

CONSTITUTION AND BY-LAWS OF TEMPLE BETH TORAH

Article I. Name of the Congregation

The name of the congregation is Temple Beth Torah (“Congregation”, “Temple”, “TBT”), located in Chantilly, Virginia, a non-profit, religious and educational organization.

Article II. Purpose

The purpose of Temple Beth Torah is:

- to foster the tenets and purposes of Reform Judaism by providing a house of worship, for learning, studying, and perpetuating the Jewish religion, its heritage, teachings, and values.
- to enable its members to develop a relationship with God through communal worship and study of Torah.
- to assist its members and their member households in applying the fundamental and enduring principles of Reform Judaism.
- to create a sense of community and belonging among its members and member households.
- to provide Jewish religious, social, cultural, and educational opportunities to the communities of Northern Virginia.

Article III. Designation

The Congregation is organized for charitable, religious, and educational purposes under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).

Article IV. Affiliation

Temple Beth Torah is a Reform Jewish Congregation. Temple Beth Torah is a member of the Union of Reform Judaism (“URJ”) and will abide by the Constitution and By-laws of the URJ and will pay dues to the URJ as specified.

Article V. Membership

Any person who meets the eligibility criteria below and who subscribes to the principles and purpose of TBT shall be eligible for membership in the Congregation upon written application and payment of dues as stipulated by the Board of Directors.

1. Eligibility. In order to be eligible for membership in TBT, a person 18 years or above, must fulfill at least one of the following criteria:
 - (a) be Jewish by patrilineal or matrilineal descent or a convert to Judaism;
 - (b) one adult member of a family avows belief in the Jewish religion;
 - (c) be a parent or legal guardian of a Jewish child; or
 - (d) be actively engaged in the process of conversion to Judaism.

For purposes of membership, family is defined as no more than two adults and any dependent children.

The Board of Directors may deny membership within a reasonable amount of time to any applicant or member with a two-thirds vote of the full Board.

2. Finances. Members shall be required to pay all financial obligations in accordance with the amounts and timetable determined by the Board of Directors each year. New members may join at any time. A member is deemed to be in "good standing" if the member is current in the member's obligation to pay all its financial obligations to the synagogue. The Trustees may waive, extend or modify any financial obligation for cause.
3. Privileges of Membership.
 - (a) Religious School. The children of Temple Beth Torah are entitled to attend Religious School at the rate established by the Religious School Board, with approval by the Board of Directors. Fees for Religious School are not included in the membership dues.
 - (b) Other Privileges. Members are entitled to attend religious services, High Holiday services, B'nai Mitzvah, Consecration, Confirmation, adult education, receive life-cycle event assistance, and participate in any other Congregation sponsored activity. Special fees may be designated by the Board or other persons in charge of the activities.
 - (c) Membership Meetings. The general membership of Temple Beth Torah shall have regular meetings at least once annually. Voting at meetings shall be restricted to members in good-standing at the time of the meeting.

Article VI. Board of Directors

1. General Powers and Duties. The members of Temple Beth Torah vest in the Board of Directors ("Board"), a body of representatives duly composed in accordance with these By-laws, the authority and responsibility for implementing the stated purpose of Temple Beth Torah. The Board shall engage professional staff, and manage, control, and direct the affairs and property of Temple Beth Torah.

2. Composition of the Board. As provided by these By-laws the Board of Directors of Temple Beth Torah shall be comprised of the following groups:

- a) Executive Board
 - President
 - Vice President
 - Treasurer

- b) Officers
 - President
 - Vice President
 - Treasurer
 - Recording Secretary
 - Corresponding Secretary

- c) Full Board
 - President
 - Vice President
 - Treasurer
 - Recording Secretary
 - Corresponding Secretary
 - Religious School Chairperson
 - High Holiday Chairperson
 - Member-at-Large (multiple positions)
 - Brotherhood President
 - Sisterhood President
 - Past President
 - Ritual Chairperson

Officers are listed in the order in which they would assume responsibility of the President.

3. Duties of the Officers

President. The President shall be the official representative of the Congregation and shall act as the Chairperson of the Board of Directors. The President shall supervise the activities of the Officers of Temple Beth Torah in accordance with the policies and directives approved by the Board of Directors and in accordance with Article II. Except as otherwise provided by these By-laws, the President shall select Committee Chairpersons with the approval of the majority of the Board. He/she shall call special meetings, shall oversee the various committees and act as ex-officio member of all committees except the Nominating Committee and perform such other duties as are incident to the office.

Vice President. _ The Vice President shall assume the President's duties in the event that the President is unable to perform these duties for any reason. As part of this responsibility, the Vice President shall call a yearly calendar meeting in January at which the heads of all Committees, as well as the Board, convene to establish a calendar of events for the upcoming year.

Treasurer. The Treasurer shall perform all duties customarily associated with the office, shall have the custody of and be responsible for all organizational funds, and shall keep full and accurate accounts of receipts and disbursements in the books of the Temple. The Treasurer shall deposit all monies or other valuable effects in the name of Temple Beth Torah in such depositories as shall be selected by the Board of Directors. The Treasurer shall chair or serve on Budget and Finance Committees.

The Treasurer shall disburse the funds of the Congregation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render an account of the financial condition of the Congregation to the President and the Board of Directors at its regular meetings or whenever the Board of Directors so requests.

Recording Secretary. The Recording Secretary shall maintain a record of official correspondence of the Congregation, maintain an accurate record of the proceedings of all general Congregation meetings and meetings of the Board of Directors, and perform all other duties customarily associated with the office or that the Board so directs.

Corresponding Secretary. The Corresponding Secretary shall send notices of all Congregation and Board of Directors meetings; shall conduct the correspondence of the Congregation as directed by the President, the Board of Directors, and the Officers; and shall distribute to the members of the Congregation an updated copy of these By-laws within 30 days after the adoption of any amendment thereto. In consultation with the Treasurer, the Corresponding Secretary shall oversee acknowledgment in writing all contributions and donations to the Congregation. The Corresponding Secretary shall send absentee ballots or proxies to members in good standing, upon the member's request. The Corresponding Secretary, or his/her delegate, is responsible for maintaining the communications of the Congregation including social media, the newsletter and other publicity of Temple Beth Torah.

4. Election of the Board

- (a) Board Officers, the Chairperson of the High Holiday Committee, the Chairperson of the Religious School Board, and Members-at-Large shall be elected by the general membership of Temple Beth Torah. In any contest to elect either an Officer, Chairperson of the High Holiday Committee, Chairperson of the Religious School Board, or one or more Members-at-Large, the outgoing President shall cast any tie-breaking vote necessary to determine the candidate to serve the position, but shall not otherwise vote.
- (b) Each term of a Board member shall coincide with the fiscal year of the Temple. The term of an Officer on the Board, Chairperson of the High Holiday Committee, and Chairperson of the Religious School Board and Members-at-Large shall be one year.
- (c) It is at the discretion of the Executive Board to determine the number of Member-at-Large positions necessary to carry out the goals of the Board each term.

- (d) Officers shall be limited to serving two consecutive elected terms in the same position. The term of a Board member shall also expire upon his/her death, resignation, or removal or dismissal in accordance with these By-laws. The term of a Board member may be extended if no other candidate has been identified after reasonable efforts have been made. Additionally, terms may be extended at the discretion of the Board of Directors. After expiration of his/her term, the person shall relinquish all organizational records to the Board.
 - (e) Any vacancy on the Board of Directors other than the immediate past President shall be filled by appointment of the Board, subject to confirmation at the next General Membership Meeting.
5. Eligibility. To be on the Board a person must be a member in good standing of Temple Beth Torah and shall not be a member of any other Congregation in the Washington, D.C., primary metropolitan statistical area (PMSA). Members of the Board must be Jewish, as defined in Article V, Section 1, except for the positions of Brotherhood and Sisterhood President, who are elected by their respective membership.
6. Meetings of the Board of Directors.
- (a) Regular meetings of the Board shall be held at least once every two months. All Congregation members shall have the right to attend regular meetings of the Board. Minutes shall be taken at all meetings and be made available upon request.
 - (b) Special meetings, open or closed, may be held at the request of the President or at the request of one-third of the Board members in office. Closed special meetings shall be reserved for highly sensitive matters involving personnel, legal action, contracts, or other matters of a compelling confidential nature.
 - (c) The time and place of all meetings of the Board of Directors shall be designated by the President.
 - (d) At least seven days' notice shall be given to each Board member of a regular meeting of the Board of Directors. At least three days' notice shall be given to each Board member of a special meeting of the Board of Directors. The notice of special meeting shall state the purpose of the meeting, and the business of the Board of Directors at a special meeting shall be limited to the purpose stated in the notice.
 - (e) Fifty percent (50%) of the number of the Board as designated by these By-laws shall constitute a quorum for the transaction of business at any Board Meeting. If a quorum is not present at a meeting, a majority of the Board members present may adjourn the meeting to another time, without further notice.
 - (f) Except as otherwise provided by law, the articles of incorporation, or these By-laws, all matters before the Board shall be decided by a majority vote of the Board members present at a meeting at which a quorum exists. The President may vote either to make a tie or to break a tie, but shall not otherwise vote.
 - (g) Any or all Board members may participate in a meeting of the Board, or a Committee of the Board of Directors, by means of conference calling or by any means of

communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting and shall be so noted in the minutes.

7. Resignation, Removal or Dismissal from Office.

- (a) A Board member may resign by giving two weeks' notice to the Board of Directors.
- (b) If a Congregant believes that a Board member is negligent in the performance of his/her duties and should be removed, the following procedures shall be taken:
 - (i) Allegations shall be presented before the Board in writing at a regular or special meeting of the Board at which a quorum is present.
 - (ii) The Board member being charged may respond to the allegations in writing, to be delivered to the Board within two weeks of the allegations being presented.
 - (iii) The Board shall vote on the retention/dismissal of the charged member at a regular or special Board meeting within two weeks following the receipt of the charged member's written response to the allegations or within two weeks following the expiration of his/her time period to make such response, whichever occurs first. Approval by a two-thirds vote of the full Board (excluding the charged member) shall be required to remove a charged member.
- (c) A Board member may be dismissed from office by the Board of Directors for missing at least three consecutive Board meetings, or for missing more than one-half of all Board meetings in any six-month period, or for just cause. Approval by a two-thirds majority of the Board (excluding the member under scrutiny) shall be required to dismiss a member.
- (d) Resignation, removal or dismissal of a Board member pursuant to this provision shall also constitute removal of that person from any board or chair position occupied by that person.

8. Fidelity Bond. All Officers shall be covered by a fidelity bond, the cost of which shall be borne by the congregation.

Article VII. Executive Board/Trustees

- 1. The President, the Vice-President, and the Treasurer shall constitute the Executive Board and Trustees of the Congregation ("Executive Board", "Trustees"). In the event that any of these become unavailable, the Board of Directors shall name either the Corresponding Secretary or the Recording Secretary to become a Trustee. Whenever appropriate or necessary, application shall be made to the Circuit Court of Fairfax County, or any other court having jurisdiction for the appointment of the trustees pursuant to the provisions of Title 57 of the Code of Virginia, as amended. Upon such appointment the trustees shall have all powers, authorities, duties and obligations given them or imposed upon them by the laws of the Commonwealth of Virginia.

2. The trustees shall be vested with legal title in and to all of the Congregation's land, and any improvements thereon. They shall also have legal title in and to all books, furniture, papers, securities, and other property of the Congregation, custody of which may be from time to time entrusted to the officers in the performance of their duties.
3. The trustees shall maintain a set of books, which shall list all property of the Congregation and the value thereof. They shall cause an accurate inventory of the property of the Congregation to be made at least biennially. They shall at least biennially report in writing to the Board of Directors as to the status and condition of the property of the Congregation.
4. The trustees shall be responsible for determining the remuneration of its employees and executing any contracts on behalf of TBT.
5. On occasion, the trustees may conduct closed meetings for the purpose of discussing highly sensitive matters involving personnel, legal action, contracts, or other matters of a compelling confidential nature.

Article VIII. Civil Immunity

Every member of the Board of Directors of the Congregation shall be indemnified from civil liability for acts taken in their capacities as Board members of the Congregation, unless the Board member engaged in willful misconduct or a knowing violation of the criminal law.

Article IX. Voting

1. Board of Directors' Meetings. Each member of the Board of Directors shall have one vote. The President may only vote either to make a tie or to break a tie, but shall not otherwise vote.
2. General Membership Meetings.
 - (a) At the General Membership Meeting, the membership in good standing votes to elect the incoming Officers, the Chairperson of the High Holiday Committee, the Chairperson of the Religious School Board, and Members-at-Large; to hear reports from various officers as may be requested to do so by the Board; to approve any special referendum authorized by the Board of Directors; and to approve any amendment to these By-laws. Except as provided in Article VI, Section 4. The President shall not vote in any contest to elect either an Officer, the Chairperson of the High Holiday Committee, the Chairperson of the Religious School Board, or one or more Members-at-Large. In any other matter, the President may vote either to make a tie or to break a tie, but shall not otherwise vote.
 - (b) Each Membership Unit shall have one vote at any General Membership Meeting.
 - (c) Members who cannot attend a General Membership Meeting due to extenuating circumstances may request an absentee ballot from the Corresponding Secretary. The absentee ballot must be presented to the Corresponding Secretary no later than 48 hours prior to the vote. An absentee ballot shall be limited to elections for Officers, the Chairperson of the High Holiday Committee, the Chairperson of the Religious Education Board, and Members-at-Large.

- (d) Voting may be conducted by voice, raised hand, or by ballot, and the method of voting will be determined by the presiding officer as the situation warrants.
 - (e) Decisions of the Membership, unless otherwise specified in the By-laws, shall be a majority of those members present and voting.
3. A quorum at a General Membership Meeting shall be ten percent (10%) of the Membership Units eligible to vote. Absentee ballots shall not be counted toward a quorum. Failing a quorum, the General Meeting will be rescheduled within 30 days. Should a second meeting fail to achieve a quorum, the Board shall be empowered to transact the business of the failed General Membership Meeting and notify the membership of the outcome.

Article X. Committees

The role of Committees shall be to recommend policies, actions, and expenditures to the Board and to implement Board directives. Committees shall be responsible for the implementation of their recommendations after Board approval. They shall administer the day-to-day activities of the programs for which they are responsible and report their activities to the Board as appropriate. The Chairperson of each Committee shall be appointed by the President, with the approval of the Board, except for the High Holiday Committee who shall be elected by the general membership.

1 . Committees.

(a) Standing Committees.

- i. **Ritual Committee.** The Ritual Committee shall be comprised of the Rabbi, Cantor, Religious School Director, President, High Holiday Chairperson, and others as deemed appropriate by the Ritual Committee Chairperson. The role of the Ritual Committee is to consider and establish observances for the synagogue and promote practices that enhance the values of Jewish living. The Ritual Committee shall provide resources for congregants' life cycle events. The Ritual Committee shall meet, at a minimum, four times per year, address ritual questions and provide guidance in accordance with the principles of Reform Judaism.
- ii. **High Holiday Committee.** The High Holiday Committee is responsible for organizing the logistics of annual High Holiday Services. The Chairperson of the High Holiday Committee shall be elected by the general membership.
- iii. **Elections Committee.** This Committee is responsible for accepting nominations, ensuring that each position has at least one candidate running, and for conducting the election. The Chairperson of the Elections Committee shall not run for an elected position. The Elections Committee shall publish a list of candidates as part of the notice for the annual elections meeting 30 days prior to the annual elections meeting. Nominations from the floor shall not be permitted at the annual elections meeting.
- iv. **B'nai Mitzvah Committee.** The B'nai Mitzvah Committee interacts with the Board,

Clergy, Religious School, and Ritual Committee to implement and oversee all activities related to B'nai Mitzvah.

- v. Membership. The Membership Committee shall recruit members and welcome all new and prospective members into the Congregation. The Committee shall orient them to the activities, events, and services provided by the Congregation.

(b) Special Committees. Special Committees may be established by the Board of Directors as deemed necessary to achieve specific objectives of the organization. Special Committee Chairpersons shall not, merely as a result of such status, also be members of the Board.

2. Eligibility. Committee members, including their Chairpersons, must be members in good standing of Temple Beth Torah. In addition, the Chairpersons of the Ritual and High Holiday Committees must be Jewish as defined in Article V, Section 1, and the Chairperson of the High Holiday Committee shall not be a member of any other Congregation in the Washington, D.C. (PMSA).
3. Terms. The term of each Committee Chairperson shall be one year, which may be extended at the discretion of the Board.
4. Budgets and Reports. Each Committee shall submit an annual budget for approval by the Board. Each budget shall be itemized by major expenses or activities. Any changes or additions in budget line items must be approved by the Board in advance. The Chairperson of each Committee shall make a formal report to the Board at each regular Board meeting.

Article XI. Religious School Board

1. General Powers and Duties. The Religious School Board shall supervise the Religious School of Temple Beth Torah. The Board shall establish the curriculum and school related activities, determine policy and rules, and set standards for the operation of the Religious School. The Board is also responsible for making recommendations to the TBT Board of Directors for all paid and unpaid positions in the school and implementing a program of continuing teacher education. It shall also determine the budget for the monies of the Religious School. Any use of Congregation funds outside of the approved school budget requires the approval of the Congregation's Board of Directors.
2. Composition. The Religious School Board shall be composed of its Chairperson, the Education Director, and a minimum of three Religious School Board Members-at-Large. Except for its Chairperson, the members of the Religious School Board shall not be members of the Congregation's Board of Directors.
3. Chairperson. The Chairperson shall be elected by the general membership, must be a member in good standing of Temple Beth Torah, must be Jewish as defined in Article V, Section I (a), and shall not be a member of any other Congregation in the Washington, D.C. (PMSA). The term of the Chairperson shall be one year and is renewable per section Article VI, Section 4 (c).
4. Other Members of the Religious School Board. The Education Director shall be approved by the Congregation's Board of Directors and must be Jewish. The Religious School Board

Members-at-Large shall be appointed by the Chairperson of the Religious School Board. The term of Religious School Board Members-at-Large shall be one year and may be extended at the discretion of the Religious School Chairperson.

Article XII. Clergy

1. Rabbi.

The Rabbi shall be the spiritual leader of the Congregation and shall enjoy freedom of the pulpit.

The Rabbi shall be responsible for providing advice and guidance to the Ritual Committee as well as members of the Congregation as needed.

The Rabbi shall perform such duties as are contained in the employment contract between the Rabbi and the Congregation and such other duties and activities as are usual, customary and consistent with the terms of his/her contract.

2. Cantor/Cantorial Soloist.

The Cantor shall seek the advice and guidance of the Rabbi in the performance of his/her duties.

The Cantor shall perform such duties as are contained in the employment contract between the Cantor and the Congregation and such other duties and activities as are usual, customary and consistent with the terms of his/her contract.

3. Search Committee for Clergy.

In the event that a Rabbi or Cantor needs to be hired, a search committee will be appointed by the President with the approval of the Executive Board. The search committee will identify, interview and recommend qualified rabbinical/cantorial candidates to the Executive Board for consideration.

The Executive Board will then interview the candidates recommended by the search committee for further consideration and presentation to the full board. A selection panel of the board shall be convened to determine the most qualified candidate(s) for further consideration.

The candidate(s) for Rabbi or Cantor/Cantorial Soloist shall conduct at least one Shabbat service for the purpose of letting the congregation become acquainted with the candidate(s).

Within 30 days of the last candidate's Shabbat service a special congregational meeting will be held to elicit feedback from the Congregation. The information obtained from the interview process will be considered for vote by the Board and a final recommendation will be put forth to the Congregation. The candidate must be ratified by a two-thirds vote of the member units of the Congregation, as defined by these by-laws, and assembled for the purpose of deciding this issue (either in person or by absentee ballot).

The decision to renew the contracts and determine the clergy's remuneration shall be made by the Executive Board.

Article XIII. Amendments

The Board of Directors may propose an amendment to these By-laws by a majority vote of the full Board of Directors. Any member of the Congregation may propose an amendment to these By-laws provided that the member submits to the Board of Directors the proposed amendment in writing with the signatures of ten members in good standing. The general membership in good standing votes to approve any amendment to these By-laws. All members in good standing shall be sent a written copy of the proposed amendment no later than 15 days prior to the general membership meeting. To amend these By-laws, approval by two-thirds of the member units of the Congregation, present (either in person or by absentee ballot) and voting on the proposed amendment at a General Membership Meeting shall be required.

Article XIV. Activity Limitation

1. No part of any funds of the Congregation shall be used for the benefit of, or be distributable, to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing, or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.
2. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. Notwithstanding any other provision of these By-laws, no officer, employee, director, or representative of the synagogue shall take any action or carry on any activity by or on behalf of the synagogue 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 XV. Real Estate

Before any contract for the purchase of real estate shall be entered into, the Board shall ascertain all relevant facts and submit them to the Congregation at a meeting called to pass upon the proposed transaction. A two-thirds vote of the member units of the Congregation, as defined by these By-laws, present (either in person or by absentee ballot) at such a meeting shall be required

to authorize any such purchase, or the alienation, exchange, lease or encumbrance of any part of the real property of the Congregation. Whenever appropriate, the trustees shall petition an appropriate court for the approval of any such contract or transaction involving the sale, exchange, or encumbrance of real estate, as provided by Section 57-15 of the Code of Virginia, as amended.

Article XVI. Dissolution of the Congregation

1. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal place of business is then located, exclusively for such purposes or to such organization, as said Court shall determine, which are organized and operated exclusively for such purposes.
2. If the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of the Congregation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Article XVII. Miscellaneous Provisions

1. Fiscal Year. The Congregation's fiscal year shall be June 1 to May 31.
2. Procedural Authority. Any parliamentary item not addressed and resolved by these By-laws shall be governed by Robert's Rules of Order, latest revised edition.
3. These By-laws shall be reviewed by the Executive Board at a minimum every five years.