

BY-LAWS OF

New Jersey Region of the United Synagogue of Conservative Judaism

PREAMBLE

The New Jersey Region of the United Synagogue of Conservative Judaism, (the Region), is a geographic division of the United Synagogue of Conservative Judaism (Central). While the Region is governed by the By-laws and established policies of Central, it does, in the hope of establishing shalom bayit within the region, establish these By-laws to govern those items and matters which have been delegated by Central, to it for decision. The purpose of Region shall be to support and strengthen Central by promoting the aims, interests and programs of Central so as to mutually benefit Central, the Region and its member congregations.

ARTICLE I – TERRITORY

- Section 1: The Region shall service the geographical area designated for it by Central.
- Section 2: All references in these By-laws to congregations, governing bodies, officers and committees relate solely, unless otherwise stated, to those units within the Region.

ARTICLE II – GOVERNANCE

- Section 1: Ultimate power in the Region, subject to the ultimate authority of Central, shall be vested in a properly convened Regional Convention of those congregations located in the Region who are members of Central.
- Section 2: The Board of Directors of the Region (the Board), subject to the ultimate authority of Central and the Regional Convention, shall be the governing authority of the Region.
- Section 3: Management of the affairs of the Region between meetings of the Board, shall be vested in the Executive Committee. The Executive Committee, subject to the policies, guidelines, and standards established or modified by Central, the Regional Convention, or the Board, shall act to implement the decisions and directives of Central, the Regional Convention, and the Board.
- Section 4: The Region shall have the officers described in Article XI below. The officers shall have the duties set forth in these By-laws.

ARTICLE III – AFFILIATED CONGREGATIONS – ADMISSION AND EXPULSION

- Section 1: Any congregation located within the geographical area of the Region that agrees to operate under the ***Standards of Congregational Practice of the United Synagogue***, as amended from time to time is eligible to apply to Central in accord with its procedures for affiliation with The United Synagogue of Conservative Judaism.
- Section 2: Applications for affiliation shall be in writing and shall be presented to the Committee on Affiliations of the Region for its action. A notice that the application has been received shall be given immediately to all congregations. The committee's recommendation on the application shall be presented to the Executive Committee as soon as possible. If approved, the application shall be forwarded to Central's Committee on Affiliations for further processing.
- Section 3: If approved by Central (in accord with its procedures), the applying congregation shall be admitted to the United Synagogue of Conservative Judaism. Upon said admittance, the applying congregation shall become an affiliate of the Region.
- Section 4: Affiliation with The United Synagogue of Conservative Judaism is a privilege. After appropriate investigation, and hearing if required, The Executive Committee may, by a two-thirds (2/3) vote of those present and voting, recommend suspension or expulsion for due cause. The vote for either suspension or expulsion shall be taken at a duly called meeting, where the members of the Executive Committee have been advised by written notice given in advance of the meeting that the hearing on the charges will be held at the meeting. The congregation threatened with suspension or expulsion, may be present at the hearing and may present argument or evidence on its own behalf. Due Cause includes, but is not limited to, failure to maintain financial good standing, as determined by the Finance Committee.
- Section 5: Any recommendation for suspension or expulsion shall be forwarded to Central for appropriate action. The Region may temporarily suspend services to the congregation, pending action by Central.

Section 6: Members in good standing (as determined by each congregation) of congregations in good standing (as determined by the Region or Central), may serve as delegates to a Regional Convention, members of the Board, members of the Executive Committee, officers of the Region or members of a committee of either the Regional Convention, Board or Executive Committee.

ARTICLE IV – AFFILIATIONS AND ASSOCIATIONS

Section 1: The Region, through the Board of Directors, is encouraged to approve fraternal affiliation or association with other organizations of the Conservative Movement which maintains regional branches within the region, such as but not limited to the Rabbinical Assembly, Cantors Assembly, Women’s League for Conservative Judaism, Federation of Jewish Men’s Clubs, North American Association of Synagogue Executives, Jewish Youth Directors Association, Jewish Educators Association, etc. All of the above are heretofore called “The Associated Groups.”

Section 2: The Region, may, from time to time, with the permission of Central, sponsor any group, agency or organization, or may join with others in such sponsorship. Sponsorship may include reciprocal representation on the governing body of such group, agency or organization.

ARTICLE V – REGIONAL CONVENTION

Section 1: A Regional Convention, to be held in the fourth quarter of the calendar year of those calendar years ending in even numbers, shall be convened by the call of the Board. A Regional Convention may take up any matter of concern or interest to the delegates and shall review, ratify, and where appropriate, confirm the actions of the Executive Committee and the Board taken since the last Regional convention.

Section 2: Each congregation shall be entitled to be represented at the Regional Convention by two delegates for each 100 membership units. No congregation shall have an entitlement of less than two delegates nor shall any congregation be entitled to no more than ten delegates.

Section 3: The agenda of the Regional convention shall be sent to all delegates registered for the Convention, and to the President and Rabbi of each congregation, not less than thirty (30) days prior to the commencement of such Regional Convention.

Section 4: Special Regional Conventions may be convened by the Board or the President. The President shall, upon receiving the written application of at least 25 persons who are members in good standing in their congregations, and who represent at least 5 congregations, convene within 90 days of the receipt of such document, a special Regional Convention. A written notice of the Special Regional Convention, setting forth the purpose, the place, and the date shall be sent to the president of each congregation not less than thirty (30) days prior to the commencement of the Special Regional Convention. At such convention, no item may be taken up which was not noted as an express agenda item of the Special Convention.

ARTICLE VI – BOARD OF DIRECTORS

Section 1: The Board of Directors (subject to decisions of any Regional Convention, and the ultimate authority of Central), shall be the governing authority of the Region, and shall be vested with the power to:

- (a) Adopt general resolutions, which are not in conflict with Central policy, to establish policy, attitude and position of the Region in matters of community, state or national concern.
- (b) Establish or modify, in full or in part, policies, guidelines and standards under which the Board of Directors, the Executive Committee, and officers of the Region shall function;
- (c) Elect the officers of the Region;
- (d) Set or modify Region specific dues and assessments;
- (e) Reverse, modify, or alter, in whole or in part, any decisions or acts of the Executive Committee.

Section 2: The following shall be members of the Board of Directors:

- (a) all officers of the Region;
- (b) all past presidents of the Region residing within the Region;
- (c) the president of each congregation in the Region or another congregational Board member designated by said President.

- (d) the president (chair) or another member of each Associated Group designated by the president or chair of the Associated Group and;
- (e) the Executive Director of the Region who shall serve ex-officio without a vote.

Section 3: The Board of Directors shall meet as follows:

- (a) Regular meetings shall be scheduled at least twice a year. The Executive Committee shall determine the date, time and place of the meeting. At one of the meetings held each year, the Board shall elect those officers of the Region whose term shall commence at that time.
- (b) Special meetings may be called by the President or Executive Committee at any time. A special meeting must be called by the President within thirty (30) days after receiving a written request from at least 5 voting members of the Board of Directors. When convened in special session, the Board may discuss and act only upon those items which are in the agenda as stated in the notice.
- (c) Written notice of all Board meetings (regular or special) shall be sent to Board members not less than ten (10) days prior to the date of the meeting. The notice shall state the date, time and place of the meeting, and, if a special meeting, the purpose of the meeting.

Section 4: Any member of the Board of Directors may attend and observe regular meetings of the Executive Committee, except when the Executive Committee sits in executive session.

ARTICLE VII – THE EXECUTIVE COMMITTEE

Section 1: The Executive Committee shall, subject to the policies and standards established or modified by Central, the Regional Convention or the Board of Directors, implement the decisions and directives of Central, the Region and the Board and shall be available to aid the Executive Director of the Region in the day-to-day management of the Region. In carrying out these duties, the Executive Committee may at a meeting attended by a quorum:

- (a) Act, by a majority vote, to carry out the duties assigned to it;
- (b) Ratify, by a majority vote, the acts of the President, establishing committees authorized to act for the Region.

- (c) Review and by a majority vote, adopt the annual budget of the Region;
- (d) Establish, by a majority vote, rules relating to delinquencies in the payment of Regional dues, fees, assessments and trust funds;
- (e) Approve, recommendations for disaffiliation of congregations as set forth in Article III, Section 4.
- (f) Recommend, by a two-thirds (2/3) vote to Central, the appointment of, or the dismissal of the Executive Director, and;
- (g) Recommend, by a majority vote to Central, the positions and numbers of the Professional staff.

Section 2: The Executive Committee shall consist of:

- (a) All officers of the Region;
- (b) All Past Presidents of the Region who reside in the Region;
- (c) The Executive Director of the Region who shall serve ex-officio without vote;
- (d) Such other persons, as the President with the advice and approval of a majority of the other members of the Executive Committee shall appoint.

Section 3: The Executive Committee shall meet as follows:

- (a) Regular meetings shall be held at such times and places as the Executive Committee shall determine;
- (b) Special meetings may be called by the President at any time and must be called by the President upon written receipt of a written request from at least 3 members of the Executive Committee, which request shall state the purpose of the proposed special meeting.
- (c) Written notice of any meeting shall be given to the members of the Committee not less than eight (8) days prior to any meeting. The notice shall state the date, time and place of the meeting and the purposes for that meeting; only items presented in such written notice may be discussed or acted upon;

- (d) An Emergency meeting may be called by the President Upon three (3) days notice. Notice shall be by telephone, Facsimile transmission, or personal service.

ARTICLE VIII – QUORUM REQUIREMENTS

Section 1: The quorum for the transaction of any official business shall be as follows:

- (a) Regional Conventions (or Board meeting where elections are to take place): Thirty (30) official delegates representing at least 10 congregations;
- (b) Board of Directors: Twenty (20) voting members of the Board of Directors;
- (c) Executive Committee: Fifty percent (50%) plus 1 of the elected officers of the Region.

Section 2: Any number less than a quorum shall have the authority to adjourn a meeting to a date certain. Notice shall be given of the adjourned date, as if it were the original date.

ARTICLE IX – VOTING AND RULES OR ORDER

Section 1: Unless otherwise expressly provided, all matters shall be decided by a majority vote of those present and voting.

Section 2: All voting shall be by voice, or by a show of hands, as determined by the chair at the time of taking the vote. If determined by a majority of those present and voting, voting on any matter may be by written ballot. The motion to vote by written ballot is not debatable, and shall be voted on by voice or show of hands.

Section 3: Each full member of the voting body shall be entitled to one vote: Voting shall be in person and not by proxy.

Section 4: All voting members in attendance at the meeting of the voting body shall, when a matter is presented for approval or rejection, vote “yes”, “no” or “abstain.”

Section 5: All meetings of all bodies shall be conducted in a manner such that “Shalom Bayit” shall be maintained. To this end, all who wish to be heard will be given an opportunity to speak. If references to a specific set of rules is desired, Robert’s Rules of Order shall, in the absence of any other rule or law governing the procedure in a particular situation, be used as a guide for parliamentary procedure,

but such rules shall not override a rule of the chair made in the interest of “Shlom Bayit.”

Section 7: The President or other presiding officer at a meeting of the Board of Directors or Executive Committee may declare a matter presented to the Board of Directors or Executive Committee, ‘A Matter of Special Significance.’ In that event, the procedure shall be as follows:

A full and complete discussion of the matter shall be held, but no vote shall be taken on the question. The matter shall then be laid over to be voted on at the next regular or special meeting of the Board or Executive Committee, and notice of the fact that such a matter is to be voted on shall be given to the members of the Board or Executive Committee. At the next meeting of the Board, or Executive Committee as appropriate, or at the Special Meeting called to discuss the matter, the matter shall be determined by a majority vote of those members of the body in attendance. The labeling of a matter as “a Matter of Special Significance” by the President or other presiding officer may be made at any time during the discussion of a matter prior to a vote being taken. The decision to so label, or refuse to so label a matter, shall not be subject to a vote or appeal.

ARTICLE X – COMMITTEES AND COMMISSIONS

Section 1: Committees may be appointed or otherwise selected, in accord with these By-laws, by the President or by the Regional Convention, Board of Directors or Executive Committee.

Section 2: Any committee shall be designated when it is created as “standing” or “special.” A list of the committees of the Region, the chairs of same and the members thereof shall be maintained at the office of the region.

ARTICLE XI – OFFICERS

Section 1: The Region shall have the following officers:

- (a) President;
- (b) First Vice President/President-Elect;
- (c) Vice Presidents (10);
- (d) Recording Secretary;
- (e) Treasurer
- (f) Such additional officers as may, from time to time be appointed by the President from time to time with the approval of the Executive Committee.

- Section 2: A. The President, whose term shall be 2 years, shall:
- (i) Call and preside at all sessions of the Regional Convention, the Board of Directors and the Executive Committee;
 - (ii) Appoint, with the consent of the Executive Committee, persons to fill non-officer vacancies of the Executive Committee;
 - (iii) Subject to approval and authorization by Central, sign all agreements, and other instruments on behalf of Region;
 - (iv) Make portfolio assignments to Vice Presidents and other members of the Executive Committee;
- B. No person shall be eligible for the office of President; whether elected or appointed to fill a vacancy who has not served on the Executive Committee for at least two (2) years prior to his/her election. No person shall hold the office of President for more than two terms.

Section 3: The First Vice President/President-Elect, shall have the same duties as all other Vice Presidents, but shall serve a term of 2 years which shall be coordinated with the term of the President.

Section 4: There shall be ten (10) other Vice Presidents, each of whose term shall be three years in length. At the meeting of the Board, which is designated as the one at which the election shall occur, three Vice Presidents or such a number as shall be necessary to have a full complement of Vice Presidents, shall be elected. The unexpired term of any Vice President shall be regarded as a separate position to be filled and shall be voted upon separately in accordance with the procedures set forth in these By-laws for the election of officers. At the first election held after these By-laws are adopted, four Vice Presidents shall be elected for one year; three Vice Presidents shall be elected for two years and three Vice Presidents shall be elected for three years. Thereafter, the Vice Presidents shall be elected for three year terms.

Persons who are elected to either full terms or unexpired terms shall continue in office until their successor is chosen. When a vacancy in the office of Vice President occurs between annual elections, the vacancy shall be filled by the Executive Committee until the next meeting at which an election shall occur.

Section 5: The Recording Secretary shall serve a term of three years and shall take and maintain accurate minutes of all Plenary Sessions at conventions, all meetings of the Board of Directors, and Executive Committee.

Section 6: The Treasurer shall serve a term of three years and shall perform all duties incident to the office of Treasurer, including the following: The Treasurer shall have charge and custody and be responsible for all funds and securities of the Region, receive and give receipts for moneys due and payable to the Region from any source whatsoever and deposit all such moneys in the name of the Region in such banks, trust companies or other depositories as shall be selected by the Board of Trustees. He or she shall have the power with the President or another officer to disburse the funds of the Region as shall be required in the conduct of its affairs and the carrying on of its activities. The Treasurer shall present financial statements to the Board of Trustees and the Executive Committee in such form and frequency as they may direct. The Treasurer shall provide for the custody and safekeeping of all securities of the Region, subject to such custody arrangements as the Board of Trustees may approve. The Treasurer and any member of the Board of Trustees so designated by the Board of Trustees, acting jointly, shall have the right of access to such securities.

Section 7: Any additional officers appointed by the President or under the By-laws shall perform such duties as may be assigned to them by the action taken leading to their appointment.

ARTICLE XII – NOMINATING COMMITTEE: ELECTION

Section 1: At least one hundred twenty (120) days prior to the date set for the election of officers, a Nominating Committee of 7 persons shall be formed. The committee shall consist of:

- (a) The most recent Past President of the Region who shall serve as Chair;
- (b) Three members of the Executive Committee whose terms will continue beyond the Board meeting at which the election shall occur;
- (c) Three members of affiliated congregations appointed by the President of the Region.

Notice of the appointment of the committee shall be conveyed within 20 days of appointment to the congregations, together with a

request that they submit names of potential nominees to the committee.

Section 2: The Nominating Committee shall meet as often as necessary and shall prepare a single slate of Officers. Once the Nominating Committee has completed its slate, it shall report same to the Executive Committee and shall arrange for the report of the slate to be mailed to the congregational delegates, and if same are not known, then to the President of each congregation. The mailing shall be made at least forty days prior to the date set for the holding of the election.

Section 3: Subject to ARTICLE III, Section 4 and 5, additional nominations for any office may be made by petition in the following manner:

- (a) The petition must be signed by at least 15 members from not fewer than 3 congregations. The written consent of the nominee shall be attached to the petition;
- (b) Petitions must be received by the Chair of the Nominating Committee no later than twenty (20) days prior to the election in order to be a valid nomination. The Chair, upon receiving a petition, shall send a revised report listing all nominees for each position to those persons entitled to receive a report of the Nominating Committee under Section 2, above. This revised report shall be sent no later than ten (10) days prior to the date of election;
- (c) When it is apparent that there will be more nominations presented for any office than there are positions to be filled, the procedure shall be that the chair of the Nominating Committee shall present the committee's report, which shall be followed by the presentation of other nominations. Following the presentation of the nominations, the officers shall be voted for in the order set forth in Section 1 of Article XI. As each contested election is called, a speech in support of the persons who are candidates for the office may be presented by one or more supporters, provided, however, that the total time for all such presentations for any one candidate shall not exceed ten (10) minutes.

Section 4: Election to all offices when there is a contested election, shall be on the basis of attaining the vote of a majority of those present and voting. Each member entitled to vote may cast only one vote for any one candidate. Balloting in contested elections shall be by written ballot. The results of each ballot shall be tabulated and the persons who stood for election shall be ranked according to the number of votes received. The candidate or

candidates who first receives a majority of the votes cast shall be declared elected. If an office is not filled on the first ballot, those present and entitled to vote shall cast subsequent ballots until candidates are declared elected. The candidates receiving the most votes, but no less than twice the number of candidates as there are unfilled positins for an office, shall appear on the subsequent ballot or ballots. Vacancies arising in any office between elections shall be filled by the Executive Committee. The individuals filling such vacancies shall serve until the next meeting of the Board of Directors, at which time an election will be held to fill the remainder of the unexpired term.

Section 5: In the event of a vacancy in the office of President, the unexpired term shall be filled by the Vice President/President Elect who shall serve for the remainder of the unexpired term. Such service shall not disqualify the said person from serving thereafter two full terms as president.

ARTICLE XIII – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1: *Authorization of Officers* The Board of Directors or the Executive Committee may authorize any officer or officers, agent or agents of the Region in addition to the officers so authorized by these By-laws to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Region and such authority may be general or confined to specific instances.

Section 2: *Signing of Checks, Notes, etc.* All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the names of the Region shall be signed by such officer or officers, agent or agents of the Region and in such manner as shall from time to time be determined by resolution of the Board of Directors or Executive Committee. In the absence of such determination by the Board of Directors or Executive Committee such instrument shall be signed by the Treasurer and countersigned by the President or Vice President of the Region.

Section 3: *Deposit and Investment of Funds* All funds of the Region shall be deposited from time to time to the credit of the Region in such banks, trust companies or other depositories as the Board of Directors or Executive Committee may select. Funds may be invested in interest bearing accounts of banks, bank certificates of deposit and United States government guaranteed securities; all in accordance with investment policy established by the Board of Directors or Executive Committee.

ARTICLE XIV – DUES, ASSESSMENTS AND TRUST FUNDS

- Section 1: Central dues are established by Central, and are collected and distributed as determined by Central.
- Section 2: Regional dues and assessments shall be established, collected and distributed by the Region, subject to the provisions of ARTICLE VII, including approval by Central.

ARTICLE XV – AMENDMENTS

- Section 1: The adoption or amendment of these By-laws shall not invalidate any prior, authorized actions taken by Region.
- Section 2: These By-laws may be amended either at a Regional Convention by a majority vote or at a meeting of the Board of Directors by a two-thirds (2/3) vote of those in attendance and voting. Notice of the proposed amendments shall be given to the body to consider them, to the Executive Office of Central, to each Regional officer, members of the Board of Directors and to the President of each congregation at least thirty (30) days prior to the date on which it is to be considered.
- Section 3: Upon adoption, any amendment to the By-laws shall take effect on the 30th day following the adoption.