

THE EMANUEL SYNAGOGUE
CONSTITUTION

ARTICLE I
NAME

The name of this Corporation shall be THE EMANUEL SYNAGOGUE (which shall hereinafter be referred to as either the "Synagogue" or the "Congregation").

ARTICLE II
PURPOSE

The purpose of this Congregation shall be to provide and maintain a Synagogue, religious school, cemetery, and to carry on such other educational social, religious and fund-raising activities as are appropriate for a congregation practicing Conservative Judaism.

ARTICLE III
FUNDAMENTAL PRINCIPLES

Section 1 - Observance. The Synagogue shall observe Conservative Judaism in accordance with the principles of the United Synagogue of Conservative Judaism.

Section 2 - Interpretation of Jewish Law. The Congregation shall look to its Rabbi, by virtue of the Rabbi's appointment as spiritual leader of the Congregation, as its authority on all matters of Jewish law and practice and as the interpreter to the Congregation of the decisions rendered and principles established by the Committee on Jewish Law and Standards of the Rabbinical Assembly. In the event a difference exists between the Rabbi and the Congregation or if the Rabbi wishes further guidance on interpretation of religious law and practice, the Rabbi shall submit the matter to the Committee on Jewish Law and Standards of the Rabbinical Assembly whose decision shall be binding unless two-thirds (2/3) of the members of the Congregation present at a meeting called for such a purpose vote otherwise.

ARTICLE IV
MEMBERSHIP

Section 1 - Eligibility. Any person of the Jewish faith shall be eligible for membership in this Congregation. Membership shall be deemed to include the person's spouse (spousal member), if he or she is of the Jewish faith, and all members' children of the Jewish faith under an age to be determined from time to time by the Board of Trustees.

Section 2 - Classes of Membership. There shall be classes of membership as follows:

- a. Regular;
- b. Other classes as established by the Board of Trustees.

Section 3 - Approval of Members. The affirmative vote of three-fourths (3/4) of the members of the Board of Trustees, present at its regular meeting, shall be required for the admission of a member to the Congregation.

Section 4 - Removal from Membership. Subject to the procedure set forth below in Section 6 of this Article, a member may be removed by the affirmative vote of three-fourths (3/4) of the members of the Board of Trustees, present at its regular meeting, for failure to fulfill obligations to the Synagogue, including, but not limited to, the payment of dues, capital improvement reserve or security funds, building maintenance fund or any other pledge.

Section 5 - Resignation. Resignation from membership shall be submitted in writing, which includes email communications by or on behalf of the member, or by personally notifying the Executive Director or other Synagogue Officer. The Executive Director shall send via first-class mail, postage prepaid, an acknowledgment of the resignation to the member and shall then also forward the member's resignation to the Board of Trustees for acceptance.

Section 6 - Procedure for Removal. The procedure for removing a member of the Congregation from the membership of the Congregation shall be as follows:

a. If a member is not in good standing (as such term is defined in this Constitution), the Executive Director shall send, via first-class mail, postage prepaid, a notice of arrears to such member at the address shown in the Congregation's current record of members requesting that such member respond within ten (10) days of the date of the notice.

b. If the member receiving the notice of arrears fails to respond to the request set forth in the notice of arrears within ten (10) days of the date of such notice, the Executive Director shall send, via certified mail, return receipt requested, a warning notice to such member at the address shown in the Congregation's current record of members, which warning notice shall contain a statement advising the member that unless such member responds to the warning notice, in writing (unless the Executive Director, in his or her sole discretion, waives the requirement of a writing), within thirty (30) days of the date of the warning notice, such member's name shall be presented to the Board of Trustees for the purpose of removing such member from the Congregation.

c. If the member receiving the warning notice fails to respond to the warning notice within thirty (30) days of the date of such warning notice, the Executive Director shall present such member's name to the Board at its next regularly scheduled meeting for action. Upon the affirmative vote of three-fourths (3/4) of the members of the Board, present at its regular meeting, to remove a member, such member shall forfeit all membership rights and privileges and be removed as a member of the Congregation. Within three (3) days of the Board's vote to remove a member, the Executive Director shall send a letter, via first-class mail, postage prepaid, to such former member informing such member of the Board's decision.

ARTICLE V
RIGHTS OF MEMBERS

Section 1 - Regular Members. Every regular member of the Congregation in "good standing" shall have the following rights:

- a. To attend worship with his or her family at all services conducted at the Synagogue;
- b. To vote at all annual and special meetings of the Congregation;
- c. To have his or her children educated in the Synagogue's religious school;
- d. To use the Synagogue upon such terms and conditions as shall from time to time be established by the Board of Trustees;
- e. To purchase a plot in the Congregation's cemetery in accordance with the rules that may from time to time be established; and
- f. To use the services of the Rabbi, Cantor and other ritual officials for all proper occasions.

To be in "good standing" a member must be current in his or her obligations to the Synagogue unless he or she has made alternative arrangements with the Synagogue which are satisfactory to the Treasurer or Assistant Treasurer, in which case such member shall be in "good standing" so long as he or she is in compliance with such alternative arrangements.

Section 2 - Other Classes. Other classes of members shall have such rights, privileges and duties as established from time to time by the Board of Trustees.

ARTICLE VI
NOTICE

Where written notice of a meeting or proposed amendment of this Constitution is required under this Constitution, regular mail or an electronic transmission ("E-mail") may be utilized in conformity with the preference of the member. However, if this Constitution requires notice by "certified mail, return receipt requested," notice must be sent by the U.S. postal service or a nationally-recognized, next-day courier service with signature proof of delivery.

ARTICLE VII
MEETINGS

Section 1 - Annual Meetings. An annual meeting of the Congregation shall be held at a time, place, and date as designated by the President of the Congregation. The Secretary or his or her designee shall send written notice of such meetings to all members at their addresses and/or email

addresses as shown in the Congregation's current record of members at least twenty (20) days prior thereto.

Section 2 - Special Meetings. Special meetings of the Congregation may be called at any time by the President and shall be called by the President upon written request of not less than forty (40) members of the Congregation or twelve (12) Elected Members (as hereinafter defined) of the Board of Trustees. The call for any such meeting shall state the reason for which it is called. The Secretary or his or her designee shall send written notice of such meetings to all members at their addresses and/or email addresses as shown in the Congregation's current record of members at least ten (10) days prior thereto unless, in the opinion of the President or upon the request of the members of the Congregation or the members of the Board of Trustees requesting the meeting, the emergency nature of the meeting requires shorter notice.

Section 3 - Voting Privileges. At all meetings, including special meetings, of the Congregation, every member and spousal member entitled to vote shall each have one (1) vote (i.e. they will be able to cast a total of two votes). To be entitled to vote, however, each member must be in attendance at the meeting. Voting by proxy shall not be permitted.

Section 4 - Quorum. A quorum for the transaction of business at a meeting of the membership shall be forty (40) members but less than a quorum may adjourn any membership meeting to another date.

Section 5 - Meetings Held Electronically. Annual and special meetings of the Congregation shall be conducted in person; however, upon a determination by the President that existing facts and circumstances warrant the temporary suspension of in person attendance at the meeting, an annual meeting or a special meeting of the Congregation may be conducted by using an Internet meeting service as may be designated by the President. The Internet meeting service shall support video, text display, and voting capabilities (e.g. Zoom). Meetings held electronically shall be conducted in accordance with the rules adopted by the Board of Trustees to govern such meetings (as amended from time to time by the Board of Trustees in accordance with the procedure prescribed for amending the By-Laws of the Synagogue). Any such rules adopted by the Board may not otherwise conflict with or alter any provision of this Constitution or the By-Laws.

ARTICLE VIII **ADMINISTRATION**

Section 1 - Governance of the Synagogue. The activities, property and affairs of this Congregation shall be managed and controlled by the Board of Trustees which, subject to the provisions of this Constitution and the By-Laws of the Synagogue, shall be the governing body of the Synagogue.

Section 2 - Powers of the Board of Trustees. Without limitation, the Board of Trustees shall have the following powers:

a. To establish the policies, rules and regulations by which the Synagogue and its committees shall be governed and operated and to oversee the administration of those policies, rules and regulations;

- b. To establish the amount of dues, fees, and other charges payable by members and other users of the Synagogue's facilities;
- c. To adopt a budget and oversee its administration;
- d. To hire, discharge and establish the terms and conditions of employment of all the employees of the Synagogue; provided, that the Board of Trustees may delegate some or all of the powers under this Section 2.d. to (i) the Director of Education and the Board of Education with respect to teachers, the Librarian, and a secretary in the Religious School and (ii) the Executive Director with respect to all other employees who are not "Professionals"; for purposes hereof, the "Professionals" of the Synagogue may include: Rabbi, Assistant Rabbi, Cantor, Cantor Sheni, Ritual Director, Executive Director and Director of Education, as such positions may exist from time to time; notwithstanding any delegation of power hereunder, the Board of Trustees shall maintain the absolute right to oversee and, if necessary, overrule any decisions made by the party(ies) to whom such powers were delegated; and, further, the Board of Trustees, in its sole discretion, may choose to refrain from filling any employment position at the Synagogue, including, without limitation, any Professional position;
- e. To approve or disapprove all applications for membership in the Synagogue in accordance with the membership application process set forth in this Constitution;
- f. To remove members from membership in the Synagogue for cause under procedures established under Article IV of the Constitution or to remove Officers and Trustees from the Board in accordance with the By-Laws and this Constitution;
- g. To adopt By-Laws consistent with the provisions of the Constitution; and
- h. To supervise the activities of all Synagogue organizations connected with, or functioning under, the auspices of the Congregation.

Section 3 - Committees. The Board of Trustees may carry out its powers either by its own action or through standing or special committees acting under powers given them by the By-Laws or by the Board of Trustees. The President shall appoint the Chairpersons of such committees and review and approve or disapprove of the members nominated by the Chairperson of each committee in accordance with the By-Laws as adopted from time to time by the Board of Trustees.

ARTICLE IX

THE BOARD OF TRUSTEES

Section 1 - Composition. The Board of Trustees shall consist of twenty-seven (27) Elected Members nominated from the Congregation exclusive of all Life Members of the Board. Both Elected Members and Life Members shall be members of the Board of Trustees as long as they remain members in good standing of the Congregation. In addition, the President or another designee of the Brotherhood, Sisterhood, Minyonaires, and the Board of Education shall serve as Regular Members of the Board of Trustees and shall have the voting privileges as specified in Section 4 of this Article IX, provided he or she is a member in good standing of the Congregation.

Section 2 - Elected Members of the Board of Trustees. Elected Members shall serve a term of three (3) years and may be re-nominated for a second term of three (3) years, at the discretion of the Nominating Committee. After two (2) consecutive three-year terms as an Elected Member, such Elected Member shall not be re-nominated as an Elected Member for at least one (1) year, unless the Board of Trustees, upon the Nominating Committee's recommendation, approves a continuation in service by a majority vote. An exception to this one-year break in service shall automatically be made for any Elected Member who is continuing to serve on the Executive Committee. Approximately one-third (1/3) of the Elected Members shall stand for election each year.

Section 3 - Life Members of the Board of Trustees. Any Elected Member who has at least twelve (12) years of service on the Board of Trustees or any former President of the Congregation upon completion of his or her term shall be eligible to become a Life Member of the Board. To be elected as a Life Member, an Elected Member or any former President of the Congregation must be nominated for the position by a majority vote of the Board of Trustees and then elected as a Life Member by a majority vote of those Congregation members present at the annual meeting of the Congregation.

Section 4 - Voting Privileges and Attendance at Board of Trustee Meetings. An Elected Member or Regular Member shall be entitled to vote on any matter that comes before the Board of Trustees. A Life Member shall be entitled to vote on any matter that comes before the Board of Trustees, provided said Life Member has attended a minimum of three (3) meetings out of the prior twelve meetings of the Board of Trustees. Attendance at the Annual Meeting of the Congregation shall also count as attendance at one (1) meeting of the Board of Trustees. A Life Member who has not met the preceding attendance requirement shall be entitled to attend and participate in meetings of the Board of Trustees, but shall not be entitled to vote until such time as the preceding attendance requirement has been satisfied.

Section 5 - Committee Participation. Every Elected Member of the Board of Trustees must serve on at least one standing or special committee of the Board and regularly attend committee meetings. A new Elected Member must discuss his/her willingness to serve on a committee with the President of the Congregation prior to the end of the Elected Member's first year of service on the Board of Trustees.

Section 6 - Conflicts of Interest. All members of the Board of Trustees shall agree to adhere to the Conflicts of Interest Policy established by the Board of Trustees, and as amended from time to time.

Section 7 - Executive Committee. The President of the Synagogue shall serve as the Chairperson of the Executive Committee of the Board of Trustees. The Board of Trustees shall authorize the Executive Committee to advise and assist the President in the President's role as the Board of Trustees' representative in its dealings with the professional staff and auxiliary organizations of the Synagogue, as more fully set forth in the By-Laws of the Synagogue or as otherwise directed by the Board of Trustees. The Executive Committee shall make regular reports to the Board of Trustees, through the President, of its activities.

ARTICLE X
NOMINATION AND ELECTION OF TRUSTEES AND OFFICERS.

Section 1 - Duties. The Nominating Committee shall submit to the Board, not later than forty (40) days prior to the annual meeting, a report of nominees for the Board of Trustees and Officers. The Board shall accept the report as submitted or amend the same. Additional eligible persons may be nominated by a written petition of not less than fifteen (15) members of the Congregation submitted to the Secretary of the Congregation not less than twenty (20) days prior to the annual meeting. Each such petition shall designate the nominee, the position or office for which he or she is nominated, and be signed by the proposed nominee indicating his or her willingness to serve if elected.

Section 2 - Notices. The notice of the annual meeting required by Article VII, Section 1 shall include a list of all nominees for the Board of Trustees and Officers of the Synagogue and may also be published in the Synagogue newsletter. No nomination shall be made from the floor at the annual meeting except in the event of the withdrawal or incapacity of a nominee or nominees which results in the failure to have as many nominees as there are positions to be filled.

Section 3 - Trustees. All present members of the Board of Trustees are confirmed in office until the expiration of their present term and until their successors are duly elected and qualified. In case there is a vacancy among the Elected Members caused by death, resignation, or otherwise prior to the end of an Elected Member's term, the President may nominate a member of the Congregation to serve until the next Annual Meeting of the Congregation and until the successor has been duly elected and qualified; said nominated member shall be subject to the approval of the Board of Trustees.

Section 4 - Officers. The Synagogue shall have a President, a President-Elect, a Vice President of Membership and Engagement, a Vice President of Ritual Affairs, a Vice President of Education, a Vice President of Social Justice, Chesed, and Cultural Affairs, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer (collectively the "Officers" and individually an "Officer") each of whom shall be elected at the annual meeting immediately following the election of the Elected and any Life members of the Board of Trustees and all of whom shall hold office until the next annual meeting or until their successors shall have been duly elected and qualified. All Officers of the Congregation shall serve on the Executive Committee. The Board of Trustees shall have the power to fill vacancies in any of the above offices until the next annual meeting of the Congregation. The powers and duties of Officers shall be as set forth in the By-Laws.

Section 5 - Qualifications. No member of the Congregation shall be eligible to serve as a member of the Board of Trustees unless such member, at the time of his or her election as a member of the Board of Trustees: (i) is a member of the Congregation in good standing; (ii) has been a member of the Congregation for at least one (1) year prior to his or her election; and (iii) has demonstrated a commitment to the welfare of the Synagogue. All Officers shall be members of the Board of Trustees. No member of the Board of Trustees shall be eligible to serve as an Officer unless such member of

the Board of Trustees, at the time of his or her election as an Officer has served as a member of the Board of Trustees for at least one (1) year.

Section 6 - Removal of a Trustee. A member of the Board of Trustees may be removed for "cause" by a two-thirds (2/3) vote of the Board of Trustees, provided that notice of such proposed action shall have been sent to such member of the Board of Trustees, via certified mail, return receipt requested, at the address shown in the Congregation's current record of members and provided, further, that such member of the Board of Trustees shall have been given an opportunity for a hearing before the Board of Trustees. "Cause" shall include, without limitation, the conviction of a felony, the commission of any crime involving Synagogue property, or the conviction of any other act inappropriate for a Trustee of a synagogue or the violation of the Conflict of Interest Policy adopted by the Board of Trustees.

ARTICLE XI **ORDER OF BUSINESS**

Robert's Rules of Order as to parliamentary procedure (as updated from time to time) shall prevail at all meetings of the Board of Trustees, the members, and committees serving under the Board of Trustees to the extent such rules do not conflict with Connecticut state law, this Constitution, the By-Laws of the Synagogue as adopted by the Board of Trustees, or the rules adopted by the Board of Trustees to govern meetings held electronically.

ARTICLE XII **AMENDMENTS**

This Constitution may be amended by the Congregation in the following manner: An amendment may be initiated by the vote of the Board of Trustees provided notice of the proposed amendment is included in the call for the meeting; or it may be initiated by a written petition filed with the Secretary of the Congregation and signed by at least forty (40) members of the Congregation setting forth the proposed amendment. Notice of the proposed amendment shall be given to members together with the notice for the annual meeting or notice of a special meeting called for the purpose of amending this Constitution. The amendment shall be read at the next annual meeting called for that purpose, and if such proposed amendment receives the affirmative vote of at least two-thirds (2/3) of the members present at such meeting, it shall become part of the Constitution.