

CONSTITUTION OF BETH EL CONGREGATION OF THE SOUTH HILLS

As Amended March 19, 2015

ARTICLE ONE - NAME AND PURPOSE

The name of this non-profit corporation shall be the Beth El Congregation of the South Hills; its purpose shall be to establish and maintain a synagogue and such educational, religious, social and recreational activities and facilities as will further the cause and objectives of this Congregation and of the Conservative Movement; and for the accomplishment of these purposes the Congregation shall be affiliated with the United Synagogue of Conservative Judaism.

ARTICLE TWO - MEMBERSHIP

Section 1. Eligibility. Membership in the Congregation shall be granted, subject to the regulation of the Board of Trustees, to any person of the Jewish faith of good moral character making application therefore.

Section 2. Member. For purposes of this constitution each individual admitted to membership shall be a Member, and the spouse of such individual shall also be a Member, if such spouse is eligible for membership as specified in section 1.

Section 3. Privileges. Members in good standing shall enjoy the following privileges: (a) to attend all meetings of the Congregation; (b) to have a voice and a vote at all congregational meetings as described in Article 4; (c) to hold elective office in the Congregation; (d) to participate in all religious services of the Congregation; (e) to enroll their children in the Religious School of the Congregation.

Section 4. Good Standing. A member who has met the financial obligations imposed pursuant to Article Three shall be deemed to be in good standing.

Section 5. Termination from Membership. Membership may be terminated by resignation, death or by Board of Trustees determination that said member is not in good standing or otherwise fails to meet the requirements of membership.

Section 6. Dual Membership. Dual membership in the Congregation as defined by the dues structure shall be granted, subject to the regulation of the Board of Trustees, to a member in good standing of another Jewish congregation, who meets the eligibility criteria of Article 2, Section 1 and makes application therefore. The privileges of a dual member in good standing shall be limited to items (a), (b) and (d) enumerated in Article 2, Section 3.

ARTICLE THREE - DUES AND ASSESSMENTS

All Members shall pay such dues and assessments as shall be determined from time to time by the Congregation provided, however, the Board shall have authority to grant reductions or abatements in situations involving financial hardship.

ARTICLE FOUR - CONGREGATION MEETINGS

Section 1. Annual Meetings. The Annual Meeting of the Congregation shall be held during the months of May or June of each year or as soon thereafter as is practical, on such days as the President may designate. Notice of the Annual Meeting shall be given by the Recording Secretary of the Congregation in writing by mail to all Members of the Congregation at their address as it appears in the records of the Congregation and sent not less than fifteen (15) days prior to such meetings.

Section 2. Special Meetings. Special meetings of the Congregation may be called by the President whenever, in his/her discretion, the President deems it necessary, and must be called by the President at the written request of forty (40) Members of the Congregation, in good standing, or of five (5) Members of the Board of Trustees. Said request shall state the reason for and the purpose of the meeting. Notice of such special meeting shall be given by the Recording Secretary of the Congregation, by mail to all Members directed to their addresses as they appear in the records of the Congregation sent not less than ten (10) days prior to such meeting.

Section 3. Quorum. Presence of 10% of the Members of the Congregation in good standing shall constitute a quorum at all meetings of the Congregation, and a majority vote thereof, except as stated herein, shall have authority to approve all matters properly before the meeting. In the event that there shall not be a quorum present, the meeting shall be adjourned and the President shall establish a new date, not less than 7 nor more than 21 days hence. The Recording Secretary shall give written notice to all Members of the Congregation directed to their addresses as they appear in the records of the Congregation as soon as the meeting date has been decided. If quorum shall not be present after two such adjournments, those members of the Congregation in good standing present at the next meeting date, shall have the power to act as if a quorum shall be present. Voting by proxy shall be prohibited.

ARTICLE FIVE - BOARD OF TRUSTEES

Section 1. Composition of the Board. The Board of Trustees of the Congregation shall consist of the following individuals, provided that they are members in good standing as defined in Article 2, section 4: the elected officers of the Congregation, President of the Sisterhood, President of the Men's Club, past Presidents of the Congregation and twenty-four (24) Members of the Congregation elected by the Congregation at large in staggered terms of three years so that eight (8) members shall be elected each year. Each of the 24 members elected at large is expected to set an example for the congregation by accepting

leadership responsibilities in the operations of the congregation.

No member shall be elected to the Board of Trustees for more than two consecutive three year terms. This will not preclude membership on the Board by virtue of being an elected officer of the Congregation or representative of an affiliate organization.

Section 2. Duties and Powers of the Board of Trustees. Except as otherwise provided, the duties and powers of the Board of Trustees shall be: (a) to have charge, supervision and control of the property and affairs of the Congregation, except as provided in, or by, the establishment of endowed or restricted funds; (b) to authorize the creation of Affiliated Organizations of the Congregation, and to supervise generally the conduct of their affairs; (c) to delegate and define the respective duties of the several officers of the Congregation; (d) to engage all employees of the Congregation upon such terms and with such compensation as it shall determine and to discharge them; (e) to determine all of the fees and charges and conditions for the use of Congregational facilities; (f) to approve and amend the rules and regulations, and to formulate in conjunction with the School Board costs and charges in the maintenance, operation and administration of the Congregational Religious School; (g) to adopt and amend rules and regulations with respect to attendance, seating and participation at religious services; (h) to approve a budget of anticipated income and expenditures for the forthcoming fiscal year, and to submit said budget to the Annual Meeting of the Congregation for adoption, and subject to the limitation expressed in Section 4 of this article to make such additional appropriations as are not included in the said budget for special conditions and circumstances (including charitable contributions) arising between Annual Meetings of the Congregation; (i) to investigate and approve membership applications, and to establish rules and regulations therefore; (j) to fill vacancies in the Board of Trustees and in any of the elected offices; (k) to perform such other functions necessary and proper for the performance of its duties; (l) to delegate such duties and powers as it deems necessary and proper to an Executive Committee, the School Board and to other standing or special committees as it shall from time to time designate; (m) to establish or change the fiscal year of the Congregation.

Section 3. Quorum. Except as provided in Article Seven the presence of fifteen (15) Members shall constitute a quorum for the transaction of all business by the Board of Trustees. Voting by proxy shall be prohibited.

Section 4. Limitation of Board's Power. Unless specifically included in the annual budget approved by the Congregation, the Board's authority to purchase real or personal property or, borrow money shall be limited to five percent (5%) of the annual budget on a cumulative basis between annual Congregational meetings. The Board shall not, without first obtaining Congregational approval, sell, mortgage or lease any real property belonging to the Congregation. Notwithstanding the above, the Board may grant easements for roads or utilities over Congregational property.

Section 5. Attendance. Each elected member of the Board of Trustees, including officers, shall attend at least sixty percent (60%) of all meetings of the Board *annually*,

unless excused by the President for good cause. Should an elected member of the Board of Trustees, including officers, fail to so attend, that elected member shall not be eligible for election to a successive term or reappointment to a successive term on the Board of Trustees, or as an officer, to the term just completed.

ARTICLE SIX - ELECTED OFFICERS

Section 1. Officers. The elected offices of the Congregation shall consist of a President, an Executive Vice President, an Administrative Vice President, a Financial Vice President, an Education Vice President who shall be Chairman of the School Board, a Membership Vice President, a Fund Raising Vice President, a Vice President of Volunteerism, a Recording Secretary, a Treasurer, an Assistant Treasurer, and a Financial Secretary, and an Assistant Financial Secretary, each of whom shall be elected for a two (2) year term by the Congregation at large at an Annual Meeting and shall serve until their successors are elected. The financial officers will be elected in staggered years: the Financial Vice President and the Treasurer and the Assistant Financial Secretary will be elected on the same year as the President; the Financial Secretary and the Assistant Treasurer will be elected on the alternate year. All officers other than the President may succeed themselves for an unlimited number of terms. A member may be elected to the office of the President for not more than two successive terms. No member may hold more than one elected position at the same time.

Section 2. Duties of President. It shall be the duty of the President to preside over all meetings of the Congregation and Board of Trustees; conduct the business of the said Congregation as prescribed in this Constitution; preserve order and be responsible for and see that officers of the Congregation perform and fulfill their duties as prescribed herein; shall appoint all committee chairmen and shall be a member ex-officio of all committees and the School Board, except the Nominating Committee; and shall sign all contracts and agreements in the name of the Congregation. The President may authorize payments in amounts up to five thousand dollars (\$5,000) per transaction up to an aggregate of twenty-five thousand dollars (\$25,000) per fiscal year without the prior consent of the Board of Trustees. The President shall fill any vacancy on the Board of Trustees, including one created by a Board Member being elected to an office, and/or any officer, with the exception of Executive Vice President, with the advice and consent of the Board of Trustees. It shall be the President's further duty to present an annual report of the activities of the Congregation at each annual meeting. The President shall submit to the Board of Trustees for approval an annual budget for the forthcoming year prior to the annual meeting. The President may appoint liaison members to affiliate organizations and to other Committees of the Congregation. The President shall also appoint a Member of the Board of Trustees to serve as Parliamentarian.

Section 3. Duties of Vice Presidents. In the absence of the President, or during the President's inability to perform the duties of the office as herein set forth or due to resignation or death, it shall be the duty of the Executive Vice President to preside over and conduct all business of the Congregation. If the office of Executive Vice President becomes vacant, the Board of Trustees shall elect a successor from among the remaining

Vice Presidents to fill the remainder of the term of office. In addition to the specific duties of the Vice Presidents listed below, they shall also have such other functional and administrative duties as shall be prescribed by the President. They may establish committees or commissions to assist in carrying out these responsibilities and duties.

Executive Vice President: The Executive Vice President shall be an ex officio non-voting member of all boards and committees of the Congregation, excluding the Nominating Committee and Finance Committee where dues reductions and abatements are discussed.

Administrative Vice President: The Administrative Vice President shall be responsible for administration and house and grounds.

Financial Vice President: The Financial Vice President shall be the chief financial officer of the Congregation. As such the Financial Vice President will serve as chair of the Finance Committee, consisting of the Treasurer, the Financial Secretary and the Assistant Treasurer and the Assistant Financial Secretary.

Education Vice President: The Education Vice President shall serve as Chair of the School Board and shall be responsible for reporting to the Board of Trustees all the educational and youth activities of the Congregation.

Fund Raising Vice President: The Fund Raising Vice President has responsibility for all activities relating to fund raising.

Membership Vice President: The Membership Vice President shall be responsible for membership retention and recruiting.

Vice President of Volunteerism: The Vice President of Volunteerism will be responsible for enhancing our volunteer development and infrastructure to increase the number of individual volunteers, better match volunteers with Beth El needs based upon their interests and experience, and improve the volunteer experience in order to enhance our congregational engagement, community building, education and fundraising initiatives.

Section 4. Treasurer. It shall be the duty of the Treasurer to be in charge of and have responsibility for the care, custody and disbursement of all of the funds of the Congregation and it shall be the Treasurer's duty to deposit all such funds in the name of the Congregation in such regularly established financial institutions as the Board of Trustees shall direct. The Assistant Treasurer shall have such duties as shall be prescribed by the Financial Vice President.

Section 5. Financial Secretary. It shall be the duty of the Financial Secretary to oversee the day-to-day receipts of the Congregation, to periodically review the income and expenditures of the Congregation and its committees for the purpose of maintaining the same within the annual budget and to advise the Board and the committees of any expenses or delinquencies in budgetary allotments, to collect dues and assessments by any member and to recommend action for correcting such delinquencies. The Assistant

Financial Secretary shall have such duties as shall be prescribed by the Financial Secretary.

Section 6. Recording Secretary. It shall be the duty of the Recording Secretary to a) take, keep, and maintain an accurate record of the proceedings of all Board of Trustees, Annual and Special meetings of the Congregation; b) keep the Seal of the Congregation; c) be custodian of the official records of the Congregation; d) perform other duties as may be assigned by the President of the Congregation. In the absence of the Recording Secretary, another officer appointed by the President shall perform these duties.

Section 7. Executive Committee. The Executive Committee shall consist of all the elected officers of the Congregation, President of the Men's Club, President of the Sisterhood and past Presidents. The Executive Committee shall meet to formulate recommendations for consideration by the Board of Trustees. It shall also advise the President on the operation of the Congregation between meetings of the Board of Trustees. It can authorize the President to make payments in amounts up to five thousand dollars (\$5,000) per transaction up to an aggregate of fifteen thousand dollars (\$15,000) per fiscal year, beyond the authority granted the President in Article Six, Section 2, without the prior consent of the Board of Trustees. A quorum of the Executive Committee shall consist of any six (6) currently elected officers of the Congregation.

Section 8. Elections. A Nominating Committee shall be created consisting of eight (8) members of the Congregation in good standing, appointed by the Executive Committee. Included within the eight (8) members, this committee will include a minimum of one (1) and a maximum of two (2) past presidents(s), unless no past presidents are willing to serve. In addition, one (1) member of the committee will be the chair, selected by the current president in office at the time. Members of the nominating committee shall serve staggered, four (4) year terms so that two (2) new members shall be appointed each year by the Executive Committee. Each year, at least six (6) months before the Annual Meeting of the Congregation, the Executive Committee shall appoint two (2) new members. Should a vacancy occur during the term of a nominating committee member, the Executive Committee shall appoint a replacement. The nominating committee shall nominate at least one candidate for each of the various offices and Board positions to be elected at the next Annual Meeting. This list of candidates shall be submitted to the Recording Secretary in time to be mailed to the membership at least forty-five (45) days prior to the meeting. At the same time, notice shall be given to the membership that additional nominations will be accepted by the Recording Secretary up to twenty (20) days prior to the meeting. No nominations may be made after this time or from the floor. Each such additional nomination must be submitted in writing by a member in good standing and endorsed by four (4) additional members in good standing. Each nominee must be a member in good standing and must have accepted such nomination prior to the publication of the lists of nominees. Notice of the Annual Meeting, including the entire list of nominations shall be mailed fifteen (15) days before the Annual Meeting. No person shall be an elected officer, as enumerated in Article 6, in the Congregation and be concurrently employed by the Congregation in any capacity.

Section 9. Past Presidents. All past Congregational Presidents, who are members under Article 2, Section 2, shall have voting rights on the Board of Trustees. However, if a past Congregational President for any reason fails to attend a minimum of three meetings of the Board of Trustees in any fiscal year that past Congregational President shall become a non-voting ex-officio member of the Board of Trustees and the Executive Committee in the next succeeding fiscal year. Should that past Congregational President attend three meetings in a fiscal year for which the past Congregational President is a non-voting ex-officio member, the right to vote shall be immediately reinstated, subject to the continuing requirements of this Section.

ARTICLE SEVEN - RELIGIOUS LEADERSHIP

There shall be a Rabbi and such other personnel as may be selected by the Board of Trustees for such term and at such compensation as shall be mutually agreed. The Rabbi shall be the spiritual leaders of the Congregation, and shall perform such duties as may be properly prescribed and agreed upon at the time of selection. The Rabbi shall be a member ex-officio of the Board of Trustees, of the School Board and of the Affiliate Organizations, but shall not vote therein. For the purpose of initial employment or discharge of a Rabbi, a quorum of twenty-three (23) voting members of the Board of Trustees shall be required and a vote of 2/3 of those Board members present shall also be required.

ARTICLE EIGHT- SCHOOL BOARD

Section 1. The School Board shall consist of nine members of the Congregation elected by the Congregation at large in staggered terms of three years so that three (3) members shall be elected each year. No member shall be elected to the school board for more than two consecutive three year terms. The Education Vice President, as chair of the School Board, shall vote only to break ties.

The School Board shall be charged with the operation and the maintenance of the Congregation's religious school and in connection therewith shall submit to the Board of Trustees for approval the budget for the following school year.

ARTICLE NINE - AFFILIATE ORGANIZATIONS

The Sisterhood and Men's Club shall each be affiliate organizations entitled to have its President a voting member on the Board of Trustees to be selected by their respective memberships. Other affiliate organizations as determined by the Board of Trustees shall be entitled to a non-voting representative on the Board of Trustees.

ARTICLE TEN - IMPEACHMENT

At least twenty-five (25) members in good standing may initiate impeachment proceedings against any officer or Trustee by presenting specific charges to the Board of

Trustees who will then ascertain the merit of the charges. If a majority of the Board of Trustees shall approve that the impeachment charges should be heard, a special meeting of the Congregation shall be called, provided that an Annual Meeting is not scheduled within fourteen (14) days of such decision by the Board. A two-thirds (2/3) vote of the members present and voting at the aforesaid special or Annual Meeting shall make the removal of the party so charged mandatory. The vacant office shall be filled as provided in Article Six.

ARTICLE ELEVEN - AMENDMENTS

This constitution may be amended at a regular or special meeting of the Congregation only as herein provided. Amendments may be proposed by the Board of Trustees, or by Petition in writing signed by not less than forty (40) members of the Congregation in good standing. Whenever an amendment shall be proposed, a meeting of the congregation shall be called, with a notice thereof in writing to all members, not less than ten (10) days prior to said meeting. Said written notice shall contain the text of the proposed amendment, and of any existing provisions related to the amendment. The purpose and effect of the proposed amendment shall be clearly stated in the notice. An affirmative vote of not less than two thirds (2/3) of the Members present at the meeting of the Congregation, a quorum being present, at which a proposed amendment is being considered shall be required to amend this Constitution.

ARTICLE TWELVE - DISSOLUTION

In the event of the dissolution of the Congregation or the winding up of its affairs, or other liquidation of its assets, the Congregation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property; all assets remaining after all debts and expenses of the Congregation have been paid or provided for shall be conveyed or distributed by the Board of Trustees solely for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, 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, of a public purpose. Any assets not so distributed shall be disposed of by a Court of competent jurisdiction exclusively for such purposes or to such organizations as such Court shall determine.