

TEMPLE ISRAEL OF NATICK  
RESTATED BY-LAWS  
EFFECTIVE MARCH 9, 2008

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**TEMPLE ISRAEL OF NATICK**

**RESTATED BY-LAWS**  
(Formerly The Constitution)

APPROVED BY THE CONGREGATION ON MARCH 9, 2008

**ARTICLE I**  
**NAME**

The name of this Congregation shall be Temple Israel of Natick.

**ARTICLE II**  
**PURPOSE**

The purpose of this Congregation shall be to establish and maintain a synagogue and educational, religious, social, charitable and recreational activities as shall be consistent with and help further the cause and objectives of Conservative Judaism and of the Congregation as an adherent to the principles of Conservative Judaism.

**ARTICLE III**  
**AFFILIATION**

This Congregation shall be affiliated with the United Synagogue of Conservative Judaism.

**ARTICLE IV**  
**MEMBERSHIP**

**Section 1. Eligibility.** Any person of the Jewish faith, eighteen (18) years of age or older, and of good moral character, shall be eligible for membership.

**Section 2. Types of Membership.** There shall be two (2) types of membership:

**A. Regular Membership.** Such membership shall be dues-paying membership and shall entitle each member one vote; provided however, each member of a married couple shall have a separate vote.

**B. Honorary Membership.** Such membership may be conferred by the Board of Directors upon the Rabbi, Cantor, and fulltime Jewish professional staff and their respective spouses and other deserving persons of the community without the right to vote.

**Section 3. Surviving Spouse.** A surviving spouse of members in good standing shall be entitled to retain all membership privileges through the end of the first (1st) full fiscal year of the Congregation following the death of his/her spouse without payment of dues.

**Section 4. Member Privileges.** A member of the Congregation in good standing shall be entitled to the following privileges:

A. A member shall have the right to vote at all general and special Congregational meetings.

B. Subject to such rules as the Board of Directors may prescribe, the children of a member shall have the right to receive their religious education in the School(s) of the Congregation, to be prepared for Bar and Bat Mitzvah and to participate in the ritual of a Bar or Bat Mitzvah as prescribed by the Board of Directors.

C. Subject to such rules as the Board of Directors may prescribe, a member and his/her family shall be entitled to seats in the House of Worship of the Congregation at all services.

D. A member shall be entitled to participate in all the activities held under the auspices of the Congregation.

E. A member shall be eligible for election as an Officer or member of the Board of Directors of the Congregation provided that he/she is then a member in good standing.

F. A member shall be eligible to serve on all Standing and other Committees and shall have the right to vote thereon.

## **ARTICLE V DUES AND ASSESSMENTS**

**Section 1. Fiscal Year.** The fiscal year of the Congregation shall extend from July 1 through June 30 of the following calendar year.

**Section 2. Assessments.** The Board of Directors shall establish for each fiscal year assessments to be payable by members of the Congregation in the form of dues, rental charges for property, tuition fees, charges for the Temple's religious school, nursery

school, youth programs, charges for use of facilities and any other charges that are made for services. The Board of Directors may from time to time establish various classes of membership and may establish dues and other charges for each such class.

**Section 3. Payment of Assessments.** All dues, charges, and assessments established by the Board of Directors shall be payable at such times as specified by the Board of Directors.

**Section 4. Arrearages In Payments.** A member who is in arrears for any portion of dues, pledges, other charges, or assessments after its due date, and after having received due notice, shall be considered delinquent and not in good standing and, after further notice, may be deprived of privileges of membership. A member whose privileges have been so revoked may not be reinstated until all such delinquent obligations, as well as any additional dues, pledges, charges, or assessments which shall have become payable after such termination, have been paid in full.

**Section 5. Relief Provision.** The provisions of Sections 2, 3 and 4 may in individual cases be modified or waived by action of the Board of Directors or any Committee to which this authority is delegated by the Board of Directors.

## **ARTICLE VI MEETINGS**

**Section 1. Annual Meeting.** The Annual Meeting of the Congregation and election of Officers and Directors shall be held during the month of March of each year, on such day as the President may designate.

**Section 2. Special Meetings.** Special Meetings of the Congregation may be called by the President whenever, in his/her discretion, he/she deems it appropriate and must be called by the President at the written request of fifteen (15) members of the Congregation, in good standing, or of five (5) members of the Board of Directors. Such request shall state the reason for and the purpose of the meeting. In the event that the President fails to issue a call for such special meeting within five (5) days after being requested to do so, any other Officer may issue such a call. No business shall be transacted at a Special Meeting, except for the purposes stated in the call.

**Section 3. Quorum.** At all meetings of the Congregation, Annual and Special, a quorum for the transaction of business shall consist of fifty (50) voting members of the Congregation, in good standing, but a lesser number may adjourn the meeting to some future time, not less than six (6) nor more than thirty (30) days from the date thereof, and the Secretary shall thereupon give at least three (3) days notice of such adjourned meeting, to all members who were absent from said meeting.

**Section 4. Notices for Meetings.** Notice of all meetings shall be given to all members of the Congregation by the Secretary of the Congregation in writing, by mail or electronic communication to those members so requesting same, directed to their

addresses as they appear on the books of the Congregation and mailed not less than fourteen (14) days prior to any Annual Meeting (as defined in Section 1 above) and not less than ten (10) days nor more than forty (40) days prior to any Special Meeting (as defined in Section 2 above). Such notice shall set forth the purposes of the meeting.

## **ARTICLE VII BOARD OF DIRECTORS**

**Section 1. Board Composition.** The management and administration of the affairs of this Congregation shall be vested in a Board of Directors consisting of:

- a. The ex officio members designated by Section 3 below;
- b. Members appointed pursuant to Section 11 below; and
- c. Sixteen (16) members, each of whom shall be elected by the Congregation for a term of two (2) years, in such manner that each year the terms of office of eight (8) members shall expire.

**Section 2. Assumption of Office.** Directors shall assume office on the first day of June.

**Section 3. Ex Officio Board Members.** The Officers of the Congregation, the two immediate past Presidents of the Temple, the President of the Men's Club, the President of the Sisterhood, and the President of any other such auxiliary group as provided in Section 1 of Article XII that exists, provided such auxiliary group President must be a member of the Congregation, shall be ex officio members of the Board of Directors with voice and vote.

**Section 4. Board Responsibilities.** The Board of Directors shall be charged with and assume control of all the property of the Congregation; shall designate the financial institution(s) wherein the funds of the Congregation shall be deposited; shall be responsible for all expenditures and disposals of Congregational funds and property, but shall not invest any of the funds of the Congregation in any investments which are not legal for regulated financial institutions in The Commonwealth of Massachusetts. The Board of Directors shall exercise all powers, authorities and discretions in the management of the Congregation's property, upon such terms and conditions as may seem advisable to the Board, and may do any and all acts which the Board deems necessary or proper for the due care and management of the Congregation's property.

**Section 5. Check Signing.** All checks and other instruments for the payment or withdrawal of monies shall be signed or endorsed by the President and the Treasurer (signing singly if the Board of Directors so authorizes) or such other Officer or Officers as the Board of Directors may from time to time authorize.

**Section 6. Rules, Regulations.** The Board of Directors shall make such rules and



regulations, policies and procedures consistent with these By-Laws, as they may deem advisable to further the purpose of this Congregation.

**Section 7. Regular Meetings; Quorum.** The Board of Directors shall meet regularly on the second Tuesday of each month, or on such other day of the month as the President or the Board of Directors, by resolution, may designate, excluding the months of July and August unless otherwise determined by the President, and a quorum shall be a majority of the total number of Directors (including ex officio Directors other than past Presidents) then holding office. No matter may be decided upon by the Board of Directors at any meeting, regular or special, except by a majority vote of the voting members present.

**Section 8. Special Meetings.** Special meetings of the Board of Directors may be called by the President at his/her discretion, and must be called by him/her at the written request of three (3) members of the Board of Directors. Such request shall state the reason(s) for the purpose of the meeting. In the event that the President fails to issue a call for a special meeting within five (5) days after being requested to do so, any other Officer may issue such call.

**Section 9. Successor Directors.** In the event of the death, resignation, or removal of a member of the Board of Directors, other than an ex officio member, a successor shall be appointed by the President within two (2) Board Meetings from the time of the vacancy; or in the absence of the President by the Executive Vice-President, with the approval of the Board of Directors to fill the office for the unexpired term.

**Section 10. Removal For Cause.** Any Director other than an ex officio member may be removed from office for cause during his/her tenure by a two-thirds vote of the entire Board of Directors. Any Director other than an ex officio member shall be so removed if he/she fails to attend three (3) successive Board of Directors' meetings without good cause.

**Section 11. Presidential Appointments.** In addition to the members of the Board of Directors elected and determined in accordance with the provisions of Section 1 and Section 3 of this ARTICLE VII, additional Directors, with full voice and vote, may be appointed by the President with the approval of the Board of Directors; provided, however, that no more than one (1) such additionally appointed Directors shall hold office at any time. Each appointed Director shall hold such office until the expiration of the then current fiscal year.

## **ARTICLE VIII OFFICERS**

**Section 1. Officers.** The Officers of the Congregation shall be the President, Executive Vice-President, Vice-President of Administration, Vice-President of Member

Relations, Vice-President of Religion, Vice-President of Education, Vice-President of Finance, Treasurer, Financial Secretary and Secretary.

**Section 2. President.** The President shall be the Chief Executive officer of the Congregation and shall be responsible for all aspects of its operation subject to the direction of the Board of Directors. The President shall preside as Chairperson at all meetings of the Congregation and of the Board of Directors. The President shall present the agenda for each such meeting, shall call all meetings of the Congregation and of the Board of Directors, and shall appoint all Committee Chairpersons from among the members of the Congregation in good standing after consultation with the appropriate Vice-President and subject to the Board of Directors' confirmation of each appointment. The President shall be an ex officio member of all committees, except the Nominating Committee, without the right to vote. The President shall present a report at each meeting of the Congregation on the Board of Directors' activities since the previous meeting of the Congregation and shall present a written report on the status of the Congregation at the Annual Meeting in March. The President shall be responsible for appointing an ad hoc committee to work in conjunction with the personnel committee in evaluating the professional staff. The President shall sign all agreements, contracts, deeds, and other documents for the Congregation, pursuant to appropriate resolutions by the Congregation or the Board of Directors; provided, however, that the Board of Directors may from time to time delegate such signing authority to other Officers as it may determine.

**Section 3. Vice-President.** Each Vice-President shall assist the President in the discharge of his/her duties, and shall report periodically to the President. Unless otherwise provided, each Vice-President shall be ex-officio voting members of all Committees within their respective jurisdictions. Without limiting the generality of the foregoing, they shall have the following duties:

**A. The Executive Vice-President** shall be the First Vice-President in terms of overall authority and shall report periodically to the President and shall undertake general supervision of such Committees and activities as the President shall assign. The Executive Vice-President shall assume the duties of the President whenever the President is absent and shall perform such other duties as the President or the Board of Directors may from time to time determine, including but not limited to oversight of the Strategic Planning and Personnel Committees.

**B. The Vice-President of Administration** shall have oversight of the House, Aesthetics, and such other Committees or activities as may be assigned.

**C. The Vice-President of Member Relations** shall have oversight of the Membership, Communications and Caring Committee, and such other Committees or activities as may be assigned.

**D. The Vice-President of Religion and Israel Action** shall have oversight of Ritual, Social Action (Tikkun Olom), Family Education, Israel Action Committee and such other Committees and activities as may be assigned.

**E. The Vice-President of Education** shall have oversight of the Religious and Nursery Schools, Adult Education, Youth Committee and such other Committees and activities as may be assigned.

**F. The Vice-President of Finance** shall have overall responsibility for the

Congregation's financial and tax reporting processes, internal financial controls, the development, monitoring and management of the financial reporting processes and financial policies and shall have oversight of Ways and Means, dues and assessments, any special fund raising activities, the administration of resulting funds, and restricted funds, and such other Committees and activities as may be assigned.

**Section 4. Treasurer.** A. The Treasurer shall receive all money belonging to the Congregation, shall deposit and/or invest same in the name of the Congregation in such banks or other regulated financial institutions as the Board of Directors shall authorize or direct and shall maintain a record of all cash receipts. The Treasurer shall have oversight of the monthly bank reconciliation process and shall manage and invest cash in excess of normal operating requirements. The Treasurer shall be responsible for the payment of all properly approved third party invoices. The Treasurer shall be responsible for the preparation of the annual Budget with assistance from the Budget Committee. The Treasurer shall prepare and present a written monthly report to the Board of Directors and an annual report to the Congregation at its Annual Meeting. The Treasurer shall attend meetings of the Finance and Budget Committees and perform such other duties as the office requires.

B. Before entering upon the duties of his/her office, the Treasurer shall, if the Board of Directors so requires, furnish good and sufficient bond, paid for by the Congregation, for the faithful performance thereof in such amount as the Board of Directors may determine. The Treasurer shall, at the expiration of his/her term, have the Temple's books and accounts ready for settlement and shall deliver same to the Treasurer's successor, together with all money and other properties of the Congregation in the custody of the Treasurer.

**Section 5. Financial Secretary.** The Financial Secretary shall maintain a register of the names of all members of the Congregation and shall be responsible for the preparation of all invoices for dues and other charges. In addition, the Financial Secretary shall implement abatement policies and procedures, and shall attend to late payment of dues and tuitions.

**Section 6. Secretary.** The Secretary shall: (i) keep a record of attendance at all Board of Directors' meetings and shall notify all members, who fail to attend two (2) successive meetings without good cause, of the provisions of ARTICLE VII, Section 10; (ii) shall take and read the minutes of all Board meetings; and (iii) shall sign such instruments or documents as authorized or directed by the Board of Directors. The Secretary shall also: (i) report all communications received to the Board of Directors; (ii) shall be responsible for Temple correspondence; (iii) shall issue all notices for meetings; and (iv) shall perform such other duties as the Office requires.

**Section 7. Election of Officers.** Officers shall be elected at the Annual Meeting in March for a term of one (1) year with the term of office beginning on the first day of June next following and may be re-elected for not more than two (2) additional successive years.

**Section 8. Removal of Officers.** Any Officer shall be removed from office with cause during his/her tenure by a two-thirds vote of the Board of Directors.

**Section 9. Successor Officers.** In the event of the death, resignation, removal, or incapacity of any officer other than the President, a successor shall be elected by the Board of Directors to fill the vacancy for the unexpired term. In the event of the death, resignation, removal, or incapacity of the President, the Executive Vice-President shall assume said office for the unexpired term. In the event the Executive Vice-President declines to accept the Office, then a successor President shall be elected without delay by the Board of Directors from among the other Vice-Presidents to fill the vacancy for the unexpired term.

## **ARTICLE IX**

### **NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS**

**Section 1. Nominating Committee.** A. The Nominating Committee shall consist of five (5), members. The immediate past President, if available, otherwise any past President selected by the current President shall be the Chairperson; three members shall be elected at the Annual Meeting in March; and the fifth member shall be appointed by the President with the approval of the Board of Directors no later than the second Board of Directors' meeting next following the Annual Meeting.

B. No member of the Nominating Committee shall be eligible for nomination for or election to any office to be filled at an election meeting with respect to which he served on the Nominating Committee, and his/her name shall not appear on the Nominating Committee slate of nominees for any office or Directorship to be filled at such election.

C. The term of the Nominating Committee shall commence immediately following the Annual Meeting and shall continue until the slate has been presented to the Secretary for the following year's Annual Meeting.

**Section 2. Nominating Committee's Report.** Nominations for all Officers, Directors, and members of the Nominating Committee to be elected at the next Annual Meeting shall be made by report of the Nominating Committee no later than February 1 of each year, and the Nominating Committee's report of such nominations shall be delivered to the Secretary by such date. The Secretary shall, in turn, notify the general membership of the slate proposed and recommended by the Nominating Committee by written notice within seven (7) days after receipt by the Secretary of the Nominating Committee's report.

**Section 3. Additional Nominations.** Additional nominations for Officers and/or Directors may be made by petition signed by at least five (5) members in good standing and submitted to the Secretary on or before March 1. Each petition shall be accompanied by the written acceptance of the nominee.

**Section 4. Exclusive Proceedings.** No nominations for any Office, Directorship or the Nominating Committee may be made other than as provided in Section 2 and Section 3 of this ARTICLE IX.

**Section 5. Nominations.** No member may be nominated by the Nominating Committee for more than one position (Officer, Director, or member of the Nominating Committee). In the event more than one person is nominated for any Office, any nominee for such Office may also be nominated by petition for a Directorship; provided, however, that no person elected an Officer at the Annual Meeting shall thereafter stand for election

as a Director at the same meeting.

**Section 6. Slate of Nominees.** The Notice of Annual Meeting required by ARTICLE VI, Section 4, shall contain the entire slate of nominees, including those nominated by the Nominating Committee and those nominated by petition. The Notice shall also contain the names of all Directors then serving who continue to hold such Directorship for the ensuing year.

**Section 7. Voting.** The election of Officers, eight (8) Directors and the Nominating Committee members shall be by majority vote of the members attending the Annual Meeting, one vote for Officers and one vote for Directors and Nominating Committee members; provided, however, the election of any Officer, the slate of Directors or member of the Nominating Committee which is contested shall be by closed prepared ballots. In the case of a contested election or any required vote of the members on any proposed amendment(s) to these By-Laws, absentee ballots shall be available from the Election Committee at least one week prior to the Annual Meeting for those members in good standing not able to be present at the actual balloting. These ballots must be returned in a sealed envelope prior to the actual balloting in order to be considered in the voting.

**Section 8. Election Committee.** An ad hoc Election Committee, appointed by the President and consisting of at least three (3) members of the Congregation, none of which shall be current or nominated Officers or Directors, shall be responsible for counting ballots and reporting the results of the election. The Committee shall report the results of the election of Officers prior to the balloting for the Directors and Nominating Committee.

**Section 9. Contested Election of Officers.** In the event of any contested officer position with more than one person seeking such officer position, then the election for such officer position shall be by closed prepared ballot, including any votes by absentee ballot. In the event there is not a majority on the first ballot, the name of the candidate having the smallest number of votes shall be dropped from the ballot and a new ballot of the remaining nominees shall be taken. This procedure shall be followed until one candidate has a majority.

**Section 10. Contested Election for Directors.** In the event of any contested election for a seat or seats on the Board, the election shall be by closed prepared ballots. In the case of a contested election, those candidates receiving the eight (8) highest number of votes on a single ballot shall comprise the eight (8) elected members of the Board of Directors. In the event of a tie for the eighth position only, a new ballot shall be taken and this ballot shall include only the names of the tied candidates.

## **ARTICLE X THE RABBI**

**Section 1. Rabbi's Qualifications.** The position of spiritual leader of this Congregation shall be occupied by an ordained Rabbi, approved by the Joint Commission on Rabbinical Placement of the Jewish Theological Seminary, Rabbinical Assembly and United Synagogue of Conservative Judaism.

**Section 2. Engagement.** The Rabbi shall be engaged by the affirmative vote of a majority of the Board of Directors at a regular or special meeting called for that purpose.

**Section 3. Term and Duties.** The term under which the Rabbi shall be retained and his/her duties shall be determined by the Board of Directors. The Board of Directors shall use the standards established by the United Synagogue of Conservative Judaism as a guide.

**Section 4. Responsibilities.** The Rabbi, as Mara D'atra shall have the overall responsibility of implementing the spiritual aims and objectives of the Congregation. The Rabbi shall enjoy the freedom of the pulpit. The Rabbi, however, shall periodically seek the advice and guidance of the Board of Directors, through its various committees, to determine the views of the Congregation and the most effective way of discharging his/her duties, consistent with the views of the Congregation and the principles of Conservative Judaism.

## **ARTICLE XI CANTOR**

**Section 1. Cantor.** The Cantor of this Congregation shall be engaged by the Board of Directors, preferably on referral by the Cantors Assembly of the United Synagogue of Conservative Judaism.

**Section 2. Engagement.** The Cantor shall be engaged by the affirmative vote of a majority of the Board of Directors at a regular or special meeting called for that purpose.

**Section 3. Term and Duties.** The term under which the Cantor shall be engaged and the Cantor's duties shall be determined by the Board of Directors. The Board of Directors shall use the standards established by the United Synagogue of Conservative Judaism as a guide.

## **ARTICLE XII AUXILIARY ORGANIZATIONS**

**Section 1. Auxiliary Organizations.** The Congregation shall have such auxiliary organizations as shall from time to time be authorized and constituted by the Board of Directors.

**Section 2. Activities.** The activities of all auxiliary organizations of this Congregation shall always be conducted in such manner as shall advance the best interests of the Congregation and as shall be consistent with the aims and objectives of the Congregation as an adherent to the principles of Conservative Judaism.

**Section 3. By-Laws.** The By-Laws and other regulations of all auxiliary organizations shall be consistent with the By-Laws, and objectives of the Congregation.

**Section 4. Authority of Board.** The Board of Directors shall have the authority and responsibility to withdraw the charter of any auxiliary organization which violates any of the provisions of Sections 2 or 3 of this Article XII. In such case, the name of Temple Israel of Natick may not be used in the name of the organization whose charter has been withdrawn.

## **ARTICLE XIII STANDING COMMITTEES**

**Section 1. Chairpersons.** The President shall appoint the Chairpersons of all Standing Committees from the membership of the Congregation with the approval of the Board of Directors. The President shall inform the Board of Directors of his/her nominations for these Chairmanships no later than the second Board of Directors' meeting next following the Annual Meeting. Upon submission of each nomination, the Board of Directors shall vote to confirm or reject the nomination.

**Section 2. Term.** Chairpersons of Standing Committees shall each be appointed for a term expiring upon the appointment of his/her successor but in no event later than the second Board of Directors' meeting next following the commencement of the new term of the Board of Directors.

**Section 3. Standing Committee.** The Standing Committees of this Congregation and their respective duties shall be as follows:

**A. The Executive Committee** shall consist of all current officers and the two immediate past Presidents of the Temple. It shall report to the Board of Directors on a regular basis. Its duties and responsibilities shall consist of the following: it shall meet



on a regular basis; it shall determine the agenda for each Regular Meeting of the Board of Directors; it shall consider and review reports from Officers and Committees and shall make recommendations to the Board of Directors with respect to these reports; and it shall maintain under constant review general Temple policy, Committee functions and activities, and general Temple operations. It shall make recommendations to the Board of Directors and/or various Committees for their respective consideration where appropriate.

**B. The Social Action (Tikkun Olom) and Community Relations Committee** shall maintain a relationship with other secular and religious local community organizations. It shall seek out, study, and disseminate information with respect to community, national, and international social and political issues of concern to Judaism and to Jews. It shall make recommendations for appropriate action to the Board of Directors.

**C. The Aesthetics Committee** shall review for appearance and its harmony with overall decorative scheme of the Temple, all proposals involving any change, addition, or deletion of work to or on the interior or exterior of the Temple building or its appurtenances. This shall include furniture, furnishings, works of art, and related objects. After completing its review, the Committee shall make its recommendations concerning the specific proposal to the Board of Directors.

**D. The Ritual Committee** shall, in conjunction and cooperation with the Rabbi and the Cantor, have charge and direction of services and all other religious matters and activities of the Congregation, such as Bar/Bat Mitzvah policy, Kashruth policy, liturgical music policy, and the like, at all times subject to the approval of the Board of Directors. It shall be responsible for ushering at all services, which responsibilities shall include maintenance of decorum and dignity of the services, designating Gabbaim, and distributing aliyot, patichot, and other honors. In general, it shall be responsible for furnishing all ritualistic assistance in the Synagogue. It shall consult with the Rabbi and Cantor on ritual problems brought to its attention. It shall make reports and recommendations to the Board of Directors.

**E. The Education Committee** shall supervise the religious schools of the Congregation; shall determine policy and establish regulations for the administration of such schools. The Education Director shall be hired by the Board of Directors and the Education Director shall hire the teachers and other staff for the schools... Actions and decisions of the School Committee shall be subject to review of the Board of Directors, and in its discretion, approval or disapproval of same. It shall make reports and recommendations to the Board of Directors.

**F. The Adult Education Committee** shall, together with the Rabbi and Cantor undertake, promote, and administer cultural and educational programs and activities for adults. It shall make reports and recommendations to the Board of Directors.

**G. The Membership Committee** shall engage in such activities as shall tend to promote, retain and expand the membership of the Congregation, as well as the spirit of fellowship among the members. It shall make reports and recommendations to the Board of Directors.

**H. The House Committee** shall be in charge of and shall keep the buildings and properties of the Congregation in good repair; it shall keep a calendar of Congregational activities; and it shall supervise and establish rules and regulations concerning the rental or loan of equipment and facilities of the Congregation. It shall make reports and recommendations to the Board of Directors.

**I. The Cemetery Committee** shall supervise, control, and establish rules and regulations concerning any cemetery that may be acquired by the Congregation, or with which the Congregation may enter into an agreement or arrangement.

**J. The By-Laws Committee** shall periodically review the By-Laws and make recommendations for changes or amendments in accordance with the provisions of ARTICLE XVII. The Chairman of this Committee shall also serve as Parliamentarian and advise the President on proper Parliamentary Practices in accordance with ARTICLE XIV.

**K. The Caring Committee** shall, together with the Rabbi and Cantor, arrange a program of visitation and other forms of aid and comfort for members in situations of special need, such as illness, extended confinement to home, or bereavement.

**L. The Ways and Means Committee** shall set standards for fund raising appropriate to the Synagogue, and shall present specific proposals for increasing revenue to the Board of Directors and shall implement such proposals when approved by the Board of Directors. It shall make reports and recommendations to the Board of Directors.

**M. The Youth Committee** shall be charged with the responsibility of developing and maintaining in operation a program of youth activities under the auspices of the Congregation and in keeping with the United Synagogue Youth Standard. The Men's Club and Sisterhood shall each be entitled to a representative as a member of the Committee. The Committee shall determine policy and formulate rules and regulations for the administration of such activities and shall employ advisors, directors, or other staff for these activities.

**N. The Budget Committee** shall obtain from each Committee in the Spring of each year a detailed estimate of the anticipated revenues and expenses for the immediately succeeding fiscal year. It shall draft on the basis of these estimates a budget for the next fiscal year and present a balanced budget to the Board of Directors. The Committee shall further review each annual budget at such time(s) as the President shall designate and present its recommendation to the Board of Directors. The Vice-President of Finance, Treasurer and Financial Secretary shall be ex officio members of this Committee.

**O. The Finance Committee** shall be responsible for and report and make recommendations to the Board of Directors with respect to all matters involving the finances of the Congregation. It shall assist the Treasurer with preparing monthly financial reports for presentation to the Board of Directors. It shall also assist the Treasurer in reporting the financial condition of the Congregation at the Annual Meeting. It shall periodically review and compare the actual revenue and expenditures in relation to the annual budget and shall present to the Board of Directors at any time of year any recommendations for changes in the annual budget. Upon vote of the Board of Directors, it shall, annually cause an audit to be made by an independent auditor of all the financial

accounts of the Congregation. It shall be responsible for all matters relating to the collection or abatement of dues and all other financial obligations. It shall report to the Board of Directors any cases where all reasonable efforts to collect dues and other charges have proved unsuccessful, and it shall advise the Board of Directors as to the action it proposes to take. The Committee shall consist of the Vice-President of Finance as Chairman, the Treasurer, the Financial Secretary and such other persons as the Vice-President of Finance may from time to time appoint.

**P. The Personnel Committee** shall consist of its Chairman, appointed by the President; the Executive Vice-President; one or more past Presidents, appointed by the President; and between one and three additional members appointed by the President. Subject to review of the Board of Directors, and in its discretion, approval or disapproval of same, the Personnel Committee shall have the responsibility of contract negotiations with all professional employees as directed by the Board of Directors; shall maintain job descriptions and manuals pertaining to employment within the Temple; shall serve as the arbitrator on all personnel matters with professional employees of the Temple; and shall review, administer, and maintain all contracts or letters of agreement with all senior professional staff of the Temple.

**Q. The Nominating Committee** shall perform the duties assigned to it in  
ARTICLE IX.

**R. Investment Committee** shall be responsible for all long-term investment related matters, including policy and strategy matters, investment manager selection and implementation, and review for compliance and performance relative to objectives as approved by the Board of Directors. Every twelve (12) months, the Committee shall submit a report to the Board describing the composition of the Temple's long term investments, any investment returns thereof, additions to and distributions from the the Temple's long-term investments, and other such matters that relate to the Temple's long term investments..

**S. The Family Education Committee** shall be responsible for the development and enhancement of Family programs for all ages. It will establish contexts for lifelong Jewish learning among members of the entire congregation. It shall make reports and recommendations to the Board of Directors.

**T. The Israel Action Committee** shall promote Israel advocacy, coordinate educational and cultural programs and be a liason to the Israel bond office. It shall coordinate efforts in regards to the Adopt-A-Family Program, provide spiritual and political support to the Masorti (Conservative) movement in Israel and promote travel to Israel. It shall make reports and recommendations to the Board of Directors.

**U. The Early Childhood Education Committee** shall provide oversight to the Nursery School and address the broad educational needs of children within the congregation, who are of preschool age up through the first grade. It shall make reports and recommendations to the Board of Directors.

## **ARTICLE XIV PARLIAMENTARY PRACTICE**

Robert's Rules of Order shall be the standard for parliamentary procedure for meetings of the Congregation and the Board of Directors, in the absence of any other rule or law governing the procedure in a particular situation.

## **ARTICLE XV LOANS, MORTGAGES AND SALE OF PROPERTY**

**Section 1.** Monies may be borrowed, with or without security, in furtherance of the Congregation's purposes and to provide operating funds, but mortgages on the Congregation's physical property, real or personal, may be effected only for the purpose of purchase, construction, rehabilitations, material improvement or enlargement of facilities, and only by way of approval of the Congregation at a Congregational meeting held pursuant to a notice in which the members of the Congregation are advised that a proposal for any such borrowing secured by a mortgage on the Congregation's property shall be on the agenda. Monies may also be borrowed for the purpose of investing in bonds, notes, and other securities and obligations of the State of Israel.

Section 2. Any sale of all or substantially all of the Congregation's physical and or real property and the granting of any easement or encumbrance recommended by the Board shall be further subject to the approval of the Congregation at a Congregational meeting held pursuant to a notice in which the members of the Congregation are advised that a proposal for such sale shall be on the agenda.

## **ARTICLE XVI CONFLICT OF INTEREST**

**Section 1 Definition.** A conflict of interest transaction is a transaction with the Temple in which a Director or Officer has a material direct or indirect interest. A conflict of interest transaction is not voidable by the Temple solely because of the Director's or Officer's interest in the transaction if both of the following are true:

- A. the material facts of the transaction and the Director's or Officer's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors and the Board of Directors or committee authorized, approved, or ratified the transaction; and
- B. the transaction was fair to the Temple.

**Section 2. Indirect Interest.** For purposes of this Section, and without limiting the interests that may create conflict of interest transactions, a Director or Officer of the Temple has an indirect interest in a transaction if: (1) another entity in which he or she

has a material financial interest is a party to the transaction; or (2) another entity of which he or she is a Director or officer or trustee or in which he or she holds another position is a party to the transaction and the transaction is or should be considered by the Board of Directors; or (3) a member of the Director or Officer's immediate family receives a direct or indirect financial benefit from the transaction.

**Section 3. Approval of Conflict of Interest Transaction.** A conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors (or on the committee) who have no direct or indirect interest in the transaction. If a majority of the Directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this Section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action so taken if the transaction is otherwise authorized, approved, or ratified as provided hereinabove.

## **ARTICLE XVII AMENDMENTS**

**Section 1 Process.** This Constitution, or any portion thereof, may be amended in the following manner:

A. The Board of Trustees may present an amendment to the Congregation. This shall automatically take the form of a motion, properly made, as a matter of New Business at the first Congregational meeting following the meeting of the Board of Trustees at which it was approved.

B. Any member in good standing may present a proposed amendment in writing to the Board of Trustees for its consideration. Consideration shall be given by the Board of Trustees at the meeting following receipt of the proposed amendment. Upon acceptance by the Board of Trustees, the amendment shall be presented to the Congregation, as described in Subsection A above.

C. An amendment presented to the Board of Trustees by written petition of twenty-five (25) voting members of the Congregation in good standing shall be presented by the Board of Trustees at the next general meeting of the Congregation following its consideration by the Board of Trustees.

**Section 2 Notification.** All members of the Congregation in good standing shall be notified by mail of the proposed amendment at least ten (10) days prior to the Congregational meeting at which the amendment shall be discussed. In the event that less than two (2) weeks intervene between the meeting of the Board of Trustees at which action was taken and the next Congregational meeting, then the amendment shall be presented at the second Congregational meeting following the meeting of the Board of Trustees.

**Section 3 Approval.** Upon approval by two-thirds of the members in good standing present, the amendment shall become an integral part of this Constitution. The amendment shall take immediate effect unless otherwise specified in the amendment.