

**AMENDED AND RESTATED  
CONSTITUTION AND BYLAWS  
TEMPLE BETH ABRAHAM**

Approved June 13, 2023

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**ARTICLE I - Name and Purpose**

- A. This Congregation shall be known as the Hebrew Congregation of North Tarrytown and Tarrytown, and its place of worship shall be known as Temple Beth Abraham.
- B. The purpose of the Congregation shall be to sustain and promote Judaism by religious education and through social and welfare activities and such other means as shall serve to convey the teachings of Judaism.
- C. The Congregation shall follow the forms, practices, and usages of a liberal interpretation of Judaism, and its
- D. Religious affiliation shall be with the Union For Reform Judaism.
- E. The Congregation shall maintain a separate chapel for members of the Congregation who desire to follow the principles of Conservative Judaism.

**ARTICLE II – Membership**

Any family or person of the Jewish faith, upon approval of an application by the Board of Trustees, may become a member of the Congregation. The Board of Trustees may establish different classes of membership and determine the qualifications, rights and limitations of each such class of membership. Alternatively, the Board of Trustees may establish a Flexible Contributions Model of Membership wherein the different classes of membership are eliminated. As a condition to the approval of an application for membership the Board of Trustees may require the prospective member to make a pledge to the building fund. The amount and terms of payment of such building fund pledge shall be determined by the Board of Trustees. The Board of Trustees may delegate the approval of new members to one or more people as the Board of Trustees deems proper. Denial of an application for membership shall require a majority vote of the Board of Trustees.

**ARTICLE III - Fiscal Year**

For financial purposes, the Congregation's fiscal year shall begin on July 1 and end on June 30 of the following calendar year. Unless otherwise specified, all references herein to “year” shall mean the Congregation’s fiscal year.

#### **ARTICLE IV - Dues, Assessments and Voluntary Contributions**

- A. Unless the Board of Trustees establishes a Flexible Contributions Model of Membership, dues for each class of membership shall be determined on an annual basis by a majority vote of the members present at the annual meeting of the Congregation. In the event the Board of Trustees establishes a new class of membership the Board of Trustees shall establish the dues for that new class of membership which shall remain effective until the next annual meeting of the Congregation. Unless the member is enrolled in an automatic payment plan, annual dues shall be payable as follows:  $\frac{1}{2}$  on or before August 1 of each year, the balance on or before the following January 1. Members whose membership applications are approved after January 1 of any year shall be required to pay only  $\frac{1}{2}$  of the dues and assessment for that year.
- B. In the event the Board of Trustees establishes a Flexible Contributions Model of Membership, a sustainable amount per member shall be determined by the Finance Committee. Members will then be asked to make and fulfill an Annual Pledge as their voluntary contribution. Unless the member is enrolled in an automatic payment plan,  $\frac{1}{2}$  of each member's Annual Pledge shall be due on or before August 1 of each year with the balance due on or before the close of the year. Unfulfilled Annual Pledges shall carry over to the next year and payments received shall be first applied to the oldest Annual Pledge.
- C. Additional assessments, if any, shall be determined from time to time by a majority vote of the members present at either the annual meeting or a special meeting of the Congregation convened for that purpose. Additional assessments, if any, shall be payable in the full amount of the assessment, irrespective of the nature of the unit of membership, within 60 days after notification to the Congregation of the determination of the assessment.
- D. Timely payment of Annual Pledges, dues, if any, and assessments and registration fees shall be a prerequisite to becoming and remaining a unit of membership of the Congregation in good standing. A unit of membership in good standing shall be entitled to the following privileges:
1. The right to two votes per family or junior family and one vote per single member at all meetings of the Congregation provided, however, that except by proxy, no individual shall be permitted to cast more than one vote.
  2. Eligibility to participate in all activities held under the auspices of the Congregation, including, but not limited to, tickets for the High Holy Day Services.
  3. Eligibility for election as Officer or Trustee of the Board of Trustees of the Congregation.
  4. Eligibility for appointment and service as a chairperson or member of either a standing or non-standing committee of the Congregation.

## **ARTICLE V - Board of Trustees**

A Board of Trustees shall govern the Congregation. All references herein to “Board” shall mean the Board of Trustees. All references herein to “committees” shall mean committees provided for under Article VII, unless otherwise specified.

- B. **Function.** The Board shall have the responsibility for the general management of the affairs, funds, and records of the Congregation, and of all property of the Congregation, real and personal, including the investment and reinvestment of the funds of the Congregation. It shall act on all matters of policy, fill all vacancies among Officers, Chairpersons and Trustees not otherwise provided for in this Constitution and Bylaws until the next annual meeting of the Congregation, engage employees other than clergy and establish their duties and compensation, and perform such other duties as are delegated to it from time to time at meetings of the Congregation.
- C. **Composition.** The Board shall consist of the following, all of whom shall be members in good standing of the Congregation:
1. **At-Large Trustees.** There shall be twelve (12) At-Large Trustees with one-third of such Trustees being elected at each successive annual meeting of the Congregation for a three-year term. No person shall serve more than six (6) consecutive years as an At-Large Trustee.
  2. **Officers.** The Officers of the Congregation as provided in Article VI shall be voting members of the Board.
  3. **Committee Chairpersons/Co-Chairpersons.** The chairperson (and co-chairperson, if any) of the Ritual Committee, the House, Health and Security Committee, the Board of Education, the Adult Education Committee, the Fund Raising and Development Committee, the Member Services Committee, the Early Education Center, and the Tikkun Olam Committee by virtue of their office shall all be voting members of the Board. Notwithstanding the foregoing co-chairpersons of a committee may cast only one vote between them at meetings of the Board.
  4. **Immediate Past President.** The immediate past President of the Congregation shall be a voting member of the Board for the first year after completing his/her presidency. In the event the immediate past President of the Congregation were Co-Presidents, they may cast only one vote between them at meetings of the Board. In the event the immediate past President is elected to another position entitled to a vote on the Board, they may only cast a vote in the capacity of their elected position, and not in their capacity as immediate past President.
  5. **Dual positions.** No person shall hold more than one elected position at the same time.
  6. **Ex-Officio Members.** Ex-officio members of the Board shall have the same rights, privileges,

and responsibilities as other members of the Board except that they shall neither have the right to vote at Board meetings nor be counted in determining the existence of a quorum at meetings of the Board. The persons holding the following positions, during their incumbency as such, shall serve as ex-officio members of the Board:

- a. **Youth Group Representative.** The members of the Youth Group shall designate one member of the Youth Group who has attained the age of Bar/Bat Mitzvah as an ex-officio member of the Board. In the event that there shall be more than one Youth Group, the several Youth Groups shall collectively designate one such person.
- b. **Presiding Officers of Auxiliaries Created Pursuant to Article XIII.** The presiding officers of auxiliaries of the Congregation created pursuant to Article XIII shall serve as ex-officio members of the Board. Should any such presiding officer not be a member of the Congregation, the next highest-ranking officer of such auxiliary who is a member of the Congregation shall be the designated ex-officio member of the Board.
- c. **Chairpersons.** Chairpersons of committees who are not otherwise members of the Board shall be ex-officio members of the Board.
- d. **Clergy.** The clergy shall be ex-officio members of the Board, subject to Article VIII.

D. **Quorum.** A majority of the filled positions of the Board in attendance at a duly constituted meeting of the Board shall constitute a quorum for the purpose of conducting the business activities of the Congregation. The Chairperson and Co-chairperson of a committee shall be counted as one for quorum purposes.

E. **Responsibilities of Each Board Member.**

1. Members of the Board, as the chosen lay leaders of the Congregation, shall individually and collectively be the example to the membership by regular attendance at worship services and by active participation in the life and activities of the Congregation.
2. Officers and elected Trustees shall attend meetings of the Board regularly. The position of any Trustee or any Officer or any Chairperson serving pursuant to Section B1, B2 or B3 of this Article who is absent without adequate excuse, as determined by the President, from two successive regular Board meetings may be declared vacant by a majority vote of the Board; the position of any such member who is absent without adequate excuse, as determined by the President, from any four regular Board meetings within a year shall become vacant. Any person appointed to fill a vacancy on the Board shall serve only until the next annual meeting of the Congregation, at which time a successor shall be elected to fulfill the unexpired term, if any, of the former Board member.

3. Each member of the Board shall serve actively on at least one committee.
- F. **Honorary Trustees.** All past Presidents of the Congregation who shall have served any two years as such shall become Honorary Trustees. Additionally, the Board may elect any person an Honorary Trustee whom they deem worthy of such position, provided, however, that such person shall have received the vote of two-thirds of the members of the Board in attendance at two consecutive regular meetings of the Board. Honorary Trustees shall have the same rights, privileges and obligations accorded Trustees elected by the Congregation except that they shall neither have the right to vote at Board meetings nor be counted in determining the existence of a quorum at meetings of the Board. The President shall from time to time call a meeting of the Honorary Trustees. The Honorary Trustees shall advise the President and the Board on matters affecting the Congregation.

#### **ARTICLE VI - Officers and Executive Committee**

- A. **Officers.** The Officers of the Congregation shall be a President, First Vice President, Second Vice President, Secretary and Treasurer. The Congregation may elect Co-Presidents. In the event the Congregation elects Co-Presidents to serve as President, the rights and responsibilities ascribed to the President herein shall mean as ascribed to the Co-Presidents.
1. The President: (a) shall preside at all meetings of the Congregation, the Board and the Executive Committee; (b) shall decide all questions of order at such meetings; (c) may establish non-standing committees and shall appoint the chairpersons thereof; (d) may call special meetings of the Congregation, the Board and the Executive Committee; (e) shall be an ex-officio member of all committees; (f) shall make a report of the status of the Congregation at its annual meeting and from time to time at special meetings of the Congregation; and (g) shall execute and carry out the policies established by, and the decisions reached by, the Board and the Congregation.
  2. The First Vice President: (a) shall be an ex-officio member of all committees; (b) shall assist the President in executing and carrying out the policies established by, and the decisions reached by, the Board and the Congregation; (c) shall serve as the Chairperson of the Governance and Leadership Committee and (d) shall act as President in the event the President is either absent or unable to perform his/her duties as President.
  3. The Second Vice President: (a) shall be an ex-officio member of all committees; (b) shall assist the President in executing and carrying out the policies established by, and the decisions reached by, the Board and the Congregation; (c) shall act as First Vice President in the event the First Vice President is either absent or unable to perform his/her duties as First Vice President and (d) shall act as President in the event both the President and First Vice-President are either

absent or unable to perform the duties of President.

4. The Treasurer: (a) shall serve as chairperson and preside at meetings of the Finance Committee; and (b) shall be responsible for (i) keeping accurate financial records of the Congregation; (ii) receiving all money due to the Congregation and depositing such money in such banks and accounts as the Board shall direct; (iii) paying such bills as are authorized to be paid by the Board; and (iv) submitting a detailed financial statement at regular Board meetings and at the annual meeting of the Congregation.
  5. The Secretary: (a) shall take and keep minutes of every meeting of the Congregation, the Board, and the Executive Committee; (b) shall retain all copies of all Board correspondence; and (c) shall notify members of the Congregation and the Board of all meeting dates. All minutes shall be filed and preserved in the Congregation's administrative office.
  6. In the event the Congregation elects Co-Presidents, the Co-Presidents shall decide among themselves who shall perform the duties enumerated in Article VI (A)(1). The Co-President designated to preside at the meeting of the Board and Executive Committee shall have the right to vote.
- B. Election and Terms:** The Officers of the Congregation shall be elected at the annual meeting of the Congregation by majority vote, shall serve a term of one year and may serve up to three (3) consecutive terms in the same position.
- C. Composition of Executive Committee:** The Executive Committee shall consist of the Officers of the Congregation.
- D. Function of Executive Committee.** The Executive Committee shall: (1) recommend policy and action to the Board; (2) coordinate the activities of all committees; and (3) act on emergency matters which, because of time, cannot be brought before a meeting of the Board.
- E. Liaison.** For each committee and each auxiliary created pursuant to Article XIII whose chairperson or presiding officer is not a member of the Executive Committee, the President shall designate a member of the Executive Committee to serve as a liaison between such chairperson or presiding officer and the Executive Committee.
- F. Checks.** All checks issued on behalf of the Congregation shall require two signatures. The first signature shall be one of the following (a) the Ritual Committee Chairperson or Co-Chairperson, (b) the House, Health and Security Committee Chairperson or Co-Chairperson, (c) the Board of Education Chairperson or Co-Chairperson, (d) the Adult Education Committee Chairperson or Co-Chairperson, (e) the Fund Raising and Development Committee Chairperson or Co-Chairperson, (f) the Member Services Committee Chairperson or Co-Chairperson, (g) the Tikkun

Olam Committee Chairperson or Co- Chairperson, (h) the Early Education Center Chairperson or Co-Chairperson, or (g) an Officer. The second signature shall be an Officer except the same Officer cannot be both the first and second signatures. In the event the Board utilizes the services of a third-party check writing service, the above requirements for check signatories shall instead apply to check approvals. Notwithstanding the foregoing the Board may establish a separate checking account in which the Rabbi and/or Cantor are signatories upon such terms and conditions, as the Board may deem appropriate.

### **ARTICLE VII - Committees**

A. **Standing Committees.** The following shall be the standing committees of the Congregation, the chairpersons of which, other than as specifically designated herein, shall be appointed by the President and approved by the Board:

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|-------------------------------|---|
| 1. Board of Education         | 9. Legal  |
| 2. House, Health and Security | 10. Fund Raising and Development                                  |
| 3. Member Services            | 11. Early Education Center  |
| 4. Ritual                     | 12. Israel  |
| 5. Tikkun Olam                | 13. Diversity and Inclusion                                       |
| 6. Finance                    | 14. Such other committees as the Board or Congregation may direct |
| 7. Adult Education            |   |
| 8. Governance and Leadership  |   |

B. **Non-standing Committees.** Such non-standing committees as are appropriate to serve the purposes and needs of the Congregation may be created from time to time by the President, the Board or the Congregation.

C. **Committee Members.** Except for the committees whose membership is specifically designated herein and the committees hereafter created as limited membership committees, membership on all committees shall be open to all members of the Congregation in good standing. Committee members shall have the right to vote at meetings of their respective committees, provided, however, that, commencing with the third meeting of each committee, members of such committees shall have the right to vote at committee meetings only when they have attended at least two of the four immediately preceding meetings. Each committee chairperson shall be responsible for the furnishing of the names of members of his/her committee to the Secretary.

D. **Chairpersons/Co-Chairpersons.** The chairperson of the Ritual Committee, the House, Health and Security Committee, the Board of Education, the Adult Education Committee, the Fund Raising and Development Committee, the Member Services Committee, the Early Education Center, and

the Tikkun Olam Committee shall be elected at the annual meeting of the Congregation by majority vote. Additionally, the Congregation may elect by majority vote at the annual meeting a co-chairperson for the Ritual Committee, the House, Health and Security Committee, the Board of Education, the Adult Education Committee, the Fund Raising and Development Committee, the Member Services Committee, the Early Education Center, and the Tikkun Olam Committee. Each Chairperson and Co-Chairperson shall serve a term of one year and may serve up to three (3) consecutive terms in the same position regardless of whether designated as Chairperson or Co-Chairperson.

- E. **Letters.** The chairperson of a committee shall not be required to obtain consent of the Board for letters authored by him/her on behalf of the committee provided all of the following conditions are satisfied:
1. The letter is within the competence and cognizance of that particular committee;
  2. The letter is approved in its final form by at least two-thirds of the members of that committee registered with the Secretary;
  3. The letter is of a non-contractual nature;
  4. The letter is signed by the chairperson of the committee with his/her title set forth below the name;
  5. A copy of such letter is furnished to the Secretary at the next meeting of the Board; 6. Correspondence received in response to such letters is furnished to the Secretary.

### **ARTICLE VIII - Clergy**

A. **The Rabbi.**

1. The Rabbi shall be elected in the following manner:
  - a. The Congregation shall be mindful in its selection of the Rabbi of the rules and regulations of the Joint Rabbinic Placement Commission of the Union For Reform Judaism, the Central Conference of American Rabbis, and the Hebrew Union College-Jewish Institute of Religion.
  - b. A special committee appointed by the President of the Congregation with the approval of the Board shall recommend to the Board a candidate to be elected.
  - c. Upon approval of the Board, this recommendation shall be submitted to the Congregation at the annual or special meeting of the Congregation.
  - d. The Rabbi shall be chosen initially, and his/her services renewed, by a majority vote of the members of the Congregation present at such annual or special meeting of the



Congregation.

2. The Rabbi shall be invited to attend all meetings of the Board and the Congregation (without voting rights) except during executive session and when otherwise requested to absent himself/herself.
3. The Rabbi shall supervise all the other clergy.

**B. The Cantor.**

1. The Cantor shall be elected in the following manner:
    - a. The Congregation shall be mindful in its selection of the Cantor of the rules and regulations of the Joint Cantorial Placement Commission of the American Conference of Cantors, the Union For Reform Judaism, and the Hebrew Union College-Jewish Institute of Religion School of Sacred Music.
    - b. The Rabbi of the Congregation, along with a special committee appointed by the President of the Congregation with the approval of the Board, shall recommend to the Board a candidate to be elected.
    - c. Upon approval of the Board, this recommendation shall be submitted to the Congregation at the annual or special meeting of the Congregation.
    - d. The Cantor shall be chosen initially, and his/her services renewed, by a majority vote of the members of the Congregation present at such annual or special meeting of the Congregation.
  2. The Cantor shall be invited to attend all meetings of the Board and the Congregation (without voting rights) except during executive session and when otherwise requested to absent himself/herself.
- C. **Term.** In no event shall any single contractual arrangement with a member of the clergy exceed a period of three years.
- D. **Duties.** The clergy shall perform all duties incumbent upon and in accordance with their office.

**ARTICLE IX - Meetings**

- A. **Congregation.** The annual meeting of the Congregation shall be held on the second Tuesday in June, or if a religious or legal holiday should occur on that evening, on the next available Tuesday.
1. The President shall call special meetings of the Congregation when so requested by a majority vote of the Board, or at the written request of 10 members of the Congregation in good standing and may call special meetings of the Congregation from time to time as he or she deems advisable. Calls and notices of such special meetings shall state the purpose of such meeting.
  2. At least 10 days' notice of the annual meeting and 5 days' notice of all special meetings of the

Congregation shall be given to all members. All notices shall be in writing.

3. Twenty members of the Congregation in good standing shall constitute a quorum for the transaction of business of such meeting.
- B. Board.** A regular meeting of the Board shall be held once each month, unless dispensed with by the Board, at such time as the Board by resolution from time to time may direct. Written notice of the place, date, and time shall be given to each member of the Board by mailing the notice by first class mail or by reasonable means of communication (email, facsimile, etc.) addressed to the member of the board at his or her address not less than 14 days before the date of the meeting.
1. The President shall call special meetings of the Board when he/she deems it appropriate, or at the written request of five members of the Board. Calls and notices of such special meetings shall state the purpose of such meeting.
  2. At least 48 hours' notice of all special meetings of the Board shall be given to each member of the Board.
  3. Any member of the Congregation in good standing shall have the right to speak at meetings of the Board.
- C. Executive Committee.**
1. The President shall call meetings of the Executive Committee when he/she deems it appropriate, or at the written request of at least two members of the Executive Committee.
  2. At least 48 hours' notice of all meetings of the Executive Committee shall be given to each member of the Executive Committee, unless the President determines that an emergency situation exists requiring immediate action by the Executive Committee pursuant to Section C3 of this Article, in which event at least 24 hours' notice shall be given each member of the Executive Committee.
  3. Where the Executive Committee acts on emergency matters which, because of time cannot be brought before a meeting of the Board of Trustees, (a) a quorum consisting of a majority of the members of the Executive Committee shall be required and (b) such action shall be reported to the Board of Trustees at its next meeting.
- D. Proxy Voting.** Except as specifically required otherwise by law, proxy votes will not be accepted at any Congregational, Board, or committee meeting, and only members who are present, either in person or via teleconference, at a meeting will be entitled to vote.

### **ARTICLE X – Governance and Leadership Committee**

The Governance and Leadership Committee will oversee Lay Leadership Training and be responsible for making recommendations for positions on the Board of Trustees. It shall be a year-round committee

chaired by the First Vice President. The Governance and Leadership Committee will have no fewer than three non-Board members on the committee and three Board members.

- A. Nominations of one person for each At-Large Trustee, Officer and Committee Chairperson to become vacant at the end of the year shall be made by the Governance and Leadership Committee.
- B. The Governance and Leadership Committee shall report its selections to the Board and the President no later than the May meeting of the Board and the names of the nominees shall be set forth in the notice of the annual meeting.
- C. Additional nominations for any position may be made by no fewer than two members of the Congregation in good standing in writing to the Board at any time prior to the annual meeting. Names of nominees received by the Board prior to the mailing of the notice of the annual meeting shall be set forth therein as additional nominees.
- D. Additional nominations may be made from the floor at the annual meeting by any member of the Congregation in good standing.
- E. Officers, Chairpersons and At-Large Trustees elected at the annual meeting shall take office as of July 1 of the next year.

#### **ARTICLE XI – Annual Budget**

A proposed budget for the ensuing year shall be prepared by the Finance Committee. The proposed budget shall be filed with the Board and President no later than the May meeting of the Board. The proposed budget shall be subject to approval by the Board and Congregation.

#### **ARTICLE XII - Auxiliaries**

- A. **Authorization of Auxiliaries.** The Congregation shall have such auxiliaries as shall from time to time be authorized by the Board.
- B. **Constitution and Bylaws.** The Constitution and Bylaws of auxiliaries, and any amendments thereto, shall be subject to approval of the Board.
- C. **Policies and Activities.** The policies of auxiliaries shall be consistent with the policies of the Congregation and their activities shall be conducted in such manner as will advance the best interests of the Congregation. Auxiliaries shall report to and be subject to supervision by the Board.

#### **ARTICLE XIII - Amendments**

Amendments to or revisions of the Constitution and Bylaws shall be initiated by the Board or by at least 10 members of the Congregation in good standing. Such amendments or revisions shall be presented in writing to the Secretary. Such amendments or revisions may be acted on at any annual meeting of the

Congregation or at any special meeting called for that purpose. Copies of the proposed amendments or revisions shall be mailed to each member along with the notice of the meeting given in accordance with Article IX. An affirmative vote of two-thirds of the members present and voting shall be necessary to adopt any amendment or revision.

#### **ARTICLE XIV - Restricted or Prohibited Actions**

##### **A. Restricted Actions.**

1. The following actions may be taken only when authorized by a two-thirds vote of the members of the Congregation present and voting at a meeting duly called in writing for that purpose:

- a. Removal of any Officer or Trustee from office for reasons other than those set forth herein
- b. Change in religious affiliation of the Congregation
- c. Purchase, sale, disposition, leasing, or mortgaging of any real estate of the Congregation

2. Contracts and other legal documents obligating the Congregation which do not require authorization by vote of the members of the Congregation under Article VIII or under Section A1 of this Article shall be reviewed by the Legal Committee and shall require the approval of the Board and, if approved, shall be signed by the President of the Congregation or such other Officer of the Congregation as the Board shall designate.

##### **B. Prohibited Actions.**

1. No member of the Congregation shall receive any of the earnings or pecuniary profit from the operations of the Congregation. This shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Congregation in carrying out any of its tax-exempt purposes.

2. Notwithstanding any other provision of this Constitution and Bylaws, no officer, trustee, employee or representative of the Congregation shall take any action or carry on any activity by or on behalf of the Congregation not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code and regulations promulgated there under, as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under section 170(c)(2) of such code and regulations promulgated there under, as they now exist or as they may hereafter be amended.

#### **ARTICLE XV - Dissolution or Merger**

In the event of the dissolution or merger of the Congregation, no Officer, Trustee, employee, or representative of the Congregation shall be entitled to any distribution or division of its remaining

property, assets, or proceeds. The balance of all money and other assets or property owned, held, or received by the Congregation from any source, after the payment of all debts and obligations of the Congregation, shall be used exclusively for exempt purposes within the intention and purpose of the Internal Revenue Code as it now exists or may be amended from time to time, or it shall be distributed to an organization or organizations exempt under said section of the such code. Moreover, any such use or distribution of the money or property of the Congregation shall be in accord with the Congregation's purpose as set forth in Article I, and, to the extent possible, shall promote similar or related purposes.

#### **ARTICLE XVI - Rules of Procedure**

The rules of procedure shall be determined in accordance with the latest revision of Robert's Rules of Order.