

CONSTITUTION OF TEMPLE OR OLAM

ARTICLE I - NAME

The name of the congregation shall be "Temple Or Olam."

ARTICLE II - PURPOSES

The purpose of Temple Or Olam is to promote the observance of Judaism through worship services; to ensure the continuity of the Jewish people as a community; to educate Jews on their religion, heritage, and civilization; and to establish a Jewish presence in the faith community of Cabarrus County and the surrounding counties of North Carolina. All congregation members, officers, and members of the Board of Directors must support the purposes and constitution of Temple Or Olam.

Temple Or Olam considers the tenets of Messianic Judaism, including but not limited to Jews for Jesus and other Messianic groups, to be antithetical to the purposes of this congregation. We reserve the right to deny membership to Messianic Jews, and to revoke membership to a Messianic Jew who has joined our congregation under false pretenses.

This article shall not be suspended or amended.

ARTICLE III - AFFILIATION

Section 1. The congregation shall be affiliated with any organization, as the Board of Directors shall determine.

Section 2. The congregation may, by a majority affirmative vote of members at a congregational meeting, choose to (un-)affiliate or change affiliation with a national organization of Jewish congregations. Notice of the vote shall be published as part of the agenda to be mailed or e-mailed ten days in advance of the second meeting. A majority affirmative vote of those members eligible to vote at the meeting will result in (un-)affiliation or change in affiliation.

ARTICLE IV - MEMBERSHIP

Section 1. Members shall sustain the congregation through the payment of dues and assessments. The Board of Directors reserves the right to deny membership to anyone belonging to or attending any congregation or group whose views and/or purposes the Board has deemed incompatible with those of the congregation. The following are eligible for membership:

- a. A Jewish person.
- b. A non-Jewish spouse/partner of a member. If the Jewish spouse/partner dies, divorces, or otherwise leaves the congregation, the non-Jewish partner will remain eligible to be a member as long as he/she is committed to the objectives of the congregation.

- c. A non-Jewish person who is raising children as Jewish.
- d. Any person eighteen years of age or older who resides with a member and receives more than fifty percent of his/her financial support from the member.
- e. Any person eighteen years of age or older who is studying for conversion to Judaism and who wishes to integrate into congregational life.

Section 2. Each membership unit (member) with the exception of category e. of section 1 is entitled to one vote. For example, a couple who pays dues together has one and only one vote. In any election or nomination procedure, if one member of the couple votes, that vote shall count as the couple's vote. If both members cast votes and the votes are consistent, the vote shall count as one vote. If both members cast votes and the votes are inconsistent, neither vote shall count, but the presence of one vote shall be counted for the purpose of establishing a quorum.

Section 3. There shall be five types of membership:

- a. Family Membership - Such membership shall be extended to families and shall entitle each member of the household to all membership privileges except as hereinafter modified. Such membership shall also include all single children whose principal support (more than fifty percent of their financial support) comes from their parents.
- b. Individual Membership - Such membership shall be extended to single men and women without dependent children.
- c. Student/Military Membership - Such membership shall be extended to students / members of the Armed Forces on active duty who are considered dependents for income tax purposes.
- d. Seniors - Such membership shall be extended to individuals age sixty-two and over and to families in which at least one member is age sixty-two or over.
- e. Associate Membership - Such membership shall be extended to individuals actively preparing for conversion, as described in section 1, category e. of this article. The rate shall be 80% of the appropriate membership type above (a. through d.), and the membership must be renewed annually.

Section 4. Any person seeking membership must complete a membership application form that includes an explicit endorsement of the purposes of Temple Or Olam (Article II). Membership applications are reviewed by the Board of Directors or its designate(s), and membership approval can be granted only by the Board of Directors.

Section 5. A member shall be considered to be in good standing when his or her financial responsibilities are current in a given fiscal year. A member who is not considered resigned and is not in good standing shall be considered in arrears (see also Article IX, Section 1h).

Section 6. Termination of Membership - Membership may be terminated by either of the following means:

- a. Written resignation delivered by the member to the President or Vice President. Such resignation does not remove the obligation to pay monies owed. A resigning member in good standing is entitled to a prorated refund of dues for the unstarted quarters of the fiscal year not including the quarter of the resignation. Any resignation shall be considered effective from the day on which it is received by either the President or the Vice President.
- b. The Board of Directors, by affirmative closed-ballot vote of two-thirds of the Board of Directors present, may expel a member from the congregation for any sufficient cause. No member may be expelled without an opportunity to be heard before the Board of Directors. The member will be given at least ten days' prior written notice of the meeting, along with a statement setting forth the reasons for the proposed expulsion.

ARTICLE V - DUES

Section 1. All members shall pay such dues and such other assessments including but not limited to building fund requirements as shall be determined from time to time by the vote of the general membership upon a recommendation by the Board of Directors.

Section 2. Dues are payable at the beginning of the fiscal year, or quarterly over the course of the fiscal year.

Section 3. The fiscal year shall run from July 1 through June 30.

Section 4. Dues for the portion of the fiscal year remaining at the time the new member joins the congregation shall be prorated by quarters. Dues will include the quarter in which the new member joins the congregation.

ARTICLE VI - PRIVILEGES OF MEMBERSHIP

Section 1. Members in good standing shall enjoy the following privileges:

- a. to attend all meetings of the congregation and to have a voice and vote (except for associate members) at all meetings;
- b. to participate in all religious services and events, subject to rules and regulations that may be established by the Board of Directors;
- c. to enroll their children in the schools of the congregation (if any such schools are established), subject to rules and regulations that may be established by the Board of Directors;
- d. to hold office (see Articles VIII and IX), to serve on committees (see Article XI), and to participate in auxiliary organizations of the congregation.

Section 2. Only congregation members of the Jewish faith are eligible to stand for election as President or Director of Religious Services.

Section 3. Only members of the Jewish faith can lead religious services.

ARTICLE VII - MEETINGS OF THE CONGREGATION

Section 1. The annual General Meeting of the congregation shall be held sometime during the second quarter of the calendar year as determined by the Board of Directors.

Section 2. The following business shall be conducted at the annual General Meeting:

- a. the president and standing committees shall submit annual summary reports;
- b. a budget for the coming fiscal year shall be submitted and approved;
- c. officers and Board of Directors shall be elected as needed.

Every member of the congregation shall be notified by mail or e-mail at least two weeks prior to the holding of the annual General Meeting.

Section 3. The president may call special meetings of the congregation.

Section 4. Special meetings of the congregation may be called by the written request of a majority of the Board of Directors or written request by ten percent of eligible voting members of the congregation. Said written request shall state the reason for the purpose of the meeting. The call for a special meeting shall set forth the purpose of the meeting, and no business shall be transacted except that specified in the call. Written notice of the special meeting and of its purpose(s) shall be mailed or e-mailed to the members of the congregation at least two weeks prior to the date of the designated meeting.

Section 5. At all meetings of the congregation, regular and special, the quorum for the transaction of business shall consist of ten percent of the eligible voting members (defined in Article IV) of

the congregation, including officers present. Total membership shall be determined by the membership roster as of the first day of the quarter preceding the quarter of the meeting. Unless otherwise specified in any other part of the Constitution, a majority of the voting members present shall be required to pass any motion. A tie does not pass the motion, but it does allow the motion to be revised and resubmitted (see also Article XV, Section 2).

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. The affairs of the congregation shall be managed by the Board of Directors.

Section 2. The Board of Directors shall consist of a minimum of five eligible voting members in good standing, including the officers of the congregation, all of whom are elected by the congregation for a term of two years. The number of non-officer members of the Board of Directors is determined by affirmation of a resolution at a meeting of the congregation.

Section 3. One half of the Board of Directors shall be elected every year at the annual General Meeting.

Section 4. All newly elected members of the Board of Directors shall begin office on July 1, the beginning of the new fiscal year.

Section 5. The President of the congregation shall be the chair of the Board of Directors.

Section 6. The Board of Directors shall make such rules and regulations, consistent with the Constitution of Temple Or Olam, as they may deem advisable, for the proper conduct of their meetings and for the furtherance of the general purpose of the congregation (Article II).

Section 7. The Board of Directors must hold a minimum of nine meetings a year and shall ordinarily meet once a month. The President, on the written request of three or more members of the Board of Directors, must call a special meeting of the Board of Directors. Said written request shall state the reason for the purpose of the meeting. The call for a special meeting shall set forth the purpose of the meeting, and no business shall be transacted except that specified. At least ten days' notice shall be given to call a special meeting of the Board of Directors.

Section 8. A majority of the Board of Directors shall constitute a quorum. No matter may be decided by the Board of Directors except by majority vote of the members present and entitled to vote. Only members of the Board of Directors may vote on matters to be decided by the Board of Directors. No vote by proxy shall be allowed at any meeting of the Board of Directors.

Section 9. Matters before the Board of Directors can be decided through solicitation by electronic mail through recordable affirmation by the majority of the Board of Directors except where more than a majority vote by the Board of Directors is required for adoption.

Section 10. In the event of death, resignation, disability, or removal of a Board of Directors member, a successor shall be elected by the Board of Directors within sixty days to fill the vacancy and to serve until the next annual General Meeting of the congregation, at which time the congregation shall elect the open member of the Board of Directors.

Section 11. The Secretary or Secretary Pro-tem shall keep an accurate record of the proceedings of the Board of Directors.

Section 12. The Board of Directors shall be empowered to engage personnel.

Section 13. Each member of the Board of Directors that is not an officer shall serve on at least one Standing Committee.

ARTICLE IX - OFFICERS

Section 1. Except for the President, an individual may hold more than one office. The officers of the congregation shall be:

a. **Rabbi** – The rabbi is the congregation’s clergyperson and responsible for preparing and conducting all services (Shabbat, High Holy Days, and festivals), providing pastoral counseling and spiritual direction to congregants, representing the congregation in public settings, and submitting an annual report. The rabbi will rule on the halachic acceptability and propriety of any proposed policy or guideline. The rabbi reports to the President and Board of the congregation. The rabbi is, ex officio, a voting member of the Board of Directors but shall be recused from votes that would establish a conflict of interests.

The rabbi should, to the extent possible, be available for life cycle events for members of the congregation, consistent with the congregation’s policies, including remuneration policies.

The rabbi is permitted to perform life cycle events for non-members and education to converts to the extent that there is no violation of congregational policy or conflict with congregational responsibilities.

b. **President** - The president should keep track of immediate and longer-term decisions to be made, set agendas in consultation with other Board Members, act as parliamentarian at meetings, and arbitrate any disagreements within the Executive Board. The president may also call emergency meetings and oversees long-range financial goals.

c. **Vice-President and Secretary** - The vice president and secretary helps set agendas, records all minutes, and takes care of official correspondence.

d. **Treasurer** - The duties of the Treasurer shall include, but not be limited to:

(1) supervising the collection of all monies due to the congregation,

(2) presenting the budget for the upcoming year to the congregation at the annual General Meeting,

(3) maintaining financial records for the congregation,

(4) making all authorized expenditures,

(5) depositing all funds of the congregation,

(6) presenting a written report of the financial condition of the congregation to the Board of Directors at least quarterly,

(7) presenting an annual report of the financial condition of the congregation, and

(8) appointing and supervising an Assistant Treasurer as needed.

e. **Director of Social and Adult Programming** - The director of social and adult programming creates and organizes various aspects of social programming and events. This could include contacting and arranging speakers, coordinating technical details, renting facilities, etcetera.

f. **Director of Outreach and Community Relations** - The director of outreach and community relations identifies community needs and projects. This director should also work towards finding ways for us to participate in interfaith projects as well as create and deliver programs and speakers on Jewish culture to area schools.

g. **Director of Religious Services** - The director of religious services identifies needs for religious services, arranges Shabbat and festival services, arranges yahrzeit and shiva services as needed. This director also organizes and delivers programs on religious ritual to members.

h. **Director of Public Relations** - The director of public relations arranges publicity and acts as first contact with the press, writes articles for publication, all website texts, printed materials, and the newsletter. This director is the first contact for initial inquiries about the organization.

i. **Membership Director** - The membership director

(1) receives all membership dues,

(2) maintains the membership database,

(3) forwards all dues received to the treasurer for endorsement and deposit,

(4) generates mailing lists from the database and makes them available to other officers upon request,

(5) sends out membership materials,

- (6) reports to the board of directors on members who are not current with their financial obligations at least quarterly, and
- (7) pursues the collection of arrears and reports to the board of directors those members of the congregation who should be suspended or terminated in accordance with Article IV.

Section 2. Officers are elected by the congregation for a term of two years.

Section 3. All newly elected officers shall begin office July 1, at the beginning of the fiscal year.

ARTICLE X - ELECTION OF OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS

Section 1. The President shall appoint the chair and members of the Nominating Committee.

Section 2. The Nominating Committee shall consist of at least three members.

Section 3. The majority of the nominating committee cannot be Board of Director members.

Section 4. The nomination calendar and procedure is as follows.

- a. A Nominating Committee shall be formed at least sixty days prior to the annual General Meeting of the congregation.
- b. A nomination deadline shall be set for twenty days prior to the annual General Meeting. The Nominating Committee may, at its discretion, seek approval from the Board of Directors to accept nominations made after the nomination deadline. Without Board approval, late nominations may not be accepted by the nominating committee.
- c. At least fifty-five days prior to the annual General Meeting, the chair of the Nominating Committee shall inform the congregation by mail or e-mail of
 - (1) the identities of the nominating committee members,
 - (2) the names of Board of Director members whose terms are expiring and the Board positions held by them,
 - (3) the procedure for submitting nominations, and
 - (4) the nomination deadline.
- d. Any voting member in good standing may nominate any other voting member in good standing following the procedure to be determined and announced by the chair of the Nominating Committee. The Nominating Committee shall evaluate all nominations and accept nominations of individuals who are believed to be competent, reliable, and motivated to fulfill the purposes of the congregation.
- e. The Nominating Committee shall circulate the list of approved nominees to the congregation at least ten days prior to the congregation's annual General Meeting.
- f. Nominations for Board of Directors or Officers made during the annual General Meeting will not be accepted.

Section 5. At the annual General Meeting of the congregation, the chair of the Nominating Committee shall present the names of all nominees.

Section 6. Those nominees who, at the General Meeting, receive the greatest number of votes for each available position shall be elected to fill the vacancies. In the event of a tie, a second vote shall be taken after an opportunity for discussion.

ARTICLE XI - COMMITTEES

Section 1. The Board may create ad-hoc and standing committees as needed.

Section 2. Committee chairs must be members in good standing.

Section 3. Committee chairs and coordinators must submit a written report to the President at least two days prior to each meeting of the Board of Directors.

Section 4. The President is an *ex-officio* member of each committee.

ARTICLE XII - AUXILIARY ORGANIZATIONS

The congregation shall have such auxiliary organizations as shall from time to time be authorized and constituted by the Board of Directors. The activities of all auxiliary organizations of the congregation shall always be conducted in such manner as will advance the best interests of the congregation. By-laws and other regulations of the auxiliary organizations shall be consistent with the Articles of Incorporation, Constitution, and policy of the congregation.

ARTICLE XIII - PARLIAMENTARY PRACTICE

Robert's Rules of Order shall be the standard for parliamentary procedure in this congregation, unless it is inconsistent with any part of this Constitution, in which case the provision of the Constitution shall govern.

ARTICLE XIV - RECALL OF OFFICERS OR BOARD OF DIRECTOR MEMBERS

Section 1. A member of the Board of Directors shall be removed from office when he/she ceases to be judged suitable for that position. Upon approval by two-thirds of the members of the Board of Directors, the recommendation for removal will be made at a meeting of the congregation. The member of the Board of Directors will be given the opportunity to be heard at this congregation meeting.

Section 2. The removal from office must be approved by two-thirds of the voting members present at a congregation meeting.

Section 3. The removal from office shall be treated as a resignation.

ARTICLE XV - AMENDMENTS TO THE CONSTITUTION

Section 1. Any portion of the Constitution, with the exception of Article II, which shall never be amended or suspended, may be amended in the following manner:

- a. the proposal (including specific terminology for the change) to amend or suspend one or more articles of the Constitution, or to add new articles, shall be submitted in writing to the President and Secretary of the Board of Directors, signed by not less than twenty-five percent of the members of the congregation in good standing (as defined in Article IV);
- b. the Board of Directors shall consider such proposal at its next meeting and should make a recommendation as to the action to be taken and the specific terminology for a change, if a change is recommended;
- c. such amendment must be acted on at the next annual General Meeting of the congregation or at any special meeting of the congregation called wholly or partly for that purpose;
- d. copies of the proposed amendments shall be available to each member of the congregation along with the notice of the meeting at least two weeks prior to the meeting;

- e. an amendment of the Constitution requires an affirmative vote of at least two-thirds of the members present.

Section 2. A proposal for amendment or suspension that has been rejected by the congregation may not be resubmitted for consideration of the congregation unless twelve months have elapsed since the date of rejection.

ARTICLE XVI - PROHIBITED ACTIVITIES

Notwithstanding any other provision of the Constitution, no officer, employee, director, or representative of the congregation shall take any action or carry on any activity by or on behalf of the congregation not permitted to be taken or carried on by an organization exempt under section 501 (c) (3) of the IRS and regulations promulgated thereunder, as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under section 170 (c) (2) of such code and regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

ARTICLE XVII - 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 director, officer, employee, professional staff, 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 in advance) actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if he or she reasonably believed to be in or not opposed to the best interests of the congregation and with respect to any criminal action or proceeding and had no reasonable cause to believe his or 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 which he or she reasonably believed to be in or not opposed to the best interests of the congregation and, with respect to any criminal action or proceeding, has reasonable cause to believe that his or her conduct was unlawful.

Section 2. Any indemnification under Section 1 above (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 or she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made: (1) by the Board of Directors by a majority vote of a quorum consisting of members who are 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. The congregation shall pay expenses incurred in defending a civil or criminal action, suit or proceeding 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 or she is not entitled to be indemnified by the congregation as authorized in this provision of the Constitution.

Section 4. The congregation shall attempt to purchase and maintain insurance on behalf of any person who is indemnified by Section 1 above.

ARTICLE XVIII - DISSOLUTION OR MERGER

In the event of the dissolution or merger of Temple Or Olam, no officer, director, employee, or

representative of Temple Or Olam 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 obligations of the congregation, shall be conveyed to one or more of the types of organizations and institutions set forth in G. S. 105-164.14 (b), or to a county or an incorporated city or town, or to an organization exempt from federal tax under the provision of Section 501 (c) (3) of the IRS code. Moreover, any such use or distribution of the money or property of the congregation shall be in accord with the congregation's purpose as set forth above, and to the extent possible, shall promote similar or related purposes. Temple Or Olam cannot merge if the merger requires or amounts to the amendment or suspension of Article II.

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