

CONSTITUTION OF  
CONGREGATION ETZ HAYIM  
*As Amended May 15, 2016*

Article I – Name

The name of the organization shall be Congregation Etz Hayim (formerly Arlington-Fairfax Jewish Congregation), hereinafter called the “Congregation”.

Article II – Purpose

The purposes of the Congregation shall be:

1. To establish and maintain a synagogue in the Conservative religious movement and a center of community activities and learning, consistent with the ideals and standards of the United Synagogue of Conservative Judaism or any succeeding organization of similar or related nature.

2. To participate in and foster religious, educational, cultural, civic, social and recreational activities.

Article III – Membership

Any person of the Jewish faith who supports the purposes of the Congregation as set forth in Article II shall be eligible for membership. Such membership may include the person’s eligible spouse, domestic partner or life partner, and/or the person’s unmarried eligible dependent children.

Article IV – Officers

The Officers of the Congregation shall be:

1. President
2. First Vice President
3. Vice President for Religious Affairs
4. Vice President for Education and Youth
5. Vice President for Membership
6. Vice President for Fundraising
7. Vice President for Operations
8. Treasurer
9. Recording Secretary

Article V – Trustees

1. The Trustees shall consist of the President, the First Vice President, the Vice President for Operations, and the Treasurer.
2. The Trustees shall constitute the legal representatives of the Congregation.
3. The Congregation shall sue and be sued in the name of the Trustees.

4. All property, real, personal and mixed, shall be deemed to be vested in the Trustees, in trust for the Congregation.

#### Article VI -- Board of Directors

1. The Board of Directors shall consist of the elected officers of the Congregation enumerated in Article IV above, the elected President of the Congregation's Sisterhood, the elected President of the Congregation's Men's Club, , ten (10) additional Directors elected by the membership at a membership meeting held for the election of officers, and a Parliamentarian who is appointed by the President. . The immediate Past President of the Congregation who has completed his/her term will be a member of the Board for the subsequent two years, with all the rights, duties, and privileges of a duly elected member of the Board, so long as such Past President maintains membership in the Congregation.

2. The Board of Directors shall manage the affairs of the Congregation. The Board of Directors may delegate responsibility for carrying out its policies to an Executive Committee. Such Executive Committee shall consist of all of the officers and the Immediate Past President. The Executive Committee shall meet upon the call of the President. The Executive Committee shall maintain minutes of its proceedings, and the President shall report to the Board of Directors concerning each meeting thereof. The President shall be Chair of the Executive Committee and of the Board of Directors.

3. The Board of Directors shall meet in person at least eight (8) times during a calendar year at a date and time to be fixed by the President. The Board of Directors may also meet at such other times as the President may specially call. The Board of Directors may also meet upon written request of five members of the Board addressed to the President who thereupon shall call a special meeting of the Board. "Written request" may include request by email or similar electronic means. No absentee ballots and no proxy votes shall be permitted at Board of Directors meetings. Electronic voting shall be permitted between in-person meetings of the Board of Directors and the Executive Committee for time-sensitive matters. Any such vote shall be recorded in the minutes of the next in-person meeting.

#### Article VII – Elections

1. All Officers and members of the Board of Directors, except the President of the Congregation's Sisterhood and the President of the Congregation's Men's Club and the Immediate Past President, shall be elected by the Congregation's membership at the membership meeting called for the election of officers by a majority vote.

2. No person shall hold office in the Congregation or qualify as a member of the Board of Directors unless such person is a member in good standing of the Congregation as defined in Article XIII.

3. Officers and Directors shall serve for a term of one year beginning July 1<sup>st</sup>, or until their successors are duly elected and installed, but no member shall hold more than one elective office simultaneously.

## Article VIII – Vacancies of Office

1. A vacancy occurring in the office of President because of death, resignation, removal, disability or inability of the President to perform his/her duties shall be filled by the First Vice President.
2. Vacancies occurring in offices other than that of President or vacancies occurring among the elected Directors shall be filled by appointment of the Board of Directors at the next meeting following the occurrence of the vacancy or at such other time as a candidate can be recruited. Such appointment shall be for the unexpired term of the officer or Director being replaced.

## Article IX – Dissolution

In the event of the dissolution of the Congregation, all net assets remaining after payment of the debts and obligations of the Congregation shall be transferred and conveyed to one or more religious, charitable, or educational not-for-profit organizations that meet the requirements of Section 501(c)(3) of the Internal Revenue Code as it now exists or may be subsequently amended. Such action may be recommended by the Board of Directors, subject to approval of the membership at a special meeting called for the purpose of designating organizations to receive the assets of the Congregation. No such meeting may be called without providing at least two weeks' advance notice to members about the time, date and purpose of the meeting. For purposes of this Article, notice may be given by first class, regular mail, or email.

## Article X – Quorum

1. Thirty (30) members of the Congregation shall constitute a quorum for the election of officers and Directors.
2. Thirty (30) members of the Congregation shall constitute a quorum for the transaction of business at a general membership meeting, or at a special meeting of the Congregation.
3. Eleven (11) members of the Board of Directors entitled to vote shall constitute a quorum for the transaction of business at a regular or special meeting of the Board of Directors.

## Article XI – Parliamentary Standard

Absent any rule(s) adopted by a two-thirds majority of the Board of Directors present for the conduct of Board meetings, or rules adopted by a two-thirds majority of Congregation members present for the conduct of membership meetings, Robert's Rules of Order shall provide the rules of procedure in all cases to which they are applicable and are not in conflict with the provisions of this Constitution. The President may appoint a Parliamentarian as a non-voting member of the Board of Directors. The decisions of the Parliamentarian shall be final in all matters of procedure unless overruled by a majority vote of the Board of Directors voting on the matter.

## Article XII -- Affiliated and Associated Organizations

1. Affiliated organizations are those sponsored by the Congregation and affiliated with an arm of the Conservative Movement. The executive head of an affiliated organization shall be a

member in good standing of the Congregation; such organization must be approved by the Board of Directors, and the Congregation shall assume no financial responsibility or obligations of such affiliated organization except as may be authorized by an affirmative vote of the Board of Directors. Examples of affiliated organizations are Sisterhood, Men's Club and United Synagogue Youth.

2. Associate organizations are those sponsored by other Jewish organizations, such as B'nai B'rith International and the Jewish War Veterans of the United States of America. In order to be designated an Associate Organization, such organization must be approved by the Board of Directors. The Congregation shall assume no financial responsibility or obligations of any associate organization.

#### Article XIII – Rights and Privileges of Members

1. A member in good standing is one who is current in the payment of Congregation dues and all other obligations to the Congregation.

2. All Congregation members in good standing shall be entitled to the rights and privileges incident to membership. No member shall be disqualified from enjoying the privileges of a member in good standing solely by reason of inability to pay required monetary obligations; provided, however, that such individual shall make annual application to, and receive annual certification from, a committee consisting of the President, the Rabbi, and one of the Congregation's other officers, selected by the President. Applications of individuals shall be kept in strict confidence, consistent with the need to administer this Article and manage the affairs of the Congregation responsibly.

3. The membership shall have the power and authority to remove from office any officer or Director for neglect of duty, theft, dishonesty, arrest for or conviction of a felony, violation of the Constitution or Bylaws of the Congregation, or conduct contrary to the interests of the Congregation. Such removal shall be effected by a two-thirds vote of members in good standing present and voting for removal at a special meeting called for that purpose by a majority of the members of the Board of Directors. No such meeting may be called without providing at least two weeks' advance notice to members of the time, date and purpose of the meeting. For purposes of this Article, notice may be given by first class, regular mail, or email, or any combination of the above.

4. All members in good standing shall have the right to vote at membership meetings of the Congregation. No absentee ballots and no proxy votes shall be permitted at membership meetings. In the case of a couple, both partners shall each be entitled to vote, if both are eligible members. Members' children shall not be entitled to vote, unless they are members of the Congregation in their own right.

5. Members' dues, assessments, and fees shall be determined as provided in the Bylaws.

#### Article XIV -- The Rabbi

The relationship between the Congregation and its Rabbi is that of a religious community and its chosen spiritual leader. This relationship, therefore, is one of mutual respect and dignity, to promote the spiritual guidance and Jewish learning of the Congregation, as well as to enhance the position of the Jewish community and its leaders. The Rabbi shall have freedom of the pulpit. The Rabbi is in sole charge of all religious services and rituals. The Rabbi shall

serve as an ex-officio (without the privilege of a vote) member of any committee to which the Rabbi is appointed by the President, except that the Rabbi shall not serve as a member of the Board of Directors or the Executive Committee.

#### Article XV -- Amendment Procedures

1. Proposed amendments to this Constitution shall be reduced to a petition in writing, signed by twenty-five (25) members in good standing and submitted to the President who shall call a membership meeting for the specific purpose of amending the Constitution. Such meeting shall be scheduled to take place within thirty (30) days of the receipt of the petition by the President, or at such other time as the Board may determine by majority vote.

2. The text of the amendment and the text of the existing provision(s) which it seeks to amend shall be included in the notices sent to members announcing the special meeting for the purpose of approving or rejecting the amendment(s) at least ten (10) days prior to such meeting. The proposed amendment shall be voted upon at the special meeting called therefor and, if approved by two-thirds of the members present, shall be adopted, provided there is a quorum as required by Article X.

#### Article XVI – Bylaws

The membership shall adopt such Bylaws as it deems necessary to carry out the purposes of this Constitution, provided that at least ten (10) days prior to a meeting called for such adoption, a written notice and a copy of the proposed Bylaw(s) shall be submitted to the membership for its approval or rejection. The procedure for adopting Bylaws shall be the same as the procedure for adopting amendments to this Constitution, except that only a majority of those present at the membership meeting shall be necessary for the adoption of the proposed Bylaw(s), provided there is a quorum as required by Article X of this Constitution.