

CONSTITUTION OF
CONGREGATION POALE ZEDECK

AMENDED AND RESTATED AS OF MAY 17, 1983

ARTICLE I

NAME, PURPOSE, AND DURATION

SECTION 1. This organization shall be known as Congregation Poale Zedeck--a not-for-profit corporation established under the laws of the Commonwealth of Pennsylvania. Its duration shall be perpetual.

SECTION 2. The Congregation is established for the purpose of maintaining and conducting an Orthodox Jewish Synagogue and its cemetaries in keeping with Halacha as defined by the Shulchan Oruch and contemporary Orthodox Rabbinic authorities. The activities of the Congregation shall conform with Halacha, and this constitution shall be interpreted in conformity with Halacha.

SECTION 3. The Congregation shall not be dissolved so long as three (3) members in good standing vote against such dissolution.

ARTICLE II

MEMBERSHIP AND MEMBERSHIP MEETINGS

SECTION 1. Regular membership shall be open only to persons of the Jewish faith who are eighteen (18) years of age

or older. The Board of Directors may establish such additional categories of membership as it deems appropriate. When husband and wife both join the Congregation, each spouse shall be considered a member in his or her own right.

SECTION 2. The Congregation shall hold an annual membership meeting on the second Tuesday following the last day of Pesach. In the absence of special circumstances, meetings of the membership shall be held in the Synagogue buildings. Twenty-five (25) members in good standing shall constitute a quorum for all membership meetings.

SECTION 3. At each annual meeting of the Congregation, the President and the Financial Secretary shall report on the state of the Congregation and its finances. All members of the Congregation shall be afforded the opportunity to question the officers of the Congregation and the chairpersons of all standing and special committees about all aspects of the Congregation's affairs.

SECTION 4. In the event the annual meeting date conflicts with another significant event on the calendar, the President may move the date of the annual meeting to another date within two (2) weeks prior to, or following, the regular date of the annual meeting. In such event, the President shall give the membership at least ten (10) days' notice of the new annual meeting date.

SECTION 5. The President, or in his absence the Vice-President acting in his stead, may call special meetings

of the membership for such times as he may designate. In addition, the President, or in his absence the Vice-President acting in his stead, shall call for a special meeting to take place within twenty-five (25) days of receiving a written request to do so signed by twenty-five (25) members in good standing, which request must specify the purpose of the meeting. Notice for such a special meeting shall be given at least ten (10) days in advance of the meeting and must indicate the purpose of the meeting. No business other than that specified in the notice shall be transacted at the special meeting.

SECTION 6. The right to vote at membership meetings shall be as specified in Article VII.

ARTICLE III

OFFICERS AND DIRECTORS

SECTION 1. The Congregation shall elect from among its members the following officers: President, First Vice-President, Second Vice-President, Third Vice-President, Treasurer, Financial Secretary, Recording Secretary. The Congregation shall also elect a Board of Directors to consist of not fewer than thirty (30), nor more than thirty-five (35), elected directors. The officers of the Congregation, and the Presidents of affiliated organizations, e.g., the Men's Club and the Sisterhood, shall serve as ex officio members of the Board of Directors, as shall past presidents of the Congregation.

SECTION 2. All officers and directors shall serve in their respective offices for a period of twelve (12) months, provided, however, that no member may hold any particular office other than that of Director for more than four (4) consecutive years.

SECTION 3. All persons who serve as officers and/or directors for ten (10) consecutive years shall thereafter become life members of the Board of Directors with full privileges and voting rights. Life members, ex officio members and past presidents shall not be counted toward the minimum or maximum number of persons to be elected to the Board.

ARTICLE IV

DUTIES OF OFFICERS

SECTION 1. The President shall supervise the daily affairs of the Congregation and the work of all of its officers, committees, and employees. The President shall have the authority to engage and dismiss employees with the exception of the Rabbi and Cantor. He shall sign or countersign all checks of the Congregation. The President shall have the power to enter into contracts of a value of Five Hundred (\$500.00) Dollars or less on behalf of the Congregation. Contracts valued at more than Five Hundred (\$500.00) Dollars shall require the prior approval of the Board of Directors. The President shall preside at all meetings of the Congregation and

its Board of Directors and shall cast the deciding vote in the event of a tie vote. He shall appoint all committee chairpersons and committees. He shall attend and preside at all Shabbat and holiday services, if possible.

SECTION 2. The Vice-Presidents shall assist the President and shall perform such duties as are assigned to them by the President. In the event of the absence of the President or a vacancy in that office, the First Vice-President shall assume the responsibilities of the President. If the First Vice-President shall be unwilling or unable to so serve, the duties shall be assumed in the following order of succession: Second Vice-President, Third Vice-President, Treasurer, Financial Secretary, and Recording Secretary.

SECTION 3. The Treasurer shall receive all monies collected by the Financial Secretary and deposit them in such institutions and accounts as shall be designated from time to time by the Board of Directors. He shall sign or countersign all checks of the Congregation when payment has been authorized by the President for sums not exceeding five hundred (\$500.00) dollars or by the Board of Directors.

SECTION 4. The Financial Secretary shall keep an accurate account of all receipts and disbursements, assets and liabilities of the Congregation and shall prepare quarterly financial statements for the Board of Directors and annual financial statements for the Board of Directors and the

Congregation. He shall prepare a proposed annual budget for review by the Board of Directors and final adoption by the Congregation at its annual meeting. Financial statements and the budget documents so prepared shall be filed in the Synagogue office, where they shall be available for review by any member of the Congregation.

The Financial Secretary shall enter donations on the books of the Congregation and shall regularly send bills for dues, donations and other sums due the Congregation. The financial secretary shall receive all monies collected in the name of the Congregation and transfer them to the treasurer for deposit. He shall have custody of the seal of the Congregation.

SECTION 5. The Recording Secretary shall take and maintain minutes of all meetings of the Board of Directors and the Congregation. He shall prepare and maintain all ballots and records of elections for a period of one year and shall certify the results of same in the minutes of the Congregation.

SECTION 6. The Board of Directors is the governing body of the Congregation between meetings of the Congregation. All property and finances are under its jurisdiction and formal custody. It shall hold regular meetings, establish categories of Congregational membership and dues consistent with the budget and needs of the Congregation, adopt By-Laws, rules and regulations governing the affairs of the Congregation, and consider all matters brought to its attention. The officers of

the Congregation shall be under the direction of the Board of Directors and charged with carrying out its policies, consistent with this Constitution.

The Board of Directors may make special assessments, not to exceed one hundred (\$100.00) dollars per family in any fiscal year, without the prior approval of the membership. Assessments in excess of one hundred (\$100.00) dollars per family per fiscal year shall require the approval of the membership.

The Board of Directors shall have sole power to designate alternate signatories for Congregational checking accounts.

Any ten (10) members of the Board shall constitute a quorum. The Board shall determine its own rules of government provided such rules do not conflict with the Constitution. Such rules shall be incorporated in the By-Laws of the Congregation subject to the approval of the general membership.

SECTION 7. All officers of the Congregation shall maintain all papers, books, records and other Congregational property placed in their charge and/or acquired or prepared in the course of their duties. All such documents, books, records and property shall remain the property of the Congregation. At the end of their respective terms of office, each shall turn over to his successor, all such papers, documents, books and records in their possession as well as any Congregational funds in their custody.

ARTICLE V

NOMINATIONS ELECTIONS AND RECALLS

SECTION 1. During the month of February, the President shall appoint a nominating committee of five (5) members who shall select and recommend suitable candidates for the various offices.

SECTION 2. On at least ten (10) days' notice to the general membership, the nominating committee shall meet on a Sunday during the month of March for the purpose of nominating candidates for the offices and Board of Directors of the Congregation. In addition, any member in good standing who presents himself at such committee meeting may offer in nomination such names as he may desire, and such nominations shall be included in the report of the nominating committee, specifying the additional nominations which were made by members of the Congregation who were not members of the nominating committee.

The committee shall certify the list of nominees to the Recording Secretary of the Congregation who shall then notify such nominees and obtain their consent to have their names placed on the ballot. After having obtained such consent, he shall send a notice to all members of the Congregation no later than the Tuesday preceding Pesach notifying them who the nominees are and that an election will be held at the next annual membership meeting.

SECTION 3. Any member of the Congregation in good standing who has been a member for at least one (1) year, as of the second Sunday next preceding the membership meeting, shall be eligible to be nominated for the Board of Directors. Any member of the Congregation in good standing who has been a member for at least two (2) years, as of the second Sunday next preceding the membership meeting, shall be eligible to be nominated as an officer.

SECTION 4. All elections shall be conducted by secret ballot. A nominee shall be deemed elected if he or she receives the votes of more than half of the membership present and voting. If no candidate for an office receives a majority, a run off election shall be held between the two candidates receiving the largest numbers of votes.

SECTION 5. All Officers and Directors shall be elected for a one year term which shall run from Shavuot of the one year to the Shavuot of the following year.

SECTION 6. A vacancy in the office of President shall automatically be filled as set forth in Article IV, Section 2. Vacancies in any office, other than that of the President, caused by death, resignation, or otherwise, may be filled by the Board of Directors at any Board meeting.

SECTION 7. All officers and directors, including life, ex officio, and past president members of the Board of Directors, may be removed from office, without assigning any cause by the

vote of a majority of all regular members in good standing. A vote to remove an officer or director shall be by secret ballot at a special meeting noticed for that purpose.

ARTICLE VI

RABBI AND CANTOR

SECTION 1. A Rabbi and/or a Cantor shall be engaged or relieved of duty at the discretion of the Congregation by a majority of the votes cast at a meeting of the Congregation noticed for that purpose.

SECTION 2. The duties and privileges of the Rabbi and/or the Cantor may be specified in a contract arranged by the Board of Directors with the Rabbi and/or the Cantor.

ARTICLE VII

DUTIES AND PRIVILEGES OF MEMBERSHIP

SECTION 1. It is the obligation of every member to advance the institutional objectives of the Congregation by providing for the material necessities of the Synagogue through the prompt payment of all economic charges and to enhance the spiritual goals of the Synagogue by attending and participating in its minyanim, shiurim, and other forms of study whenever possible and otherwise attending to Congregational needs as they may become evident from time to time.

SECTION 2. It is the responsibility of all members to be concerned with the welfare of the Congregation and its members, to treat each other with respect, and to assist in whatever way

possible in enhancing and not detracting from the fulfillment of its objectives.

SECTION 3. Each regular member in good standing shall be entitled to cast one (1) vote on all matters submitted to a vote at membership meetings. A person shall first be deemed a regular member in good standing when he has paid his first dues in full.

SECTION 4. Every member of the Congregation shall, in accordance with Halacha, be given an equal opportunity to participate in the Synagogue services and share its honors. Consistent with Halacha, priority shall be given to chiyuvim whenever possible, but no person shall have the right to claim the choice of honor, lead the services, address the Congregation or claim the pulpit without first obtaining the permission of the President or the officers to whom he has delegated this responsibility, if he has so delegated it.

SECTION 5. Every member of the Congregation shall be entitled to a reserved seat for the High Holy Days. No member has a proprietary interest in his seat. No member has the right to transfer or sell his seat.

SECTION 6. Any member who is more than one (1) year in arrears in his payment of dues and assessments shall be deemed to be not in good standing and shall thereby lose all benefits, rights, and privileges of membership.

SECTION 7. Pledges and donations, after being entered on the books of the Congregation, shall be considered as dues and

payable as such, and the failure to pay same shall be the equivalent of the failure to pay dues.

ARTICLE VIII

STANDING COMMITTEES

SECTION 1. At the beginning of his term, the President shall, with the advice of the Board of Directors, appoint the following standing committees and their chairmen: Finance, Audit, Property and House, Ritual, Charity, Education, Youth, Cemetery, Chesed. The committees shall report no less often than once per year to the Board of Directors.

SECTION 2. The Finance Committee shall assist the Financial Secretary in preparing the budget and the periodic financial reports and in otherwise carrying out the duties of the Financial Secretary.

SECTION 3. The Audit Committee shall review, and certify the accuracy of, the annual financial statement of the Congregation. At the discretion of the President, or by action of the Board of Directors or general membership, the function of this committee may be delegated to a certified public accountant.

SECTION 4. The Property and House Committee shall inventory all Congregational property, both real and personal. It shall look after the condition of all such property, excepting that property under the jurisdiction of the Ritual

and the Cemetery Committees, and shall report on the condition of same and all needed repairs or replacements.

SECTION 5. The Ritual Committee shall inventory all sefarim, torah scrolls, and other religious objects belonging to the Congregation, It shall look after the condition of all such property and shall report on the condition of same and all needed repairs or replacements. The Ritual Committee shall concern itself with all phases of the religious conduct of the Synagogue. The Rabbi and the Cantor shall serve as ex officio members of the Committee.

SECTION 6. The Charity Committee shall, in addition to the Rabbi of the Congregation, consist of at least three (3) members. It shall review and rule on all requests for disbursements from the charity fund and make such approved disbursements. It shall maintain written records of all contributions to, and disbursements from, the charity fund.

SECTION 7. The Education Committee shall supervise all educational programs of the Congregation. The Rabbi shall serve as an ex officio member of the Committee.

SECTION 8. The Youth Committee shall supervise the Youth Director and all youth programs of the Congregation. The Rabbi shall serve as an ex officio members of the Committee.

SECTION 9. The Cemetery Committee shall be in charge of supervising the operation and maintenance of the Congregation's cemeteries. It shall sell burial plots, issue cemetery deeds,

and maintain all necessary cemetery accounts. It shall make recommendations to the Board of Directors as to appropriate rules and regulations governing the operation of the cemeteries and shall report to the Board regarding the operations and finances of the cemeteries.

SECTION 10. The Chesed Committee shall be composed of the entire membership of the Congregation, who, led by the officers and directors of the Congregation, shall visit the sick, comfort mourners, and otherwise attend to all members of the Congregation in need.

SECTION 11. The Executive Committee shall advise the president and shall consist of the officers of the Congregation, the past presidents of the Congregation, the chairman of each standing committee, the presidents of affiliated organizations and any other persons appointed by the president.

ARTICLE IX

AMENDMENTS

SECTION 1. This constitution shall be subject to change by amendment, provided such proposed amendment is submitted in writing by at least ten (10) members in good standing to the Board of Directors, which shall submit it to the membership with its recommendation. Any proposed amendment shall be submitted to the membership in writing at least thirty (30) days, but not more than forty-five (45) days, in advance of the

annual membership meeting or the special meeting called to consider such amendment.

SECTION 2. Adoption of an amendment shall require a two-thirds (2/3) majority of the membership present and voting.

SECTION 3. Notwithstanding Sections 1 and 2 of this Article, the provisions of Article I, Sections 2 and 3, of the Constitution, relating to the purpose and dissolution of the Congregation, shall not be subject to amendment so long as there are three dissenting votes of members in good standing.

ARTICLE X

MISCELLANEOUS

SECTION 1. The prayers of the Congregation shall be conducted in accordance with Orthodox Jewish tradition, Nusach Ashkenaz.

SECTION 2. All regulations concerning services in the Synagogue of the Congregation not covered by this constitution or the By-Laws of the Congregation, shall be decided upon by a majority of the members of the Board of Directors with the advice of the Rabbi and shall be binding on all members.

SECTION 3. The Board of Directors shall have exclusive power to charter affiliate organizations whose authority shall derive solely from the Board and shall be accountable to it.

SECTION 4. The meetings of the Congregation and of its Board of Directors shall be governed by Robert's Rules of Order.

SECTION 5. Whenever notice is required to be given under the provisions of this Constitution, it shall be in writing and

may be given either in person or by mail, first class postage prepaid, to the address appearing on the records of the Congregation. Notice given by mail shall be deemed to have been given as of the date when deposited in the United States mail. A notice of meeting shall specify the day and hour of the meeting, the place of the meeting if other than the synagogue building, and any other information required by any other provision of this Constitution.

When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

SECTION 6. This constitution shall become effective at the time of its passage and shall supersede all existing constitutions of the Congregation.