

Constitution Approved June 13, 2004

**Constitution  
of  
Congregation Shaarey Zedek**

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## **Article 1**

### **Name**

Congregation Shaarey Zedek (Gates of Righteousness) serves the Jewish community of the Greater Lansing area, in the State of Michigan.

## **Article 2**

### **Purpose**

The purpose of Congregation Shaarey Zedek is to enable all of its members to develop a relationship with God, Torah and the Jewish people through communal worship, study and assembly. Shaarey Zedek functions in an inclusive and egalitarian atmosphere.

To ensure the continuity of the Jewish people, Shaarey Zedek promotes the fundamental and enduring principles of Judaism and applies those principles to the values and conduct of the individual, the family and the society.

## **Article 3**

### **Ritual**

Congregation Shaarey Zedek is a member of the Union for Reform Judaism. The Congregation holds Reform services throughout the year on a weekly basis and during Jewish holidays and festivals. *B'Nei mitzvah* families may choose Reform or Conservative worship on Shabbat morning. In addition, the Congregation may hold Conservative services as desired by the congregants and agreed upon by the Rabbi and the Ritual Committee. The Congregation welcomes families of diverse backgrounds.

## **Article 4**

### **Membership**

#### **Article 4. Membership**

Membership in Congregation Shaarey Zedek is open to any Jewish individual 18 years of age or older. As used in this constitution, "member" means one of the following family units: 1) a Jewish individual who is 18 years of age or older; or 2) two individuals 18 years of age or older, including at least one who is Jewish, who are married or in a domestic

partnership. A family unit includes children who are not older than 25. For the purpose of voting, a family unit is entitled to a single vote.

If a spouse or domestic partner dies, the surviving spouse or domestic partner will remain a member.

Members pay pledges and other assessments as determined by the Executive Board and approved by the Congregation by adoption of the annual budget.

In addition, after approval of the budget, the Executive Board may request members to pay special assessments to cover expenses that arise due to extraordinary circumstances.

An individual or family may be an “associate member” if the individual or family has moved out of the greater Lansing area or is experiencing other qualifying circumstances as the Board may determine but wishes to remain affiliated with the Congregation by paying an annual fee determined by the Executive Board. Associate members are not entitled to vote.

Members may resign in writing to the Executive Board. Members who resign are not relieved of financial obligations due the Congregation at the time of resignation.

## **Article 5 Discipline**

### **Section 1. Suspension**

The Executive Board may suspend the membership of members who have not met their financial obligations to the Congregation. The Executive Board will notify the member by certified mail no less than 30 days before it suspends membership. To ensure privacy, the President and Business Vice President will be the point of contact between the Executive Board and any member experiencing financial difficulty.

A member suspended under this article may be reinstated by the Executive Board when the member pays outstanding commitments or complies with terms designated by the Executive Board.

## Section 2. Termination

The Executive Board, by a vote of two-thirds of those present, may terminate the membership of a member in the Congregation. Absent circumstances requiring immediate termination as determined by the Executive Board, the Board may not terminate membership without first giving the member an opportunity to be heard at a meeting of the Board. The Board shall provide that member with at least seven days' prior notice of the meeting, along with a statement setting forth the reasons for the proposed termination.

## **Article 6**

### **Composition of Executive Board**

#### Section 1. Voting Members

The Executive Board consists of the following voting members: eight officers, six trustees, the Sisterhood President, and the Immediate Past President of the Congregation. The officers are: President, Business Vice President, Ritual Vice President, Education Vice President, House Vice President, Treasurer, Recording Secretary, and Corresponding Secretary. Spouses may not serve simultaneously unless one spouse is a current Sisterhood President.

If more than one person is serving as Sisterhood President, those individuals share one vote.

#### Section. 2. Legal Counsel

An individual serving as Legal Counsel is a nonvoting member of the Executive Board. No elected member of the Board may serve as Legal Counsel. Legal Counsel is appointed by the President with the approval of the Executive Board, and advises the Executive Board on constitutional and legal matters, as requested. The Legal Counsel must be an attorney at law licensed in the State of Michigan.

The appointment of Legal Counsel is discretionary, subject to the following exception. In contract negotiations with an existing or potential member of the staff who has legal representation, the President is required to consult with Legal Counsel, who will represent the Executive Board in the negotiations.

## **Article 7**

### **Notice, Quorum, and Voting**

#### **Section 1. Notice**

Except as otherwise provided, “written notice” required by this constitution may be delivered in hard copy by the U.S. Postal Service or by hand, or transmitted electronically by email, facsimile, or other electronic means.

#### **Section 2. Quorum**

A quorum is required for the transaction of business or voting at a regular or special meeting of the Executive Board, the annual congregational meeting, or a special meeting of the Congregation. The quorum requirement for congregational meetings is specified in Article 8, *Congregational Meetings*. The quorum requirement for Executive Board meetings is specified in Article 9, *Executive Board Meetings*.

#### **Section 3. Voting**

Except as otherwise provided, where this constitution requires a vote of the Executive Board or the Congregation, the vote must be approved by a majority of the members of the Board or the members of the Congregation, respectively, present and voting on the question in order for it to be approved.

## **Article 8**

### **Congregational Meetings**

The Congregation will hold one regular meeting each fiscal year in the spring. Special congregational meetings may be called by the President or by a majority of the Executive Board. In addition, 10% or more of the members in good standing can call a special congregational meeting by submitting notice to the Executive Board specifying the purpose of the meeting. Any special meeting called by members must be held no more than 90 days after the notice is received by the Executive Board.

Members will be notified in writing at least 30 days prior to a regular or special congregational meeting. Business conducted at the regular or special meeting will be only that specified in the notice. A quorum is 10% of the Congregation’s members. Secret ballots will be used in contested elections or when requested by a member.

Each individual member or family in good standing is permitted one vote in all congregational meetings. Good standing means that all financial obligations to the Congregation are no more than 30 days in arrears. The Temple Administrator is responsible for determining whether members are in good standing.

Written absentee and proxy votes are prohibited.

## **Article 9**

### **Executive Board Meetings**

The Executive Board will meet at least once each quarter. Special meetings may be called by the president or by a majority of the Executive Board.

A quorum is the presence of ten voting members with no fewer than five officers, as defined in Article 6, *Composition of Executive Board*. Voting members of the Executive Board will be notified in writing at least three days prior to an Executive Board meeting. The three-day notice requirement does not apply to a special meeting of the Executive Board. Business conducted at a special meeting will be only that specified in the notice.

## **Article 10**

### **Duties of Executive Board**

The Executive Board manages the affairs, funds, records and property of the Congregation. It acts on matters of policy and performs duties prescribed by the Congregation in congregational meetings.

The Executive Board is responsible for the operation of the Religious School.

The Executive Board employs staff and establishes their duties and compensation. The Executive Board will consult with the Rabbi when employing professional staff.

Checks or Electronic Fund Transfer (EFT) for the payment or withdrawal of congregational funds, or funds under the control of the Congregation, will be signed or approved by two of the following: President, Business Vice President, or Treasurer.

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No member of the Executive Board may make a decision that would materially affect the finances of the Congregation without the approval of the Executive Board.

The Executive Board may, on behalf of the Congregation, receive or refuse gifts of money or other property, real or personal, subject to Article 19, *Title to Real Estate*.

Members of the Executive Board serve as examples by regularly attending worship services and by actively participating in the life and activities of the Congregation.

## **Article 11**

### **Election of Executive Board Members**

At the annual congregational meeting prior to the beginning of a term of office, the Congregation elects the President, Business Vice President, Education Vice President, House Vice President, Ritual Vice President, Treasurer, Corresponding Secretary, and Recording Secretary and three Trustees by a simple majority of all votes cast.

The officers, as defined in Article 6, *Composition of the Executive Board*, serve two-year terms. The six trustees serve three-year terms. All terms of office begin July 1.

Trustees may serve for two consecutive terms. Following a one-year absence from the Executive Board, an individual is eligible again to serve as a Trustee.

## **Article 12**

### **Removal from Executive Board**

The office of a voting board member who is absent from three successive meetings of the board without adequate excuse may be declared vacant by the Executive Board.

An officer or Trustee may be removed from office for cause or for failure to remain a member in good standing, by a vote of the members of the Executive Board present. The Executive Board will notify the officer or Trustee of the proceeding

and allow the officer or Trustee to address the Executive Board. The vacancy will be filled by the President, as provided in Article 13, *Vacancies on the Executive Board*.

### **Article 13**

#### **Vacancies on the Executive Board**

If a vacancy occurs in the office of an officer or Trustee, the President will select a successor who must be confirmed by a vote of the Executive Board to fill the unexpired term.

The Business Vice President acts for the President at any time that the President is unable to serve. The Business Vice President automatically succeeds to the office of President in case of a vacancy to fill the unexpired term.

### **Article 14**

#### **Duties of Executive Board Members**

**President** presides at congregational and Executive Board meetings, calls special meetings, signs legal documents, appoints committee chairs, and performs other duties incident to this office. The President is a nonvoting member of congregational committees.

**Business Vice President** chairs the Finance Committee and the Investment Committee, prepares the budget in coordination with the Treasurer, recommends member pledges and other assessments to the Executive Board, supervises the Temple Administrator and Operations Manager, approves all disbursements made by the Treasurer, and performs other duties incident to the office.

**Ritual Vice President** chairs the Ritual Committee.

**Education Vice President** chairs the School Committee and performs other duties incident to this office.

**House Vice President** assists the Operations Manager in keeping the building, property, and facilities of the Congregation secure and in good order and repair.



**Treasurer** is the custodian of the funds and securities of the Congregation. The Treasurer receives funds of the Congregation and deposits them as designated by the Executive Board; keeps an account of receipts and disbursements in the books of the Congregation, and provides this information to the Business Vice President; updates the Executive Board at each regular meeting; presents a full report of the receipts and disbursements and of the financial condition of the Congregation at the annual meeting; serves as a voting member of the Finance Committee and the Investment Committee; and performs other duties incident to the office. At the expiration of or prior to termination of the term of office, the Treasurer will deliver to the Treasurer-elect the records, documents, money, or other assets of the Congregation, together with an inventory of the items.

**Recording Secretary** serves as secretary of the Congregation and the Executive Board. The Recording Secretary keeps records of both bodies, prepares minutes and performs other duties incident to the office.

**Corresponding Secretary** communicates with members of the Congregation and community on behalf of the Executive Board.

**Trustee** serves on at least one committee. The President, in consultation with the trustee, appoints the trustee to a committee.

## **Article 15**

### **Committees**

Congregational committees and their key responsibilities are described below. The chairs of the Finance, Investment, School, Nominating, and Ritual Committees are specified below. The President, subject to the approval of the Executive Board, appoints chairs of all other congregational committees. Committee chairs, in consultation with the President, appoint their committee members.

Each committee consists of at least three members, including the chair, subject to the following exceptions. The School Committee consists of no fewer than five members, including the chair. The Nominating Committee consists of no more than six members, including the chair.

Committee actions are subject to Executive Board approval. Additional committees may be formed at any time with the approval of the Executive Board.

**Cemetery Committee** consists of the Ritual Vice President and as many members as the President deems necessary to manage the Congregation's cemeteries. Although a member of the Cemetery Committee, the Ritual Vice President does not have to be the chair.

**Finance Committee** consists of the Business Vice President, who chairs the committee, the Treasurer, and as many members as the President deems necessary. The Finance Committee prepares a detailed estimate of the Congregation's income and expenses for the upcoming year based on budgets submitted to the Finance Committee from each congregational committee; recommends member pledges and other assessments; and, as needed, arranges for an independent audit review of the accounts of the Congregation.

**Investment Committee** is chaired by the Business Vice President and includes the Treasurer, the chairs of the Congregation endowment funds, and as many other members as the President deems necessary. The Investment Committee manages the investment of congregational money, including endowments.

**Membership Committee** consists of as many members as the President deems necessary to recruit new members for the Congregation and develop programs for their orientation, integration, and retention.

**Nominating Committee** is chaired by the Immediate Past President and includes up to five additional members. If the Immediate Past President is unavailable to serve, the President will appoint a chair. A member of the Nominating Committee may not be nominated for office during the election for which the committee is formed unless that person resigns from the committee before being selected by the Nominating Committee. The Nominating Committee prepares a list of members of the Congregation to be nominated at the congregational meeting for positions on the Executive Board. The Executive Board is responsible for determining eligibility of the members. The notice of the congregational meeting, required by Article 8, *Congregational Meetings*, will include a list of members to be nominated. At the congregational meeting, members of the Congregation may nominate other eligible members who are willing to serve if elected.

**Ritual Committee** consists of the Ritual Vice President as Chair, the Rabbi and Cantor (if employed) as nonvoting members, and as many members as the President deems necessary. The Ritual Committee assists the clergy in an advisory capacity for ritual observances in the synagogue. In the absence of clergy, it is the Ritual Committee's responsibility to plan services.

**School Committee** is chaired by the Education Vice President and consists of no fewer than four additional voting members. If employed, the Rabbi, Cantor, and Director of Lifelong Congregational Learning are nonvoting members. The School Committee is responsible to the Executive Board to oversee the operation of the Religious School in collaboration with the Rabbi, Cantor, and Director of Congregational Lifelong Learning. Responsibilities of the School Committee include recommending to the Executive Board school policies, educational goals, and curricula; approving the employment and dismissal of school personnel; and recommending to the Board an annual Religious School budget and tuition schedule.

**Security Committee** consists of as many members as the President deems necessary. The Security Committee is responsible for reviewing, implementing, and overseeing measures to ensure the safety and security of the Congregation and synagogue property. This may include applying for funding, hiring contract security, and facilitating structural security updates.

**Tzedakah Committee** consists of as many members as the President deems necessary. The Tzedakah Committee encourages members of the Congregation to participate in righteous giving throughout the year. The committee sponsors projects in which congregants may help meet the needs of underserved groups and individuals in the greater Lansing community. The committee determines how money in the Rabbi Morton and Aviva Hoffman Tzedakah Fund are to be spent.

**Caring Community Committee** consists of as many members as the President deems necessary. The Caring Community Committee provides short-term practical assistance, such as meals and transportation, to members who need support due to financial hardship, death in the family, health-related issues, caregiving, or similar circumstances.

## **Article 17**

### **Clergy**

When the Congregation is seeking to hire a Rabbi, the President will appoint a rabbinic search committee. The rabbinic search committee will recommend to the Executive Board a candidate from a recognized rabbinical seminary for the position of Rabbi.

A proposal to employ or terminate the employment of a Rabbi or Cantor must be approved by two-thirds of the voting members of the Executive Board. The proposal also must be approved by two-thirds of the voting members of the Congregation who are present at the congregational meeting at which the proposal is presented.

The renewal or extension of a Rabbi's or Cantor's contract must be approved by a majority of the voting members of the Executive Board. This requirement does not apply to the extent the contract is automatically renewed or extended pursuant to its terms. If such a contract is renegotiated, however, the renegotiated contract must be approved by a majority of the Executive Board.

The functions and duties of a Rabbi and Cantor, as well as their salaries and benefits, will be defined by the Executive Board.

#### **Article 18**

##### **Fiscal Year**

The fiscal year begins on the first day of July and ends on the thirtieth day of June the following year.

#### **Article 19**

##### **Title to Real Estate**

The title to all real estate now owned or which will be hereafter acquired by the Congregation will stand in the name of the Congregation as incorporated.

The Executive Board may enter into a contract for the purchase, acceptance of a gift, sale or alienation of real estate with a two-thirds vote of the congregation present at a regular or special meeting called under Article 8, *Congregational Meetings*. The notice required by Article 8 will include the proposed transaction.

In the event that the Congregation ceases to exist as an incorporated religious non-profit organization, all property will be sold and the proceeds distributed by the Executive Board in keeping with Jewish tenets of Tzedakah. Religious artifacts still remaining will be disposed of according to Jewish practice or law.

## **Article 20**

### **Amendment of Constitution**

A proposal to amend or repeal this constitution, or any part of this constitution, must be signed by no fewer than 10% of the members in good standing and submitted to the Executive Board or submitted at a congregational meeting. For this purpose, an electronic signature is acceptable. Members of the Executive Board, as well as other members in good standing, may sign the proposal. In addition, the Executive Board, by a two-thirds vote, may propose an amendment to, or repeal of, the constitution. If an amendment or repeal is proposed by no fewer than 10% of the members in good standing or is proposed by the Executive Board, the amendment or repeal must be presented to the members of the Congregation at a regular meeting or special meeting called under Article 8, *Congregational Meetings*. Members must be notified in writing of the proposal no less than 60 days before the meeting at which the proposal will be voted on. Adoption of the proposal requires a majority vote of the members present at the regular or special meeting called under Article 8, *Congregational Meetings*. The notice required by Article 8 must include the proposal.

## **Article 21**

### **Rules of Order**

The rules of procedure at meetings will be determined by Roberts' Rules of Order, latest revised edition. The President may appoint from the members of the Executive Board an individual to serve as parliamentarian.

## **Article 22**

### **Invalidation**

Invalidation of any section of this Constitution does not invalidate the entire Constitution.