

August__, 2008

CONSTITUTION OF YOUNG ISRAEL OF THE WEST SIDE

Preamble

We, the men and women of the Young Israel of the West Side in order to instill a true and devoted reverence for Orthodox Judaism in the hearts of the youth of Israel and to inspire them with a desire for Jewish knowledge and learning, love and respect for traditional Judaism, that they may learn to live a wholesome Jewish life in the spirit of the Torah and its teachings and to establish a unified Jewry, do hereby adopt this constitution.

Article I

NAME

Section I - The name of this organization shall be YOUNG ISRAEL OF THE WEST SIDE.

Article II

PURPOSE

Section I-A. It shall be the purpose of this organization to conduct a synagogue in strict accordance with the orthodox Jewish tradition and in keeping with the rules of the synagogue committee of the National Council of Young Israel.

- a. There shall be no commercialism in connection with the services in the synagogue.
- b. Strict decorum shall be observed at all services.
- c. Young Israel congregational singing shall be conducted at all services.

B. To provide proper facilities for the dissemination of knowledge of Jewish faith, history, literature, and Jewish life and ideals.

C. To participate in worthy movements and activities which would be of benefit to the Jewish people and tend to awaken them to their duties and responsibilities as Jews.

D. To conduct educational and social activities in connection with the celebration of Jewish holidays.

E. To promote the welfare of the members of this organization.

F. To assist in every way possible the Jewish community in which this organization is located.

Article III

MEMBERSHIP

Section 1 - Any man or woman of the Jewish faith who is a Sabbath observer or has intentions of becoming a Sabbath observer or one who believes in the principles or ideals of Young Israel is eligible for membership.

Section 2 - Membership applications shall be received by the Chairman of the Membership Committee or his nominee together with payment of dues for at least one-half year. Requests for waiver of membership dues due to financial hardship will be handled as per Article IV.

Section 3 - A majority of the Membership Committee may recommend rejection of an application for membership. Such recommendation shall be made to the Executive Board. If a majority of the Executive Board concurs, the application shall be considered rejected. The applicant, however, shall retain the right to appeal the decision of the Executive Board to the next membership meeting where a majority vote shall determine acceptance or rejection of the application.

Section 4 - A membership application shall be deemed accepted upon recommendation of the Membership Committee and approval by a majority of the Executive Board present at the Executive Board meeting to which the application has been submitted for approval.

Section 5 - Membership in Young Israel of the West Side can be Family Membership or Individual Membership. Family Membership entitles the husband and wife to separate votes. The same shall hold true for any two (2) related adults in a single household paying Family Membership dues (i.e., mother/son, etc.), but in no event to more than two (2) votes per Family Membership.

Section 6 - The rights and privileges of a member may be suspended by a vote of three-fourths (3/4) of the Executive Board for behavior unbecoming of a member of Young Israel of the West Side.

Article IV

DUES

Section 1 - The amount of the annual dues shall be proposed from time to time by the Executive Board. Proposed changes to membership dues shall automatically be brought before the membership at the next General Membership meeting and shall be deemed approved unless overturned by a two-thirds (2/3) majority of the total number of votes entitled to be cast at such meeting.

Section 2 - Annual dues shall be payable as of January 1st of each year. Persons admitted to membership after July 1st may pay one-half the annual dues for the calendar year.

Section 3 - A member who has not paid his dues after a period of sixty (60) days from the due date is to be considered delinquent. A consequence of delinquency is the suspension of all rights and privileges of membership. Delinquent members are to be informed in writing by the President of their delinquency and its consequences.

Section 4 - Payment of arrears by a member, who has been deprived of his rights and privileges pursuant to Article IV, Section 3, above, may reinstate those rights and privileges only upon approval of the President, and the payment in full of arrears. Hardship waivers of membership dues shall be determined by the President, First Vice President, and Chairman of the Membership Committee at their sole discretion.

Section 5 - A member who has not paid any dues for a period of two (2) consecutive years shall be deemed to have his membership terminated, after having been so notified by mail.

Article V

MEETINGS

Section 1 - In addition to the Election of Officers meetings, two (2) other Regular Membership meetings shall be held annually in the months of June and December. Meetings may be held more frequently at the discretion of the President.

Section 2 - The Executive Board shall meet monthly or more frequently at the discretion of the President.

Section 3 - Special Membership meetings may be called by (i) The President when requested to do so by a majority of the Executive Board or (ii) ten percent (10%) of the total number of votes entitled to be cast at such meeting.

Section 4 - The President shall call a special meeting of the Executive Board when requested to do so by a majority of the Executive Board.

Section 5 - Notices of Membership meetings shall be mailed to members at least ten (10) days, but no more than fifty (50) days, prior to the date of the meeting. This notice shall state the place, date and hour of the meeting and, unless it is a regular meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting and shall advise the members of any special or unusual business to be transacted at the meeting. A copy of the notice of any meeting shall be given, personally or by mail, to each member entitled to vote at such meeting and shall otherwise be in compliance with Section 605 of the New York Not-for-Profit Corporation Law or any successor thereto. Members may, at their option, elect to receive said notices via email.

Section 6 - Quorum for meetings of the general membership shall be comprised of fifteen (15) members in good standing, *provided, however*, that the quorum shall never be comprised of the lesser of (i) one hundred (100) votes and (ii) ten percent (10%) of the total number of votes entitled to be cast at such meeting.

Section 7 - A majority of the Executive Board shall constitute a quorum for meetings of the Executive Board.

Section 8 - Meetings of the Board of Trustees shall be held at least three (3) times a year, and may be called more frequently at the discretion of the Chairman of the Board of Trustees, or by petition by a majority of the Board of Trustees.

Section 9 - A majority of the Board of Trustees shall constitute a quorum for meetings of the Board of Trustees.

Section 10 - Special meetings of the Executive Board may be called by the President, or the majority of the members of the Executive Board. Such meetings may be called on no less than 48 hours' notice, absent exigent circumstances which may require immediate action, to be transmitted in writing by hand, by overnight mail, by facsimile, or by electronic mail. Special Meetings of the Board of Trustees may be called by the President upon 48 hours' notice or by any two (2) Trustees upon 24 hours' notice, such notice to be transmitted in writing by hand, by overnight mail, by facsimile, or by electronic mail. Notice shall be deemed given as soon as it is received by each member entitled to vote at such meeting, and shall contain the time and place of the meeting (which may be conducted by telephone conference or electronic mail, at the discretion of the President or other officer presiding at such meeting), and agenda for such meeting.

Section 1 - The Executive Board shall be responsible for the day to day operations of the organization and consist of the following elected Officers:

President
Four (4) Vice-Presidents, one (1) of whom is to be designated as First Vice-President
Treasurer
Financial Secretary
Recording Secretary
Gabbai
Two (2) delegates to the National Council of Young Israel

The duties and responsibilities of each Officer are as follows:

(a) President - To act as Chairman of all Executive Board meetings and General Membership meetings, as well as to follow up on activities of all Officers and committee Chairpersons to be sure that their duties are being carried out.

(b) Vice-Presidents:

[i] To assist the President in carrying out his duties, to substitute for the President in his absence, and to assume responsibility for at least one (1) function required by the organization, i.e., committee chairmanship, publications, communications, etc.

[ii] First Vice-President - In addition to the duties enumerated in [i] hereof, to be prepared to take full charge as President for the remainder of the term in the event that the President shall fail or cease to act.

(c) Treasurer - To act in a supervisory capacity by meeting with the Financial Secretary in the office once a month, for the purpose of going over a financial statement of all cash receipts and disbursements, as well as fund raising to assure proper cash flow. It shall also be the responsibility of the Treasurer to answer any questions about the financial condition of the organization posed by any Officers at the meetings of the Executive Board. Lastly, the Treasurer shall prepare the tax returns for the organization annually.

(d) Financial Secretary - To be in charge of accounts payable (i.e., review all bills and sign checks in payment thereof). Funds shall not be withdrawn from any depository except with the signatures of both the President and Financial Secretary.

(e) Recording Secretary - To take minutes of all Executive Board, Board of Trustee, and General Membership meetings as well as to conduct the correspondence of the organization as directed by the Executive Board and/or Board of Trustees.

(f) Gabbai - To assume responsibility for religious services in the synagogue and to act as Chairman of the Ritual Committee.

These Officers and Trustees are to be elected by the membership at the Election meeting.

A member shall not serve simultaneously in two (2) elected positions nor shall multiple members of the same Family Membership (e.g., spouses, parent & child residing together) hold elected or appointed positions referenced in this Article VI simultaneously.

Any Officer or Trustee absenting himself from three (3) consecutive meetings without sufficient excuse may have his position declared vacant. Excuses shall be deemed sufficient at the sole discretion of the President.

Section 2 - At the first meeting the Executive Board, the Officers shall elect one (1) of the Vice-Presidents as First Vice-President.

Section 3 - In the event the President shall be unable to exercise the duties of his office, the First Vice-President shall succeed to the Presidency. If a First Vice-President shall not have been designated, a Special Membership meeting with due notice shall be called where a majority vote shall decide which Vice-President shall succeed to the Presidency.

Section 4 - The tenure of office for all Officers shall be one (1) year. Should an Officer other than the President be unable or unwilling to complete his term, the Executive Board shall fill such vacancy until the next regular election.

Section 5 - The Board of Trustees shall consist of the following:

The elected Officers enumerated in section 1 of this Article, excluding the Financial Secretary and the delegates to the National Council of Young Israel.

Nine (9) generally elected Trustees.

One (1) separately elected Chairman of the Board of Trustees.

Section 6 - Trustees shall be elected for terms of two (2) years with their election staggered so as to create two (2) overlapping classes of (i) five (5) Trustees and (ii) four (4) Trustees and the Chairman of the Board of Trustees. If for the upcoming year there remain ten (10) Trustees with unexpired terms, no Trustees shall be elected. Notwithstanding the terms described herein, the remaining terms of the current members of the Board of Trustees shall not be affected.

Section 7 - Council delegates shall be chosen in accordance with the Constitution and by-laws of the National Council of Young Israel.

Section 8 - Should a Trustee be unable or unwilling to complete his term, the remaining Trustees may fill such vacancy until the next meeting where Trustees are elected by the Members, so long as such appointment is ratified by a majority of the Executive Board.

Section 9 - It shall be the responsibility of the Board of Trustees to approve the annual budget, any unbudgeted expenditure exceeding \$10,000, and any other proposal of the Executive Board involving contractual obligations exceeding one (1) year or relating to the maintenance and disposition of temporal assets of the organization, including but not limited to the land, building, and air rights. Notwithstanding the above, all decisions of the Board of Trustees concerning the hiring and retention of clergy (including but not limited to Rabbis, Cantors, or any associate thereof) shall be submitted to the general membership for approval.

Section 10 - The Chairman of the Board of Trustees shall call meetings of the Board of Trustees when required herein, and may call such additional meetings at his discretion as he sees fit, shall preside over all meetings of the Board of Trustees, and shall be entitled to cast the deciding vote in all cases of a deadlock among the remaining Board of Trustees members. He may also, at his discretion, appoint another duly elected Trustee to preside over any meeting of the Board of Trustees.

Section 11 - The Board of Trustees may elect Honorary Trustees upon the affirmative vote of two thirds (2/3) of the Trustees present and voting. Such honorary membership on the Board of Trustees shall be granted to persons who have given outstanding service to, or who are able

to make a unique contribution to, the organization. Honorary Trustees shall not be eligible to vote with the Board of Trustees.

Section 12 - The following Standing Committees are hereby established:

Membership
Fundraising
Communications
House & Maintenance
Ritual
Education & Culture
Youth
Social

Article VII

ELECTIONS

Section 1 - Nominations shall be held one (1) meeting prior to elections.

Section 2 - Nominations shall be held at the Regular Membership meeting held in December. Elections shall be held within six (6) weeks following the nomination meeting.

Section 3 - A majority vote at a General Membership meeting, or a unanimous vote of the members of the Executive Board may effect a change in the schedule of nomination and election dates.

Section 4 - Any person who has been a member in good standing for three (3) years and who is a Sabbath and Holiday observer shall be eligible to hold office.

Section 5 - Only a person who has held an elected position for at least one (1) year in Young Israel of the West Side shall be eligible for election to the office of President.

Section 6 - Only a person who has been a member in good standing for five (5) years and who is a Sabbath and Holiday observer shall be eligible to be elected Trustee.

Section 7 - Only a person who has been a member in good standing for five (5) years, and has held an elected position for at least one (1) year in Young Israel of the West Side shall be eligible for election to the office of Chairman of the Board of Trustees.

Section 8 - The President may not serve more than three (3) consecutive terms in that same position. The Chairman of the Board of Trustees may not serve more than two (2) consecutive terms in that same position.

Section 9 – For all votes of the Executive Board, Board of Trustees, and general membership excluding the election of Officers and Trustees, only affirmative or negative votes shall be counted. (viz., abstentions shall not be counted towards the majority or super majority required to pass a proposal.)

Section 10 – Any member may nominate himself for any position at which he is eligible to serve either in person at the Nomination meeting or by notifying the Executive Board in writing prior to Nomination meeting.

Article VIII

AMENDMENTS

Section 1 - The following sections of this Constitution shall not be subject to amendment:

The Preamble
Article I. Section 1
Article II. Section 1
Article VI. Section 7
Article VII. Section 4
Article VIII. Section 1

Section 2 - This Constitution, with the exception of those sections designated in section 1 of this Article, may be amended at any membership meeting, by a two-thirds (2/3) vote of the members present, provided that due notice shall have been mailed to all members stating that discussion of an amendment to the Constitution is on the agenda of the meeting.

Article IX

GENERAL PROVISIONS

Section 1 – All original official documents including but not limited to financial statements, depository accounts, bills of sale, and employment contracts shall be kept in the synagogue office. Under no circumstances shall the original official documents be removed from synagogue premises without the explicit approval of the Board of Trustees.

Section 2 – Unless otherwise specified herein, all meetings of the Executive Board, Board of Trustees, Committees (Standing and ad-hoc), and general membership shall be conducted in accordance with "Roberts Rules of Order."

Section 3 – This organization shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer or Trustee of this organization against expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the New York Not-for-Profit Corporation Law, or any successor thereto. The determination as to whether the applicable standard of conduct set forth in Section 722 of the New York Not-for-Profit Corporation Law (or any successor thereto) has been met for indemnification shall be made by a majority vote of the Board of Trustees, excluding parties to the proceeding.

Section 4 – Any event or activity promoted under the name of this organization must be approved by a vote of the Executive Board.

Section 5 – The fiscal year of this organization shall commence on April 1.