

CONSTITUTION OF TEMPLE KOL EMETH

Revised 040105

ARTICLE 1 – PURPOSE AND MISSION STATEMENT

The Congregation is a community built on the pursuits of Study (Torah), Worship (Avodah), Charity (Tzedakah) and Good Deeds (Maasim Tovim). These concepts form the foundation of our Jewish community.

The purpose of the Congregation is to teach, to study and to advance these foundations and to provide for the members and their families a religious experience and education in Jewish traditions and teachings.

The Congregation is enriched by its members and their families. Membership is synonymous with involvement in synagogue life, including ritual observance, service to community, education of oneself and children, emotional comfort, and personal growth.

ARTICLE 2 – INTRODUCTION

2.1 Name – The Congregation shall be known as Temple Kol Emeth (Voice of Truth).

2.2 National Affiliation – The Congregation shall maintain an affiliation with the Union for Reform Judaism (URJ).

2.3 Fiscal Year – The fiscal year of the Congregation shall begin annually on July 1.

2.4 Definitions - As used in this Constitution, the term:

- (1) "Board" or "Board of Trustees" means the persons vested with the authority to manage the affairs of the Congregation, as elected pursuant to the terms of this Constitution.
- (2) "Clergy" includes all persons employed by or contracted with the Congregation in the capacity of rabbi or cantor.
- (3) "Congregation" means Temple Kol Emeth, a Georgia non-profit corporation.
- (4) "Constitution" means this document, which shall serve as the bylaws or code of rules for the management of the affairs of the Congregation.
- (5) "Deliver" means send by appropriate means to the address specified by each Membership Unit for the receipt of official notices.
- (6) "Member" means an adult comprising all or a portion of a Membership Unit.
- (7) "Past President" means any person who previously served as President of the Congregation.

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ARTICLE 3 – MEMBERSHIP

3.1 Membership Unit Defined – A standard Membership Unit shall consist of one or two Jewish adults, eighteen years of age or older, living in the same household and their dependents. The Board may establish other specific categories of Membership Units.

3.2 Rights and Privileges of Membership – Each Membership Unit in good standing shall be entitled to all the rights and privileges of membership and may participate in all activities of the Congregation in accordance with this Constitution and the policies of the Board of Trustees.

3.3 Voting Rights – Each standard Membership Unit shall be entitled to one vote, in person or by a duly executed absentee ballot, on all matters at the annual meeting and at any special meetings of the Congregation.

3.4 Financial Obligations – The Board of Trustees shall determine the financial obligations for each category of Membership Unit and the schedule for payment. Non-payment of financial obligations may result in the suspension of the rights and privileges of membership.

3.5 Resignation – A Membership Unit may resign in good standing if it is current in all of its financial obligations to the Congregation.

ARTICLE 4 – BOARD OF TRUSTEES

(approved by the Congregation 3/6/05)

4.1 Eligibility. All members of the Board of Trustees must be Jewish Members of the Congregation in good standing. The same person may not serve in the same position on the Board of Trustees for more than three (3) consecutive terms. Only one person from a Membership Unit may serve as a voting member on the Board of Trustees at any given time.

4.2 Composition. The Board of Trustees shall consist of the President; Senior Vice President of Operations; Senior Vice President of Programs; Recording Secretary; Vice Presidents, as follows: Membership, Community Relations, Finance, Fundraising, Facilities, Congregational Relations, and Study; the Immediate Past President; a designated representative of the Women of Reform Judaism and a designated representative of the Brotherhood; Directors as follows: At least three (3) but no more than eight (8) Directors, all of whom must have specific assignments, including but not limited to the following positions: Finance, Education and Long Range Planning.

4.2.1 Honorary Trustees. In recognition of their commitment to the Congregation, Members of the Congregation designated by the Board of Trustees and all Past Presidents except for the Immediate Past President, shall be honorary members of the Board of Trustees. Honorary members shall not have the right to vote.

4.3 Term of Office. Except as otherwise provided, all voting members of the Board of Trustees shall be elected at the annual meeting of the Congregation and shall serve for a term of one (1) year beginning on July 1.

4.3.1 Partial Terms. A member of the Board of Trustees who takes office on or before December 31 shall be deemed to have served a full term in that office and shall be

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ineligible to serve more than two (2) additional, consecutive terms in that office. A member of the Board of Trustees who takes office on or after January 1 shall be deemed to have served a partial term in that office and shall be eligible to serve up to three (3) additional consecutive terms in that office.

4.3.2 Removal of Any Member of the Board of Trustees. A member of the Board of Trustees other than the President shall be subject to impeachment and removal from office upon approval by a two-thirds (2/3) vote of the Board of Trustees following an investigation and recommendation from a board of inquiry. In the event of impeachment of the President by the Board of Trustees, following an investigation and recommendation from a board of inquiry, approval by a two-thirds (2/3) vote of the Membership Units in attendance or by duly executed absentee ballot at a special meeting of the Congregation shall be required to remove the President from office. Notwithstanding the foregoing, if the board of inquiry finds that the President has converted funds of the Congregation for personal use or has engaged in other criminal activity, then the President shall be subject to removal from office upon approval by a two-thirds (2/3) vote of the Board of Trustees. A board of inquiry shall consist of five (5) members of the Congregation and only one Past President, who shall chair the board of inquiry. Voting members of the Board of Trustees shall not serve as members of a board of inquiry. If no other Past President is available and willing to serve on a board of inquiry, the Immediate Past President may serve. A board of inquiry shall be appointed by the President and approved by the Board of Trustees, unless the President is the person to be investigated, in which case the board of inquiry shall be appointed by the Senior Vice President of Operations and approved by the Board of Trustees. Only a member of the Executive Committee may initiate a board of inquiry to investigate the President. Grounds for impeachment and removal from office include but shall not be limited to failure to perform assigned duties under this Constitution, absence without excuse from three (3) consecutive regular meetings of the Board of Trustees, acts of malfeasance in office, and conduct contrary to the best interests of the Congregation.

4.3.3 Resignation. A member of the Board of Trustees may resign provided that notice is given to all members of the Board of Trustees. The resigning board member must arrange for an appropriate transition.

4.3.4 Vacancies. Except as otherwise provided with respect to the office of President, the Board of Trustees shall fill all vacancies on the Board of Trustees by a majority vote of all members of the Board present at a regular or special Board meeting. Each candidate to fill a vacancy shall be proposed by the Nominating Committee. The Congregation shall be notified of each vacancy on the Board of Trustees at least two (2) weeks prior to the position being filled.

4.4 Leadership. Members of the Board of Trustees shall set the example to the Congregation by active participation in the life and activities of the Congregation.

4.5 Fidelity Bond. The Board of Trustees, at its discretion, may require a fidelity bond for all members of the Board of Trustees.

4.6 Responsibilities of the Board of Trustees. The Board of Trustees shall have the responsibility, duty and authority to oversee, manage and govern the affairs of the Congregation, in the best interest of the Congregation and to uphold the terms of the Constitution.

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4.7 Members of the Board of Trustees: Officers

4.7.1 President (voting). The President is the chief executive officer of the Congregation and shall have general charge of its operations; chair all meetings of the Congregation and the Board of Trustees; serve as an ex-officio member of all Congregational committees and auxiliary organizations, except the Nominating Committee; call special meetings, when necessary or appropriate; upon approval of the Board of Trustees as required herein, sign all deeds, conveyances and pledges of property of the Congregation, loans and other obligations of credit for the Congregation, and all contractual obligations to the Congregation to be performed over a period of more than one year; and perform all other duties necessary and proper to the office of chief executive.

4.7.2 Presidential Appointments. With the Board's approval, the President may appoint one or more qualified members of the Congregation to serve as:

4.7.2.1 Legal Advisor(s) (non-voting). The Legal Advisor(s) shall advise the Board of Trustees and the Executive Committee on all legal matters and conduct reviews of insurance policies, contracts and other legal documents. The Legal Advisor(s) reports to the President.

4.7.2.2 Human Resources Advisor(s) (non-voting). The Human Resources Advisor(s) shall advise the Board of Trustees on matters relating to personnel. The Human Resources Advisor(s) reports to the President.

4.7.2.3 Historian (non-voting). The Historian shall keep an accurate record of the activities of the Congregation, including, but not limited to, written, photographic, audio and/or video records of Congregation events. These records shall become the permanent property of the Congregation. The Historian reports to the President.

4.7.2.4 Parliamentarian (non-voting). The Parliamentarian shall provide guidance on matters of parliamentary procedures. The Parliamentarian reports to the President.

4.7.2.5 Chairpersons(s) of Ad-hoc Committees (non-voting). The President may create ad-hoc committees and appoint chairpersons with the approval of the Board of Trustees.

4.7.3 Senior Vice President of Operations (voting). In the event of the absence or disability of the President, the Senior Vice President of Operations shall perform all duties of the President. In the event of the resignation, the removal from office or the death of the President, the Senior Vice President of Operations shall succeed to the Presidency. In addition, The Senior Vice President of Operations shall coordinate the activities of the Vice Presidents of Finance, Fundraising, Membership and Facilities and shall act as an ex-officio member of the Finance, Sunshine, Endowment, Membership Development/Acquisition, Membership Retention/Activation Committees, and any other committees, as assigned by the President. The Senior Vice President of Operations shall share with the Senior Vice President of Programs the responsibility for chairing the Executive Committee meetings.

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4.7.4 Senior Vice President of Programs (voting). The Senior Vice President of Programs shall coordinate the activities of the Vice Presidents of Community Relations, Congregational Relations and Study, and the Recording Secretary and shall act as an ex-officio member of the Social Action, Outreach, Cultural Arts, Ritual, Ushering, Caring, Youth Programs, Adult Education, Preschool and Religious School Committees, and any other committees, as assigned by the President. The Senior Vice President of Programs shall share with the Senior Vice President of Operations the responsibility for chairing Executive Committee meetings.

4.7.5 Vice President of Finance (voting). The Vice President of Finance is the chief financial officer of the Congregation and shall have custody of all funds of the Congregation; be responsible for financial matters of the Congregation; keep complete and accurate books and records of the accounts of the Congregation; collect all dues, assessments and other money owed to the Congregation; be responsible for the disbursement and deposit of funds of the Congregation in designated financial institutions; arrange for an independent auditor to conduct an annual review and a certified audit at least every three (3) years; prepare a written budget and dues schedule for the coming fiscal year and present it for discussion to the Board of Trustees at least two (2) months prior to each annual meeting; and perform such other duties as may be assigned by the Senior Vice President of Operations.

4.7.6 Vice President of Fundraising (voting). The Vice President of Fundraising is the fundraising officer of the Congregation and shall oversee the development and coordination of all fundraising programs held by the Congregation and its auxiliary organizations, including but not limited to an Endowment Committee. The Vice President of Fundraising shall perform such other duties as may be assigned by the Senior Vice President of Operations.

4.7.7 Vice President of Membership (voting). The Vice President of Membership is the membership officer of the Congregation and shall serve as an ex-officio member of the Membership Development/Acquisition and Membership Retention/Activation Committees and shall work to coordinate the activities of these committees. The Vice President of Membership shall perform such other duties as may be assigned by the Senior Vice President of Operations.

4.7.8 Vice President of Facilities (voting). The Vice President of Facilities oversees the professional administrative staff in supervising the maintenance, repair and improvements of the building, its grounds and equipment, and the use of all facilities of the Congregation and shall from time-to-time establish and review rules and regulations regarding the use of such facilities. The Vice President of Facilities or a designated representative shall periodically inspect the building and grounds in order to make recommendations for maintenance, repair and improvements.

4.7.9 Vice President of Community Relations (voting). The Vice President of Community Relations is the community relations officer of the Congregation and shall serve as an ex-officio member of the Outreach, Social Action and Cultural Arts Committees. The Vice President of Community Relations shall perform such other duties as may be assigned by the Senior Vice President of Programs.

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4.7.10 Vice President of Congregational Relations (voting). The Vice President of Congregational Relations is responsible for the committees dealing with the Congregation and its members and shall serve as an ex-officio member of the Ritual, Caring Community and Ushering Committees. The Vice President of Congregational Relations shall perform such other duties as may be assigned by the Senior Vice President of Programs.

4.7.11 Vice President for Study (voting). The Vice President for Study is, in conjunction with the Congregation's designated professional staff, responsible for the organization, administration and operation of the religious school, preschool, adult and other education programs, and shall serve as an ex-officio member of the Religious School, Youth Programming, Adult Education, and Preschool Committees. The Vice President for Study shall perform such other duties as may be assigned by the Senior Vice President of Programs.

4.7.12 Recording Secretary (voting). The Recording Secretary is the secretary of the Congregation and the Board of Trustees and shall be responsible for all corporate documents of the Congregation, keeping true and accurate minutes of all meetings of the Congregation and the Board of Trustees and, after such minutes have been approved, ensuring that they are transcribed into permanent form; causing notice to be given of all meetings of the Congregation and the Board of Trustees and performing such other duties as are customary to the office of Secretary. The Recording Secretary shall perform such other duties as may be assigned by the President.

4.7.13 Immediate Past President (voting). The Immediate Past President is the most immediate Past President available to serve for the term as a voting member of the Board of Trustees. The Immediate Past President shall serve in an advisory capacity to the President in order to provide continuity of leadership, chair the Nominating Committee, oversee the Communications Committee, serve on the Sunshine Committee, and perform such other duties as may be specified by the President.

4.8 Members of the Board of Trustees: Directors

4.8.1 Director of Finance (voting). The Director of Finance shall chair the Finance and Sunshine Committees, oversee the financial operations of the Congregation and assist the Vice President of Finance by examining the books and records of the Congregation and in preparing the annual operating budget and dues schedule. The Director of Finance reports to the Vice President of Finance.

4.8.2 Director of Education (voting). The Director of Education shall oversee the establishment and maintenance of policies and procedures regarding educational programs and services within the religious school and preschool. The Director of Education, in conjunction with designated professional education staff and the Vice President of Study, shall assist in the development of programs that support the educational goals of the schools. The Director shall oversee the Religious School and Preschool Committees and reports to the Vice President of Study.

4.8.3 Director of Long Range Planning (voting). The Director of Long

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Range Planning shall be responsible for researching and recommending the general direction and goals for the Congregation, the necessary activities to achieve these goals and the resources needed. The Director of Long Range Planning reports to the President.

4.9 Clergy (non-voting). The Clergy and paid professional staff of the Congregation may participate at Board meetings in a non-voting capacity.

4.10 Executive Committee. The Executive Committee of the Board of Trustees shall be chaired by the Senior Vice President of Operations or the Senior Vice President of Programs and shall consist of the President, both Senior Vice Presidents, all the Vice Presidents, the Recording Secretary, the Immediate Past President, and others including the Legal Advisors at the request of the President. The Executive Committee shall meet as scheduled by a Senior Vice President on an as needed basis. It may make recommendations to the Board of Trustees concerning the affairs of the Congregation and may initiate a board of inquiry, but otherwise may not independently take any action without the approval of the Board of Trustees.

4.11 Meetings of the Board. The Board of Trustees shall meet once each month from July through June. In addition, special meetings may be called by the President, by either of the Senior Vice Presidents or by petition of a minimum of five (5) Board members delivered to the entire Board. The purpose of the regular Board meetings is to conduct the business of the Congregation, to make decisions and to take actions. All meetings of the Board shall be open to attendance by members of the Congregation except when closed by a two-thirds (2/3) vote of the Board of Trustees in attendance. Seventy-five percent (75%) of the members of the Board of Trustees shall constitute a quorum at meetings of the Board of Trustees.

ARTICLE 5 – COMMITTEES

5.1 Each committee of the Congregation shall oversee the operation of a specified function of congregational life. The following committees of the Congregation shall exist unless the Board of Trustees votes to suspend a committee for a period not to exceed one year: Professional Relations, Communications, Constitution/Policy and Procedure, Leadership Development, Outreach, Nominating, Finance, Sunshine, Endowment, Membership Development/Activation, Membership Retention/Activation, Social Action, Cultural Arts, Ritual, Ushering, Caring, Youth Programs, Adult Education, Preschool and Religious School. The Executive Committee shall exist in all events. The Board of Trustees will determine the committee structure annually. The Board of Trustees may create additional committees of the Congregation on an annual basis as it sees fit.

5.2 Nominating Committee – The Immediate Past President and four additional Members of the Congregation, only one whom may currently be a present Board member, shall constitute the Nominating Committee. If the Immediate Past President is unable to serve, then the next most immediate Past President available shall chair the committee.

The Nominating Committee shall present a slate of candidates to the Board of Trustees no later than forty-five (45) days prior to the Annual Meeting. Nomination for any elective office may be made by written petition of ten percent (10%) of Membership Units of the Congregation, said nominations to be filed with the Secretary at least fourteen (14) days before the election. Notice of nominations by petition must be delivered to all Membership Units at least seven (7) days before the election.

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5.3 In the event that more than one member of a Membership Unit serves on the same committee simultaneously, only one member of such Membership Unit shall be entitled to vote on committee matters .

ARTICLE 6 – AUXILIARY ORGANIZATIONS

Auxiliary organizations affiliated with the Congregation may be formed with the approval of the Board of Trustees. The policies and programs of any auxiliary organization shall conform to the policies determined by the Board of Trustees.

ARTICLE 7 – PROFESSIONAL STAFF

7.1 Employment of Clergy – The Board of Trustees may hire a rabbi or a cantor for twenty-five (25) hours per week or less, for a term not to exceed twelve (12) months , without the approval of the Congregation. The Board of Trustees may hire a rabbi or a cantor for more than twenty five (25) hours per week, for a term not to exceed six (6) months, without the approval of the Congregation. Clergy contracts for terms in excess of those specified above and the renewal of any Clergy contracts such that the aggregate term of employment shall exceed the terms specified above shall require approval by a majority of the Membership Units present or by duly executed absentee ballot at a meeting of the Congregation.

7.2 Termination or Non-renewal – The termination of an employment relationship between the Congregation and a member of the Clergy for any reason other than "for cause" (as such concept is outlined in the Clergy member's employment contract), where the existing contract is for a term of twelve (12) months or more, requires the affirmative vote of a majority of the Membership Units present or voting by duly executed absentee ballot at a properly called meeting of the Congregation.

A decision to enter into negotiations for the extension of an employment relationship between the Congregation and a member of the Clergy, where the existing contract is for a term of twelve (12) months or more, may be initiated by the Board of Trustees. Renewal decisions themselves are subject to the provisions of Section 7.1.

An initial decision not to enter into negotiations for the extension of an employment relationship between the Congregation and a member of the Clergy, where the existing contract is for a term of twelve (12) months or more, requires the affirmative vote of a majority of the Membership Units present or voting by duly executed absentee ballot at a properly called meeting of the Congregation.

7.3 Employment of Other Professional Staff – Recommendations concerning the selection, salary and other terms of employment for any other professional staff shall be made to the Board of Trustees by a committee appointed by the President for the selection of that specific staff member in consultation with the Senior Rabbi. Approval of the terms and conditions of employment of the professional staff member shall be by majority vote of the Board of Trustees.

ARTICLE 8 – MEETINGS OF THE CONGREGATION

8.1 Annual Meeting – The Annual Meeting of the Congregation shall be convened by the President no later than thirty (30) days prior to the end of each fiscal year. At this meeting, reports shall be submitted by the President, the Senior Rabbi and such other officers, officials,

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auxiliary organizations, and committees as may be requested to do so by the Board of Trustees; a budget and dues schedule for the coming fiscal year shall be approved; and the Board of Trustees shall be elected. Written notice shall be delivered to every Membership Unit at least twenty (20) days prior to the Annual Meeting. Such notice shall include a list of nominations for the Board of Trustees, a ballot form, a copy of the budget and dues schedule, and an agenda outlining business to be conducted.

Election of officers and trustees shall be by means of voice or visual vote or duly executed absentee ballot unless an office is contested, in which case voting shall be by written ballot. Nominations may be made from the floor after the list of candidates submitted by the Nominating Committee and any list by petition have been presented. Election to the Board of Trustees requires a majority of the Membership Units present or voting by duly executed absentee ballot.

8.2 Notices of Congregational Meetings - Notice of all meetings of the Congregation shall be by appropriate means to the address specified by each Membership Unit for the receipt of official notices.

8.3 Special Meetings – Special meetings of the Congregation may be called by the President, by a majority of the Board of Trustees or by written application of ten percent (10%) of the Membership Units. The call for a special meeting shall set forth the purpose of the meeting, and written notice thereof shall be delivered, with ballot form, to all Membership Units at least fourteen (14) days prior to the time of such meeting. No business shall be transacted at such meetings except as specified in the notice.

8.4 Quorum – Fifteen percent (15%) of the Membership Units in good standing shall constitute a quorum at meetings of the Congregation. In the absence of a quorum, and after a reasonable effort has been made to attain one, the necessity to have a quorum may be waived by an affirmative vote of two-thirds (2/3) of the Membership Units present and voting. No business shall be transacted with less than five percent (5%) of Membership Units being present and at least ten percent (10%) of Membership Units are represented by the combination of Units present and Absentee Ballots at a congregational meeting.

8.5 Absentee Ballots – A completed and signed ballot shall be accepted from any Membership Unit in good standing for use at any meeting of the Congregation if it is executed on the form provided by the Congregation with the meeting notice. The ballot shall contain complete instructions and set forth the specific business to be voted upon.

ARTICLE 9 – CONGREGATION PROPERTY ON LOAN

If the Congregation should be dissolved, all personal property on loan to the Congregation shall be returned to its donor, or, if the donor does not exist or does not retain its status as a tax exempt organization, the Board of Trustees may turn said property over to one or more organizations which are themselves tax exempt. The sole exception shall be the Torah on loan from B'nai Israel Synagogue, Shamokin, Pennsylvania, which shall be disposed of by the Board of Trustees in consultation with Charlene Vener, Lillian Lurye or their heirs if at all possible. If such consultation is not possible, then the Board shall donate or sell said Torah to an appropriate organization which is itself tax exempt.

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ARTICLE 10 – REAL ESTATE

10.1 Transactions – Before the Congregation enters into any contract for the purchase, lease in excess of five (5) years, sale, transfer or encumbrance of real estate, the Board of Trustees shall ascertain the material facts and submit them to the Congregation at an annual or special meeting. It shall require two-thirds (2/3) of the Membership Units voting in person or by duly executed absentee ballot to authorize any such transaction.

10.2 Cemetery – The Congregation may lease or own land and other property for use as a cemetery.

ARTICLE 11 – RULES OF ORDER

The rules contained in *Robert's Rules of Order*, latest revised edition, shall govern the Congregation in all cases to which they are applicable and in which they are not inconsistent with this Constitution or any special rules of order that the Congregation may adopt. In the event of a conflict between *Robert's Rules of Order* and the Constitution or any applicable special rules of order, then the Constitution or applicable special rules of order shall govern.

ARTICLE 12 – GOVERNING LAW

In the event that any Article or provision of this Constitution is found to be contrary to applicable Federal law or the laws of the State of Georgia, then said provision shall be considered to be null and void, but the remainder of the Constitution shall remain in full force and effect. In addition, all provisions of the Constitution shall be interpreted so as to be in compliance with applicable Federal or State law, if at all possible.

ARTICLE 13 – AMENDMENTS

All proposed amendments to this Constitution shall be presented in writing and shall be initiated either by the Board of Trustees, by the Constitution Review Committee through the Board, or by written petition of at least ten percent (10%) of the Membership Units of the Congregation and shall be filed with the Secretary. Such amendments may be acted upon at any regular meeting of the Congregation or at any special meeting called for that purpose. Copies of the proposed amendments with an explanation of change(s) shall be delivered to each Membership Unit, along with the notice of the meeting, at least fourteen (14) days prior to the meeting. An affirmative vote of a majority of the Membership Units present and voting, or by duly executed absentee ballot, shall be necessary to adopt any amendment.