

CONSTITUTION AND BY-LAWS OF
CONGREGATION BETH DAVID OF NARRAGANSETT

ARTICLE I

NAME AND OBJECT

Section 1. The name of this corporation shall be CONGREGATION BETH DAVID OF NARRAGANSETT.

Section 2, This Institution is constituted for the purpose of maintaining under free American Institutions a house of worship for men, women, and children of the Hebrew faith, dedicated to G-d, to the traditions and Ideals of Judaism in the nature of conservative Judaism, and as provided in its charter and to the spiritual, moral, and general welfare of its members, their families, and the community of which it shall be a part.

ARTICLE II

MEMBERSHIP

Section 1. Any person of the Hebrew faith may become a member by applying to the Board of Trustees who are hereby vested with full authority to pass upon all such applications and to elect members under such terms, conditions, and the payment of such fees as they may from time to time prescribe.

Section 2. Each member shall have one vote in the affairs of the Congregation. In the case of family membership, the husband and wife shall each have one vote. The rights and privileges of members shall be prescribed by the Board of Trustees, Any member who has failed to pay the dues, assessments, or other charges due or owing the Synagogue within the time prescribed by the Board shall not be in good standing and shall not be entitled to any rights or privileges whatsoever,

ARTICLE III

OFFICERS

Section 1. The officers of the Synagogue shall be a President, 1st Vice-President, 2nd Vice-President, a Treasurer, a Recording Secretary, and a Corresponding Secretary who shall be elected to serve a term of one year or until their successors are elected and qualified. All officers shall be elected by ballot. No officers shall be elected to the office for more than two consecutive terms except with special permission granted at a general meeting of the congregation.

The Board of Trustees shall consist of the President, 1st Vice-President, 2nd Vice-President, Treasurer, Corresponding Secretary, Recording Secretary and nine members to be elected.

The person becomes elected by a majority of the votes received.

Section 2. The President shall: be the executive officer of the Congregation and preside at all meetings of the Congregation and the Board of Trustees; appoint committee chairpersons; call special meetings; engage all employees; sign all official documents, except that deeds, mortgages, and promissory notes shall also be signed by the treasurer; in general perform all duties appertaining to the office; sign all warrants with the treasurer when an appropriation has been made by the Board therefore or has otherwise been authorized; and also perform such other duties as may be assigned from time to time by the Board.

Section 3. In the event of the decease, resignation, or inability of the President to serve out the term, the 1st Vice-President shall become President. In the event of the temporary inability of the President to serve, the 1st Vice-President shall assume the duties of the President. The 1st Vice-President shall also perform such other duties as the President shall designate.

Section 3. The 2nd Vice-President shall be second in succession to the office of the President. The 2nd Vice-President shall also perform such other duties as the President shall designate.

Section 5. The Treasurer shall: collect and receive all monies of every description and give receipts therefore; make all disbursements when duly authorized upon warrants signed by the President; deposit all funds in the name of the Congregation in such bank or banks as the Board shall designate; keep accurate accounts of all transactions pertaining to the office and report the same to the Board at times to be designated by the Board; and at the Annual Meeting of the Synagogue give a detailed account of the receipts, disbursements, cash on hand and in the bank, and which shall be recorded into the minutes of the meeting. The Treasurer, shall, whenever called upon to do so submit the treasurer's books and vouchers for examination to the President, the Board of Trustees, or the committee on Finance. The Treasurer, upon vacating office, shall deliver to the successor or to the Board, upon demand or written order of the President, all funds books, papers or other effects in possession belonging to the Congregation. The Treasurer shall, if unable to attend any meeting, send reports to the meeting and upon request of the President also send the books. The Congregation shall furnish at its expense a surety bond.

Section 6. The Recording Secretary shall attend all meetings of the Congregation and of the Board, keep all records of all proceedings and report them at the following meeting; and preserve in the files a copy of all programs and such press notices as may have historical value; and transfer to the successor all Congregational property.

Section 7. The Corresponding Secretary shall conduct all correspondence of the Congregation and such other writings appertaining to the office and as the President or Board may direct; and transfer to the successor all Congregational property.

Section 8. a) The Board of Trustees shall meet monthly and shall hold meetings at the call of the President or upon the written request of four members of the Board, Eight members of the Board shall constitute a quorum. The Board

shall keep an accurate record of its proceedings. All members shall be notified two days in advance.

b) The Board of Trustees shall have general management and supervision over all the affairs of the Congregation, with the right and power for and on behalf of and in the name of the Congregation to do all things necessary by it, expressly including the right and the power to authorize and direct any officer, the members of the Board of Trustees or any of its committees:

- 1) To enter into agreements and to buy, sell, lease, mortgage, encumber, improve, and repair real estate;
- 2) To borrow money, issue promissory notes and pledge the credit of the Congregation;
- 3) To execute any and all instruments required to effect any and all of the foregoing transactions; and generally to do all things necessary for carrying on the business affairs of the Congregation;
- 4) To sign, execute, and deliver any and all deeds, mortgages and all instruments which may be required in connection with the general management and supervision of the business of the Congregation or of the real estate, mortgages, and other property in which this Congregation is or may be interested;
- 5) To transact all the regular business of and control of all affairs of the Congregation, not inconsistent with this Constitution;
- 6) To enact such rules and regulations as it may deem expedient for its own government;
- 7) To control the property, books, and papers and other effects belonging to the Congregation and provide for the same and proper keeping thereof;
- 8) To fill any vacancy resulting from the death or resignation of any officer or member of the Board of Trustees for the balance of the unexpired term except as heretofore provide; and
- 9) The Board of Trustees will retain and may create other offices including Honorary Office and Honorary Trustees and may specify their rights and duties and may fill such offices. All people who now hold honorary office shall be continued in said office.

ARTICLE IV

COMMITTEES AND THEIR DUTIES

Section 1. The following shall be standing committees of the Congregation. Members shall be appointed by the President with the approval of the Board except as hereinafter provided:

ENDOWMENT AND INVESTMENT
MEMBERSHIP
FINANCE
HOUSE
RELIGIOUS PRACTICES
CULTURAL AFFAIRS

Section 2. a) The Board of Trustees shall have the power to create any ad hoc committees, which. In its discretion, it deems necessary for the furtherance of the objectives of the Congregation,

b) The powers and duties of all committees created by this Constitution shall be as stated herein below, provided, however, that the Board of Trustees may

from time to time prescribe additional duties when It deems such action necessary and provided, further, however, that each committee's actions shall be reported to the Board of Trustees at its regular meetings for approval and ratification unless otherwise herein provided.

Section 3. The Endowment and Investment committee shall consist of a Chairperson and three members, all of whom shall be appointed by the President with the approval of the Board of Trustees, and in addition, the President and the Treasurer as ex-officio members. Said committee shall have custody of, and manage all trust and endowment funds donated to or acquired by the Congregation from whatever source, including alt monies and other properties in any endowment or trust funds already established at the date of the adoption of this provision, together with ail monies which have been received and which have been designated by the donors thereof for endowment and trust purposes,

Said committee shall establish endowment and trust funds as needed subject to the approval of the Board of Trustees.

It shall be the duty of this committee to invest and reinvest the principal and income of all such funds In a manner consistent with prudent investment principles which will best serve the interest of the Congregation; provided, however, if any donor shall specify any particular purpose of any manner of investing the funds donated, and such funds have been accepted by the Board of Trustees subject to such restrictions, then the Committee shall strictly follow the directions specified by the donor. Income from investment endowments shall be deposited to the general fund of the Congregation.

The committee shall render an annual report to the Board of Trustees. If, however, the Board shall at any time by a vote at any meeting, request an interim report, such report shall be given at the next regular meeting of the said Board or at a special meeting convened In accordance with this Constitution for such purpose.

Section 4. The Membership committee shall consist of a Chairperson who shall be appointed by the President and as many additional members as the President shall deem necessary (with the approval of the Board). It shall be the duty of the committee to examine and pass upon all applications for membership in the Congregation, including personal interviews with applicants, and report its actions to the Board of Trustees. The membership committee shall also be charged with the responsibility of retention of members.

Section 5. The Finance committee shall consist of the President, the Vice-Presidents, Treasurer, and three members of the Board of Trustees appointed by the President with the approval of the Board. The committee shall elect a Chairperson from among its own members. The Finance committee shall function as a ways and means committee for the purpose of developing financial policies and recommending methods of raising funds for the Congregation and as a budget committee for the purpose of preparing and presenting an annual budget to the Board of Trustees. The Finance committee shall appoint such accountants and auditors as may be required and shall establish standards regarding wages and related matters. It shall also contract for all insurance requirements of the Congregation subject to the approval of the Board of Trustees.

Section 6, The House committee shall consist of a Chairperson who shall be appointed by the President. The Chairperson shall appoint two or more

members of the Congregation. It shall formulate and promulgate rules of conduct and practices related to the use of the building for all Congregation functions and other activities that may be carried out* in the Congregation's building. It shall set up and supervise the administration of rules under which the various facilities of the Congregation may be used by internal and external groups. It shall promulgate a schedule of rates for the use of such facilities and the manner of payment. All rules and schedules and rates proposed by the said committee shall require approval by the Board of Trustees prior to the effective date thereof. Said committee shall have general care and charge of all the physical property and equipment of the Congregation and shall under the general control of the Board of Trustees, manage and maintain such property and arrange for aff necessary repairs, replacements, and construction.

Section 7, The Religious committee shall consist of a Chairman and two members who shall be appointed annually by the President with the approval of the Board of Trustees. It shall be the duty of the committee to arrange for and supervise the conduct of all religious services held by the Congregation, provided, however, that in any matter involving the ritual to be used or practices to be observed, the controlling factor will be the provision of the Charter referred to in Article 1, Section 2 of these By-laws. The committee shall formulate and promulgate rules of religious conduct and practices for all Congregational functions.

Section 8. The Cultural Affairs committee shall consist of a Chairperson appointed by the President and approved by the Board and such other members as are appointed by the Chairperson. The Cultural Affairs Committee shall develop and present programs of Jewish content to stimulate Jewish culture among the members of the Congregation.

ARTICLE V

MEETINGS

Section 1. The Annual Meeting of the Congregation shall be held on the last Sunday in June in the Building of the Congregation at which time the nominations of officers and trustees shall take place.

Section 2. Special meetings of the Congregation shall be called by the President or by a majority of the Board of Trustees. All notices of special meetings shall be in writing and shall be given at least five days before such meeting is to take place and specifying the nature of the business to be transacted at such meeting.

Section 3. Thirty members shall constitute a quorum at all meetings of the Congregation.

ARTICLE VI

NOMINATIONS AND ELECTIONS

Section 1. The President shall annually appoint a committee on nominations consisting of seven members; at least three of whom shall be appointed from the members of the Board and three from the members at large. Such

committee shall be appointed at least thirty days before the annual meeting at which it is to report.

Section 2. Such committee shall nominate candidates for all vacancies to be voted for at the annual election.

Section 3. The committee shall report all nominations made by them to the President at least thirty days before the annual meeting. Announcements of the Annual Meeting and the slate of nominees shall be sent to the members of the Congregation twenty-five days prior to the annual meeting.

Section 4. Any member in good standing may nominate any member in good standing for any office. Open nominations may be made from the floor. Such nominations shall be promptly recorded and posted by the Recording Secretary.

ARTICLE VII

DISSOLUTION

Section 1. No part of the net earnings, properties, or assets of this Congregation on dissolution, voluntary or involuntary, or otherwise, shall inure to the benefit of any private person or individual or any member or director of this Congregation, and on liquidation or dissolution, all properties and assets of this Congregation remaining after the paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation, organized and operated for the purposes of congregating and conducting religious services in the nature of Judaism and to promote the spiritual welfare of its members and to provide a community center to foster the aforementioned purposes, as the Board of Trustees shall determine, or shall at the time qualified as a tax exempt organization under those sections of the Internal Revenue Code as then in existence.

ARTICLE VIII

AMENDMENTS

Section 1. These By-laws may be amended at a general meeting of the Congregation specially called for that purpose. Notice of said meeting must be given at least twenty-one days prior to the date of the meeting. The meeting shall be called by the President at the request in writing of at least ten members of the Congregation in good standing. Any amendment must receive the affirmative vote of two-thirds of the members present. Any amendment shall be subject to the provisions of the Charter.