

**Congregation Ahavas Yisrael
of
Edison, NJ**

CONSTITUTION

Ratified August 6th, 2015

Table of Contents

ARTICLE I – NAME	3
ARTICLE II – MEMBERSHIP	3
ARTICLE III – ADMINISTRATION	4
ARTICLE IV – MEETINGS	6
ARTICLE V – NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS	6
ARTICLE VI – VACANCY OF OFFICE AND REMOVAL OF OFFICER OR DIRECTOR	7
ARTICLE VII – FISCAL YEAR	8
ARTICLE VIII – DUES	8
ARTICLE IX – INSPECTION OF BOOKS AND RECORDS	8
ARTICLE X – THE GABBAIM	8
ARTICLE XI – THE RABBI	9
ARTICLE XIII – EMPLOYEES AND MISCELLANEOUS EXPENSES	10
ARTICLE XIV – DISSOLUTION	10
ARTICLE XV – ASSETS	10
ARTICLE XVI – AMENDMENTS AND ADOPTION	10

CONSTITUTION

PREAMBLE

We, the men and women of Congregation Ahavas Yisrael, in order to maintain an Orthodox synagogue for religious observance and study according to the tenets and precepts of Orthodox Judaism, to promote social service and unity among the families in our neighborhood, and to assist the Jewish Community in all ways possible, do hereby adopt this Constitution and By-Laws of Congregation Ahavas Yisrael to supersede and replace all previous Constitutions and By-Laws.

ARTICLE I - NAME

SECTION 1 - The name of this organization is Congregation Ahavath Israel of Edison, AKA Congregation Ahavas Yisrael of Edison, N.J., referred to herein as “the Congregation”.

SECTION 2 - The Congregation shall maintain and operate an orthodox Jewish synagogue within the confines of Edison, located in the County of Middlesex, State of New Jersey.

SECTION 3 - All religious services, prayers, and customs shall be conducted according to Orthodox Jewish ritual and in accordance with accepted Orthodox Halachic authorities. The Rabbi will have the final ruling on all halachic issues pertaining to the Congregation.

ARTICLE II - MEMBERSHIP

SECTION 1 - Membership in the Congregation shall be open to all Jews of at least eighteen (18) years of age, subject to the Rabbi’s approval in certain halachik situations.

SECTION 2 - Regular members shall be entitled to all rights and privileges of membership, including the right to vote and to hold office. For purposes of determining voting rights, a family’s membership shall include husband, wife and dependent children, residing in the same household, and shall have two votes per family (husband and wife). Single full members are entitled to one vote. Full members must be in good standing with no balances greater than twelve (12) months old or on a payment program approved by the VP of Finance. The vote of a family may be cast by the husband or wife. Any family member of at least eighteen (18) years of age, including an adult child, parent, or other relative, living in the same residence as a Regular Member, shall be entitled to become a Regular Member.

SECTION 3 - Associate members shall be full members of another congregation and shall be entitled to all rights and privileges of membership, except that they shall not be entitled to vote or to hold office.

SECTION 4 - No paid professional permanent employee of the Congregation (including any Rabbi, Cantor, or Shamash) shall be eligible for membership. This provision shall not apply to any clerical or maintenance employee.

ARTICLE III - ADMINISTRATION

SECTION 1 - The general affairs of the Congregation shall be conducted by the Board of Directors (hereinafter referred to as "Board"). The Board shall have custody and control of all property and assets belonging to the Congregation. The Board shall have sole authority to create various committees to implement the purposes of the Congregation and to approve the appointments made by the President to such committees. It shall be the duty of the Board to discuss and report to the membership on matters and policies affecting the Congregation and to coordinate and supervise the activities of the various committees.

SECTION 2 - There shall be the following officers on the Board: President, First Vice President, Second Vice President (Finance), Third Vice President (Communications), Recording Secretary, Past President, Sisterhood President, Education Chairman, and House & Security Chairman. The Executive Committee of the Board will be comprised of the President, First Vice President, Second Vice President, Third Vice President, and Past President.

SECTION 3 - There shall be a Board of Trustees (BOT) for the purpose of recommending candidates for the position of Rabbi in the event of a vacancy and addressing issues and/or complaints between members and the Rabbi, between the Rabbi and the Board, and members and the Board. Dispute resolution includes receiving complaints, bringing the complaint to the attention of the person or body against whom the complaint is logged, and attempting to address complaints and resolve issues by fostering open communication between the parties involved, and making a final decision by a majority vote (i.e. at least 2 out of 3 BOT members). Any controversy or claim that the BOT is unable to resolve shall be settled by arbitration by the Beth Din of America, Inc., currently located at 305 Seventh Avenue, New York, NY, and not before a secular court. The arbitration shall proceed in accordance with the Rules and Procedures of the Beth Din of America, and judgment upon the award rendered by the Beth Din of America may be entered in any court having jurisdiction thereof. The Board of Trustees will consist of a minimum of three long-term members in good standing who are not members of the Board, will be approved by both a 2/3 majority of the Board and the Rabbi, and will serve for a five year term. BOT members may serve an unlimited number of terms unless they resign, leave the Congregation, expire, or are voted out by at least two-thirds of the general membership in good standing. Additional Trustees may be appointed in the future.

SECTION 4 - No member shall hold more than one elected office of the Congregation at one time, except that Board members may also serve as Gabbaim. No President may serve more than two (2) consecutive terms.

SECTION 5 - The duties of the Board are as follows:

- a. The President shall preside at all membership and Board meetings and shall appoint members of the various standing committees subject to the majority approval of the Board.

- b. The First Vice President shall be a voting member of all committees and shall assume the duties of the President in his absence.
- c. The Second Vice President (Finance) shall be responsible for making deposits, writing checks, recording and keeping all financial transactions of the Congregation in an organized, professional fashion and shall render periodic reports as requested by the Board.
- d. The Third Vice President (Communications) shall send meeting notices of all membership and Board meetings, receive absentee ballots for the purposes of voting, prepare and distribute written secret ballots, collect and tabulate ballots (all as outlined in Article V – Nomination and Election of Officers), and shall be responsible for the organization's general correspondence, including weekly announcements and correspondence to entities and individuals outside the Congregation. The President shall approve all correspondence in advance. This Vice President will be the liaison for the synagogue's website and all computer and communications equipment.
- e. The Recording Secretary shall take minutes of all membership and Board meetings and shall be the custodian of all records of the organization, except financial records. The Recording Secretary shall collect meeting minutes from all standing committee meetings and compile said committee meeting minutes for review by the Board before its next meeting.
- f. The Past President shall be a voting member of the Board but in no case shall be entitled to more than one vote. He shall advise the current President and Board members on request and may serve on various committees.
- g. The Education Chairman shall be responsible for working with the Rabbi to develop and maintain a weekly Torah learning program. This Chairman will report to the Board any and all requests for additional learning and any and all costs associated for approval by the Board.
- h. The House & Security Chairman shall be chair of the House and Security Committee, and shall be responsible for the maintenance, repair, operation and improvement of the real property and improvements owned by the organization.
- i. A Sisterhood President shall be responsible for the planning and execution of social events for women, general events, fundraisers, and other duties as assigned.

SECTION 6 - Any expenditure by the Board in excess of \$1000 but less than \$24,999 shall not be subject to authorization by the membership. Any expenditure authorized by the Board in excess of \$25,000 shall be subject to authorization by the membership by a 2/3 majority of full members in good standing. The Board may not implement multiple checks for the same expenditure to avoid membership approval.

SECTION 7 - All officers and members of the Board must be members in good standing of the Congregation and dedicated to the religious principles for which the Congregation stands, as stated in this Constitution. The President must be known to be conscientious in observance of the Sabbath and the Mitzvoth (Torah tenets).

SECTION 8 - Various committees of the Congregation, whether pursuant to the By-Laws or as created in the future, may be staffed with both the Board members as well as with Regular Members in good standing.

ARTICLE IV - MEETINGS

SECTION 1 - Regular membership meetings of the Congregation shall take place at least one time per calendar year.

SECTION 2 - Special meetings of the Congregation may be called by: (i) the President, or in his absence, the First Vice President, (ii) a majority of the Board of Directors, or (iii) written request of a majority of the Regular Members of the Congregation.

SECTION 3 - Regular meetings of the Board of Directors shall take place no less than six times per calendar year and are closed to the general public and membership.

SECTION 4 - A general membership meeting shall take place every other year during November for the purpose of electing officers and directors subject to the requirements of the nomination procedure, and to conduct other such business as is deemed necessary or appropriate by the Board. Only full members in good standing will be allowed to attend these meetings.

SECTION 5 - The VP of Communications shall give the members of the Congregation reasonable notice of all general membership meetings. Notice of special meetings shall state the purpose(s) of the meeting and no business may be transacted other than that specified in the meeting notice.

SECTION 6 - At least ten (10) Regular members in good standing shall constitute a quorum for the purpose of conducting business at any general membership meeting.

ARTICLE V - NOMINATION AND ELECTION OF OFFICERS

SECTION 1 - All officers shall be U.S. residents. Any officer moving out of the Edison/Highland Park community shall relinquish his/her office.

SECTION 2 - Election cycles are held every other (odd) year and terms begin on the following January 1st and end on December 31st of the following year, resulting in a two (2) year term. At least three months before an election cycle, a Nominating Chairman will be chosen by the outgoing board, with the President breaking any tie. Within thirty (30) days the Nominating Chairman shall notify the membership of all nominees to the new Board, together with a notice of the date of the election meeting, which shall take place no sooner than fifteen (15) days and no later than thirty (30) days after the mailing of said notice.

SECTION 3 - A candidate who is absent from the nomination meeting may be nominated for office, provided he has notified the Congregation in writing of his willingness to accept the respective office if elected.

SECTION 4 - Absentee ballots shall be valid for all votes for each office. No conditional absentee ballots shall be valid. All absentee ballots must be legibly signed or submitted in a sealed, legibly signed envelope to the VP of Communications no later than the end of voting.

SECTION 5 - Votes shall be cast by written secret ballots distributed by the VP of Communications.

SECTION 6 - Said ballots shall be collected and tabulated by the VP of Communications. When more than one candidate is nominated for President, the one receiving a majority of votes cast shall be deemed elected. If no candidate for President receives a majority, there shall be a run-off election within one week (seven days) between the two candidates receiving the largest numbers of cast votes. The candidate receiving a majority of these votes cast shall be deemed elected. Vice President and Chairman roles may be determined by the incoming President, with recommendations made to the incoming President by the outgoing Board. The incoming President may assign any incoming Board members with special skills or expertise to specific roles (e.g. Vice President and Chairman) but is not obligated to do so. All election rules promulgated in Article VI of this Constitution shall apply to this run-off election. The VP of Communications shall record names of those elected in the minutes.

ARTICLE VI - VACANCY OF OFFICE AND REMOVAL OF OFFICER OR DIRECTOR

SECTION 1 - Should a vacancy occur in any elected office, the President may, as necessary, appoint a successor for the unexpired term, with a majority vote from the remaining Board members. Should a vacancy occur in the office of the President, the Board of Directors shall appoint a member of the Congregation, who need not be a current member of the Board but who must be eligible to be an officer of the Congregation and be willing to fill the office of President. A meeting of the Congregation shall be held within three weeks of the occurrence of the vacancy to ratify such appointment of the President by a 2/3 majority vote.

SECTION 2 - Any Officer may be removed from office at any time for cause by affirmative vote of two-thirds of the full Board cast at a meeting of the Board, provided that any such Officer shall be given adequate notice of, and opportunity to defend against, the allegations which form the basis for the proposed action of the Board. The Board of Trustees may, at the recommendation and/or need of the Board of Directors, investigate the allegations as well as suggest ways to remedy the situation. The Board of Trustees, upon conclusion of its investigation, shall make a recommendation to the Board as to whether or not the Officer in question should be removed from the office or suffer any other consequence.

ARTICLE VII - FISCAL YEAR

SECTION 1 - The fiscal year of the Congregation shall be January 1st to December 31st with a July 1st membership dues billing cycle.

ARTICLE VIII - DUES

SECTION 1 - The membership shall be notified by each March 31st of the current fiscal year of proposed dues for the coming dues cycle.

SECTION 2 - The VP of Finance, with the approval of the President, may waive, reduce, or set up a payment program for any arrears upon a showing of special circumstances, and may make arrangements for reduced dues in individual cases upon a showing of financial hardship.

SECTION 3 - All dues shall be payable as such. Payments made and earmarked for dues obligations shall be applied to dues only and payments made for items other than dues shall not be applied to dues.

SECTION 4 - Subject to the waiver provisions set forth in Section 2 of this Article, resignation by any member for any reason shall not result in a forgiveness of the payment of the member's current or past obligations to the Congregation.

ARTICLE IX - INSPECTION OF BOOKS AND RECORDS OF THE CONGREGATION

SECTION 1 - All checks and other drafts on accounts of the Congregation shall be signed by the President and/or the VP of Finance.

SECTION 2 - All financial records, as well as other books, contracts (except employee contracts), and other records of the Congregation, including a copy of the most recently ratified constitution and by-laws, shall be made available by the Board for reasonable inspection by members of the Congregation.

ARTICLE X - THE GABBAIM

SECTION 1 - No fewer than three (3) Gabbaim shall be appointed by the President and voted on by a majority by the Board. Gabbaim shall be appointed every two years at the same time the Board is elected and terms can be renewed indefinitely. Any board member who also serves as a Gabbai must abstain from voting for new, or renewal of, Gabbaim.

SECTION 2 - One of the appointed Gabbaim shall be designated Gabbai Rishon, one Gabbai Sheni, one Gabbai Shlishi, and so on based on the number of Gabbaim appointed. The Gabbai Rishon is expected to be in attendance at the main Shabbos morning minyan and can

designate minyan attendance for each of the other Gabbaim based on specific minyan requirements or needs.

SECTION 3 - The Gabbaim shall be present at services both morning and evening to supervise all services in the synagogue and shall designate the persons who are to lead each service (Ba'alei Tefillah), and to select and designate in an equitable manner those persons to be called up for Aliyos and to be assigned other honors at the services. The designation of Aliyos and honors is subject to the Halachic guidance provided by the Rabbi.

SECTION 4 - The Gabbaim need to be willing and able to ask people to maintain decorum. Attempts to maintain decorum should be made in a manner that is respectful and not offensive.

SECTION 5 - The Gabbaim should select, as selection permits, people who they are sure can perform the honor being presented to them correctly, in a timely fashion, and with respect to davening (prayer) on Shabbos and Yom Tovim, in a voice that is pleasing to the congregation.

SECTION 6 - The Gabbaim shall arrange, supervise, and expand the ritual services of the Congregation if warranted and approved by the Rabbi. The Gabbaim shall be empowered to make day to day decisions on all matters of ritual, following the guidelines of the minhagim document.

ARTICLE XI – THE RABBI

SECTION 1 – A Rabbi shall be nominated by a Rabbi Search Committee approved by the Board. A Rabbi shall be elected at the discretion of the Congregation by two-thirds (2/3) of the votes of full members in good standing. Written notice of the proposed election shall be sent to all members at least one (1) month prior to the date of the election. The contract of the Rabbi, at least one month prior to renewal, shall be renewed by a majority vote of full members in good standing at a meeting called for that purpose.

SECTION 2. Congregants shall consider the Rabbi as spiritual mentor and the Jewish Law authority of the Congregation. The Rabbi is looked to for Torah direction in all its aspects and for guidance of the congregants in fulfillment of the character and life of Torah-dedicated Jews.

SECTION 3. The position of Rabbi of the Congregation may be held only by a duly ordained male Orthodox Rabbi who has received Semichath Harrabanath (ordination) from a recognized Jewish Orthodox Yeshivah Gedolah (Higher Yeshiva) or other Orthodox rabbinic authority recognized as such among Orthodox Jewry. The Rabbi shall be a pious and learned individual whose conduct and philosophy of life are consonant with the Shulchan Aruch as interpreted by those who gave him ordination.

SECTION 4. The Rabbi's duties shall include all functions traditionally given to a rabbi. Additional specific duties of the Rabbi, not in conflict with the terms of this Constitution, may be incorporated in the contractual agreement arranged by the Congregation with the Rabbi.

ARTICLE XII – EMPLOYEES AND MISCELLANEOUS EXPENSES

SECTION 1 - The Board of Directors may employ such clerical, maintenance and other personnel as deemed necessary and shall determine the terms of their employment and their duties, subject to the approval of the general membership if cost exceeds \$25,000.

SECTION 2 - The Board of Directors may authorize the expenditure of individual items not previously authorized in the budget, up to One Thousand Dollars (\$1,000) each, for an aggregate not to exceed Two Thousand Five Hundred dollars (\$2,500).

ARTICLE XIII - DISSOLUTION

SECTION 1 - This Congregation shall not be dissolved as long as it is financially sustainable and ten adult male members who are Regular Members in Good Standing are willing to continue it.

SECTION 2 - In the event of dissolution, the land, building, and assets of the Congregation shall be distributed to an Orthodox Jewish congregation, Yeshiva, or an Orthodox Jewish organization; the intent being that the Congregation's assets should be held in trust for distribution only to, and for, the benefit of another Orthodox Jewish congregation or Orthodox Jewish organization if possible, within the general locality of the Congregation. All items on loan or rented shall be returned to its rightful owner. The Torah given by the Jaffe family and owned by the Congregation, pursuant to signed agreement dated December 3rd, 2012, will be returned to the Jaffe family only upon dissolution.

ARTICLE XIV - ASSETS

SECTION 1 - The assets of the Congregation and all contributions or donations, whether of real, personal, or mixed property, made generally or for any specific use of the Congregation, shall be deemed as made in trust under the express condition and for the unchangeable purpose of operating a Torah observant Congregation consistent with the purposes and affiliations set above.

ARTICLE XV - AMENDMENTS AND ADOPTION

SECTION 1 - The following provisions of this Constitution and By-Laws shall be irrevocable and not subject to amendment, change, or repeal.

- a. Article 1 - Name

b. Article 13 - Dissolution

c. Article 14 - Assets

SECTION 2 - Provisions of this Constitution and By-Laws, other than those enumerated in Article XV Section 1 above, may be changed or amended, provided the proposed amendment shall have been submitted in writing to the Board by one or more full members in good standing. Upon such submission, the Board shall have the discretion to submit the proposed amendment for membership vote, along with recommendations of the Board, provided, however, that if any such submission of a proposed amendment to the Board shall have been signed by twenty-five percent (25%) of the full members in good standing, submission for a vote of the membership shall be mandatory.

SECTION 3 - With respect to any proposed amendment submitted for a vote of the congregation, the suggested changes or amendments shall be considered for at least thirty days but not more than forty-five days, and shall require a two-thirds majority vote for adoption. The VP of Communications shall mail notices of proposed amendments to the membership at least ten days prior to the meeting for its adoption. A special meeting of the membership shall be called for action upon such proposed amendment, change or repeal, and at least ten days written notice of such meeting shall be given.

SECTION 4 - Any issue not provided for in this Constitution and By-Laws shall be subject to the provisions of Robert's Rules of Order.

SECTION 5 - This Constitution and By-Laws shall become effective and binding upon approval by two-thirds of the regular members in Good Standing, as defined above.

SECTION 6 - After ratification and adoption of this Constitution, all members of the Congregation will continue their membership status and all officers will continue in their previous status until the expiration of their terms on 12/31/2015. If no trustees exist at the time of ratification, they will be appointed on or before 12/31/2015 and will serve a five-year term in accordance with Article III, Section 3. This Section shall become null and void after one year of the ratification of the Constitution and shall be removed in the final posted version of said document.