then we'll decide what to do.

- iii. *“Limited Agent,” viz.*, Look into the matter, decide on the best course of action, inform us of what you intend to do, then go ahead and do it unless we tell you not to.
- iv. *“Active Agent,” viz.*, Look into the matter, decide on the best course of action, take that action, and report back to us on what you did.
- g. Reporting expectations, e.g., to whom and when.
- h. Support needs, e.g., staff, budget, research, inventory

Section 2

All committees, with the exception of the Board Development Committee, are committees of the Board of Trustees and are subject to the action of the Board as it sees fit.

Section 3

Standing Committees may be dissolved by resolution of the Board of Trustees, without which they shall continue to function as determined by their Terms of Reference. Unless otherwise specified, terms of office for committee members, including the chairperson, shall be one year, renewable.

Section 4 Standing Committees

Executive

a. Purpose

To facilitate and set the agenda for Board responsibilities

b. Duties

- Recommend to the Board adoption or modification of policies and contracts
- Supervise and coordinate committee actions
- Act on behalf of the Board when urgencies make full Board consultation impracticable

- Plan annual retreats and leadership development, which includes evaluating prospective leaders and recruiting and orienting them
- Coordinate board and rabbinic roles, including mutual review and support
- Negotiate contracts
- Assume all the functions of a finance committee, at which time the chairmanship shall devolve to the Treasurer
- Review and complete budget proposals for Board approval
- Review all investments and recommend to the Board investments, fiscal affairs, and financial transactions
- Recommend to the Board ways and means to liquidate the obligations of the Congregation
- Recommend to the Board all dues and assessment policies and levels
- Approve all fundraising proposals and their ad hoc budgets

c. Budget

- Prepare its own budget by April 15 of each year
- Vet, coordinate, and reconcile all other committee budgets to prepare a holistic budget for the Trustees by May 1 of each year
- Limit expenditures to those authorized by the Board in its annual budget
- Submit requests for budget variance to the Board of Trustees for approval

d. Authority

Limited Advisor, *viz.*, Look into the matter, give us all the facts, then we'll decide what to do

Administration

a. Purpose

To sustain the Congregation financially, to ensure the smooth and relevant sharing of information, and to maintain and upgrade the facilities

b. Duties

Sustainability

- Establish methods for and oversee collection of all revenues

- Maintain transparency and accountability of all financial transactions
- Adopt and improve upon related administrative procedures

Communication

- Establish and oversee engaging and contemporary communication with members and potential supporters with special focus on
 - Voice mail
 - Website
 - Social networking
 - Electronic bulletin
 - Signage

Maintenance and Upgrading of Facilities and Office Equipment

- Prioritize and establish annual maintenance schedule, including repair, replacement, and upgrades with a view to the structural needs of the Temple 5 years hence

c. Budget

- Submit budget to the Executive Committee by April 15 of each year
- Limit expenditures to those authorized by the Board in its annual budget
- Submit requests for budget variance to the Board of Trustees for approval

d. Authority

Active Agent, *viz.*, Look into the matter, decide on the best course of action, take that action, and report back to us on what you did

Lifelong Learning

a. Purpose

To provide relevant and engaging learning opportunities for all members of the Temple, which might also appeal to non-members as the occasion may warrant

b. Duties

- Establish age-appropriate opportunities, goals, curricula, educational policies, and measurable evaluative criteria, including youth group activities

- Wherever possible, coordinate diverse age appropriate opportunities
- Capitalize on relevant opportunities beyond the Temple proper, including retreats, cultural events, travel, camping, off-campus workshops and training
- Collaborate with other Jewishly oriented institutions to expand social networking
- Vis-a-vis the Director of Lifelong Learning recommend contracting of to Board
- Assign responsibilities to
- Supervise activities of or devolve that responsibility to the Rabbi

c. Budget

- Submit budget to the Executive Committee by April 15 of each year
- Limit expenditures to those authorized by the Board in its annual budget
- Submit requests for budget variance to the Board of Trustees for approval

d. Authority

Active Agent, *viz.*, Look into the matter, decide on the best course of action, take that action, and report back to us on what you did

Celebrations

a. Purpose

To honor and enrich significant moments in the Jewish calendar and in the family life of our members

b. Duties

- Encourage diversity of spiritual expression and observance
- Provide advice and consent with regard to rabbinic initiatives with regard to ritual observances and practices
- Support freedom of the pulpit
- Foster opportunities for interfaith collaboration

c. Budget

- Submit budget to the Executive Committee by April 15 of each year

- Limit expenditures to those authorized by the Board in its annual budget
- Submit requests for budget variance to the Board of Trustees for approval

d. Authority

Active Agent, *viz.*, Look into the matter, decide on the best course of action, take that action, and report back to us on what you did

Board Development

a. Purpose

To strengthen the Board and its various committees as a unified, focused, cooperative, devoted, and knowledgeable leadership cadre

b. Duties

- Study the current composition of the Board of Trustees to determine current skills and experience; Identify skills and experience needed on the board
- Recruit members to serve as members of the Board and develop a slate of Officers and Trustees for consideration by the membership at the Annual Meeting in accordance with selection/election procedures outlined in the Constitution
- Review annually the procedures for Board recruitment
- Develop an orientation and training plan for new Officers and Trustees and assist in the planning of the Annual Board Retreat
- Assist the Executive Committee in an annual board self-evaluation
- Annually submit objectives as part of the planning and budgeting process
- Annually evaluate its work as a committee and the objectives to which it has committed itself and report on same to the Board
- Report to the Board at regular meetings of the Board in a manner determined by the Board

c. Budget

- Submit budget to the Executive Committee by April 15 of each year
- Limit expenditures to those authorized by the Board in its annual budget

- Submit requests for budget variance to the Board of Trustees for approval

d. Authority

Active Advisor, *viz.*, Look into the matter, let us know what the alternatives are, including the advantages and disadvantages of each, and make recommendations for our action

Cemetery

a. Purpose

To maintain an attractive Jewish burial ground for Temple Sholom members and their next of kin as well as all Jews whose family seeks burial for them in New Milford

b. Duties

- Control its cemetery, including:
 - Usage policies
 - Improvements
 - Care
 - Maintenance
 - Purchases, acquisitions, and de-acquisitions
- Arrange burials in coordination with its cemetery and the Rabbi
- Keep records of accounts separate from the Congregational financials
- Determine indigency and grant waivers for indigent burials
- Favor Congregational members in pricing policies

c. Budget

- Submit budget to the Executive Committee by April 15 of each year
- Limit expenditures to those authorized by the Board in its annual budget
- Submit requests for budget variance to the Board of Trustees for approval

d. Authority

Active Agent, *viz.*, Look into the matter, decide on the best course of action, take that action, and report back to us on what you did

Article X Membership Responsibility

For the purpose of securing the financial vitality of the Congregation, the Board of Trustees shall determine and promulgate generosity guidelines for all members and prospective members. Notwithstanding, no person shall be denied membership because of inability to financially support the Congregation.

Article XI Adoption and Amendments

Section 1

This Constitution, upon adoption by two-thirds vote of the members entitled to vote at a duly convened meeting of the Congregation shall supersede and replace any and all previous Constitutions of Temple Sholom of New Milford.

Section 2

This Constitution may be amended at any Annual Meeting or a special meeting called for that purpose when such amendment is passed by two-thirds of those entitled to vote at a duly convened meeting of the Congregation. Such a proposed amendment shall be included in notice of all such meetings.

Article XII Indemnification

Section 1

The Congregation shall indemnify any person who is, or who is threatened to be made, a party to any legal proceeding, because he or she was a Trustee, Director, Officer, employee, Professional Staff Member, Rabbi, Cantor, or agent of the Congregation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement (if approved by the Board of Trustees in advance) actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she reasonably believed that he/she was acting in or was not opposed to the best interests of the Congregation and with respect to any criminal action or

proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in a manner that he/she reasonably believed that he/she was acting in or was not opposed to the best interests of the Congregation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2

Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the Congregation only as authorized in the specific case, upon the determination that indemnification of the person is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made: (1) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding; or, if no quorum can be reached, (2) by the affirmative vote of a majority of the Members of the Congregation, excluding those who are parties to the action, at a duly constituted meeting.

Section 3

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Congregation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking (with sufficient security, if required) by or on behalf of the indemnified person to repay such if it shall ultimately be determined that he/she is not entitled to be indemnified by the Congregation as authorized in this bylaw provision.

Section 4

If it is fiscally reasonable to do so, the Congregation shall attempt to purchase and maintain insurance on behalf of the Congregation and any person who is indemnified by Section 1.

Article XIII Dissolution or Merger

In the event of the dissolution or merger of the Congregation, no Officer, Trustee, clergy member, professional staff member, director, employee, agent, or representative of the Congregation shall be entitled to any distribution or division of its remaining property, assets, or proceeds. The balance of all money and other assets or property owned, held, or received by the Congregation from any source, after the payment of all debts and obligation of the Congregation, shall be used exclusively for exempt purposes within the intention and purpose of the Internal Revenue Code as it now exists or may be amended from time to time, or it shall be distributed to an organization or organizations exempt under said section of the Internal Revenue Code. Moreover, any such use or distribution of the money or property of the Congregation shall, to the extent possible, be in accord with the Congregation's purpose as set forth above, and, to the extent possible, shall promote similar or related purposes.