

**BY-LAWS
OF
THE JEWISH CENTER
PRINCETON, NEW JERSEY
ARTICLE I
NAME**

The name of this organization shall be “The Jewish Center, Princeton, N.J.”, hereinafter, sometimes referred to as The Center.

**ARTICLE II
PURPOSE**

The purposes of The Center shall be to:

- (a) Maintain a religious congregation for people of the Jewish faith;
- (b) Provide a religious education for Jewish children;
- (c) Enhance Jewish community life by providing for its members appropriate educational programs, social activities, and other functions which express Jewish religious, ethical, cultural, and educational values; and
- (d) Provide and maintain adequate facilities for the proper housing, functioning and developing of (a), (b) and (c), above.

ARTICLE III
MEMBERSHIP

Section 1. Members. The membership shall include all persons of the Jewish faith or members of a Jewish household who pay the annual dues and assessments prescribed for their respective class of membership, unless such payment be waived or reduced in the manner hereinafter provided. A Jewish household shall be defined as a household in which at least one of two unrelated (other than by marriage) adults is a member of the Jewish faith. The Board shall establish such classes of membership as it deems appropriate, as well as the annual dues and assessments for each class of membership so established. The Clergy, the Administrator, the Education Director and such other persons as the Board shall designate shall be Honorary Members, and shall be considered members in good standing.

ARTICLE IV
MEETINGS AND VOTING

Section 1. Annual Meeting. The Annual meeting of members shall be held upon not less than ten nor more than thirty days written notice of the time, place, date and purposes of the meeting at 7:30 o'clock p.m. on the third Sunday of the month of May of each year at The Center or at such other time, place and date as shall be specified in the notice of meeting, in order to elect officers and trustees, to adopt a budget and to transact such other business as shall come before the meeting.

Section 2. Special Meetings. A special meeting of members may be called for any purpose by the President or the Board, or upon petition signed by thirty (30) members eligible to vote. A special meeting shall be held upon not less than seven nor more than thirty days written notice of the time, place, date and purposes of the meeting.

Section 3. Quorum. The presence at a meeting in person of fifty (50) members eligible to vote shall constitute a quorum.

Section 4. Voting. Each member in good standing who is of the Jewish faith and 18 years of age or over shall be entitled to one vote, provided, however, in household memberships there shall be no more than two votes. No action shall be taken by the membership except upon the affirmative vote of a majority of members present and voting.

Section 5. Mail Ballot. When a matter is on an agenda that has been mailed to the membership prior to any regular or special meeting of the membership, and that matter cannot be voted upon for lack of a quorum, the Board may, in its discretion, form a motion with respect to such matter and poll the membership thereon by mail ballot. Unless a two-thirds (2/3) vote is required, the results shall be determined by the majority of ballots duly cast, and shall have the same force and effect as action duly taken at a membership meeting provided that the total number of ballots cast satisfies the quorum requirement for a regular meeting. Nothing in this paragraph shall be construed to limit the power of the Board to survey the membership by mail at any time on any question it may deem appropriate.

Section 6. Proxies. There shall be no proxies.

Section 7. Failure of Members to Act Due to Lack of Quorum. When a matter, included on two successive agendas duly mailed to the members prior to any regular or special meeting of the members, has not been acted upon due to the absence of a quorum, then the Board of Directors may, in its discretion, take action on the matter for and in behalf of the members.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number and Term of Office. The governing body of The Center shall be a Board of Directors consisting of the officers hereinafter prescribed in Article VIII, the Chairperson(s) of each standing committee hereinafter prescribed in Article X, four (4) elected Trustees, the immediate past President and two at large members selected by the President from among the membership of the Auxiliary Organizations as defined in Article XIII. Each Director shall hold office until June 1 and until the Director's

successor shall have been elected or appointed. All officers and Directors shall be members of the Jewish faith.

Section 2. Regular Meetings. At least nine (9) regular meetings of the Board shall be held at such time, place and date as shall be fixed, upon at least (7) days' written notice, by the President, to conduct such business as shall come before the meeting.

Section 3. Special Meetings. A special meeting of the Board may be called at any time by the President or by five (5) Members of the Board for any purpose. Such meeting shall be held upon not less than one (1) day's notice if given orally, (either by telephone or in person) or not less than three (3) days, notice if given by depositing the notice in the United States mails, postage prepaid. Such notice shall specify the time, place and purpose of the meeting. Only such business as is included in the notice of the meeting may be considered at a special meeting.

Section 4. Action Without Meeting. The Board May act without a meeting if, prior or subsequent to such action, all members of the Board shall consent in writing to such action. Such written consent or consents shall be filed in the minutes book.

Section 5. Quorum. A majority of the entire Board shall constitute a quorum for the transaction of business.

Section 6. Action by Board. No action shall be taken by the Board except by majority of the Directors present and voting, which majority must constitute at least eight (8) affirmative votes. No person shall have more than one vote regardless of the number of positions held. Conversely, in the case of co-chairpersons or other shared offices, each shall have an equal fractional vote, unless only one is present in which case he or she shall have one full vote.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 1. Number and Term of Office. There shall be an Executive Committee consisting of the seven elected officers designated in Article VIII, the four elected trustees and the immediate past President. The President shall be the Chairperson of the Executive Committee.

Section 2. Duties and Responsibilities. The Executive Committee shall assist the president in operational matters but shall not have policy making duties and responsibilities. They may set proposals and agenda for the full Board.

Section 3. Meetings. The Executive Committee shall meet at the call of the President to conduct such business as shall come before the meeting and shall report its actions to the Board at the next Board meeting.

Section 4. Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

ARTICLE VII WAIVER OF NOTICE

Any notice required by these By-Laws, by the certificate of incorporation, or by the laws of New Jersey may be waived in writing by any person entitled to notice. The waiver or waivers may be executed either before or after the event with respect to which notice is waived. Each Member or Director attending a meeting without protesting, prior to its conclusion, the lack of proper notice shall be deemed conclusively to have waived notice of the meeting.

ARTICLE VIII OFFICERS AND TRUSTEES

Section 1. Officers of The Center. There shall be seven (7) officers of The Center, each of whom shall be elected for a term of one (1) year by the members, including a President, a Vice President for Membership and Administration, a Vice President for Finance and Development, a Vice President for Education, a Vice President for Programming, a Vice President for Religious Affairs and a Recording Secretary. One person may not hold two or more offices at the same time.

Section 2. Elected Trustees. In addition to the officers, there shall be four elected trustees, each of whom shall be elected for a term of two years. Two trustees

shall be elected each year and no trustee shall be eligible for re-election as a trustee in the year in which his or her term expires.

Section 3. Term of Office. The term of office shall begin on June 1 except that each officer or trustee shall serve until the election of a successor. No officer shall serve more than two successive full terms in the same office.

Section 4. Nominations.

(a) Nominating Committee: Prior to February 15 each year, the President shall appoint a nominating committee of seven (7) members constituted as follows: an outgoing elected Trustee as Chairperson; two other members of the Board of Directors; and four members of the congregation at large. The members at large may not be members of the Board of Directors. The names of the members of the nominating committee shall be reported to the membership as soon as possible after their appointment.

(b) Nominations to Members. All nominees for office must be members in good standing. The nominating committee shall make nominations for the offices and Trusteeships to be filled and, on or about April 1 of said year, a list of the committee's nominees shall be mailed to all members. Additional nominations endorsed by at least ten (10) members may be submitted in writing to the chairperson of the nominating committee on or before April 15. If there are any such additional nominees, a complete list of all nominees shall be mailed to the members on or about April 25. If a nominating committee nominee is unable to stand for election for a particular office, the nominating committee shall submit a substitute nomination. Notice of such substitute nomination shall be mailed to all members as soon as possible and the deadlines for submission and notification of additional nominees and for holding the election shall be correspondingly extended, if necessary, for up to ten (10) days after the date of mailing such notice of substitute nomination.

Section 5. President. The President shall be the executive head, presiding officer and official spokesperson of The Jewish Center, and Chairperson of the Board of Directors. Subject only to the authority of the Board, he or she shall have general charge and supervision over, and responsibility for, the business and affairs of The Center. Unless otherwise directed by the Board, all other officers shall be subject to the

authority and supervision of the president. The president may enter into and execute in the name of The Center contracts or other instruments in the regular course of business or contracts or other instruments not in the regular course of business, which are authorized, either generally or specifically, by the Board. He or she shall have the general powers and duties of management usually vested in the office of president of a corporation. The President shall create such special committees as he or she may desire or as the Board of Directors may request, and shall appoint the Chairpersons of all standing and special committees. The President shall be an ex-officio member of all committees except the Nominating Committee, and may remove any committee chairperson except the Chairperson of the Nominating Committee.

Section 6. Vice President for Membership and Administration. The Vice President for Membership and Administration shall assist the President and be responsible for all matters relating to membership and administration of The Center, including the physical plant and real property owned or leased by The Center, oversee proper administration of The Center office and assume the duties of the president during the absence or incapacity of the President.

Section 7. Vice President for Finance and Development. The Vice President for Finance and Development shall function as treasurer. Said officer shall assist the President and be responsible for all matters concerning the finances, including Budgets and Accounts Receivable of The Center and shall account therefore at such times and in such manner as the Board of Directors may request.

Section 8. Vice President for Education. The Vice President for Education shall assist the President and be responsible for all activities of The Center relating to the Religious School and the Nursery School. The School Committee, and the Youth Activities Committee, shall report to the Vice President for Education.

Section 9. Vice President for Religious Affairs. The Vice President for Religious Affairs shall assist the President, and be responsible for all religious affairs at The Center.

Section 10. Vice President for Programming. The Vice President for Programming shall assist the President and shall be responsible for all programming coordination and activity at The Center.

Section 11. Appointment of Vice President as Chairperson. Each Vice President may be appointed as the chairperson of one standing or special committee required by these By-Laws to report to that Vice President.

Section 12. Recording Secretary. The Recording Secretary shall be the recorder of the minutes of The Jewish Center and the Board of Directors. The Recording Secretary shall be responsible for the retention and preservation of all records and for maintaining a manual of all policy decisions by the Board of Directors, and for the mailing of all official notices called for herein and shall have such related duties as the Board of Directors may prescribe.

ARTICLE IX

REMOVAL OF OFFICERS OR DIRECTORS AND VACANCIES

Section 1. Removal. Any elected officer or Trustee of The Center may be removed, with or without cause, at a duly constituted special meeting of the congregation called for that purpose, but only upon the affirmative vote of two-thirds (2/3) of the eligible members present and voting. Any other Director may be removed, with or without cause, by the President after consulting with the appropriate Vice-President.

Section 2. Vacancies. If the office of President becomes vacant, the Vice President for Membership and Administration shall become President. If a vacancy occurs in any other office, in an elected Trusteeship, or in the position filled by the immediate past President, the vacancy shall be filled by the President with the affirmative vote of a majority of the remaining Directors.

ARTICLE X

STANDING COMMITTEES

Section 1. The following shall be the standing committees of The Jewish Center:

- (a) Religious Affairs Committee
- (b) School Committee

- (c) Finance Committee
- (d) Membership Committee
- (e) Adult Education Committee
- (f) House Committee
- (g) Arts and Cultural Affairs Committee
- (h) Israeli Affairs Committee
- (i) Youth and Family Activities Committee
- (j) Social Action Committee
- (k) Fund Raising Committee
- (l) Long Range Planning Committee
- (m) Human Resources Committee

The duties of these committees shall be specified by the President and approved by the Board of Directors, and shall be available in writing as part of a manual of Board policy. The chairperson of each committee shall meet periodically with the Vice President to whom he or she is required to report for planning purposes.

ARTICLE XI THE RABBI

Section 1. The Rabbi of The Jewish Center shall be duly ordained by one of the Jewish Seminaries or Rabbinical Training Institutions.

Section 2. The Rabbi shall be the spiritual and religious leader of the congregation and shall have full freedom of the Pulpit.

Section 3. Responsibility. The Rabbi shall have general responsibility for implementing the purposes of The Jewish Center and shall recommend such policies and programs as will further those purposes.

Section 4. Method and Terms of Employment.

(a) The Rabbi shall be engaged by the Board of Directors for such salary and contract provisions as shall be determined by the Board.

(b) The Rabbi shall be engaged initially for a period not to exceed two years. The first renewal of his or her contract shall be for a period not to exceed three (3) years, and each subsequent renewal period shall not exceed (5) years. The Rabbi may be offered tenure until age 65 after the completion of ten (10) years of service to the congregation, upon a recommendation by the Board and approval by the congregation. Where possible the contract term will conform to the fiscal year of The Center.

(c) The initial engagement of the Rabbi shall be preceded by a report and recommendation to the Board of Directors of a Rabbi Selection Committee appointed by the President. The Rabbi Selection Committee shall be composed of a Religious Affairs representative, consisting of either the Vice President for Religious and Social Concerns or a Chairperson of the Religious Affairs Committee, an Education representative, consisting of either the Vice President of Education and Programs or a Chairperson of the School Committee or the Adult Education Committee and seven (7) additional members appointed by the President of whom at least four (4) shall not be members of the Board of Directors. The President shall designate one member as Chairperson.

(d) Not less than ten months prior to the expiration of the Rabbi's contract, the President shall appoint a Rabbi Review Committee, consisting of seven members of which no more than three shall be Board members. The President shall designate one member as chairperson. The Review Committee shall solicit comments from Board members and congregants concerning the Rabbi's performance, and shall make a report and recommendation to the Board, in executive session, within 120 days after its appointment.

ARTICLE XII

DUES AND ASSESSMENTS

The annual dues and assessments for each category of membership shall be fixed by the Board of Directors, subject to the approval of the membership. All other fees and charges shall be approved by the Board. Privileges of membership of any member who has been delinquent in payment of dues and/or assessments for six (6) months or more may be suspended or terminated upon the recommendation of the

President and Vice President of Finance after reasonable written notice. It is the policy of The Center, however, that no person shall be denied membership in The Center, nor shall any membership be suspended or terminated, by reason of inability of any person to pay dues or assessments. In such instance the obligation to pay all or a portion of such dues and/or assessments may be waived.

ARTICLE XIII AUXILIARY ORGANIZATIONS

There may exist within The Center semi-autonomous organizations including but not limited to Jewish Center Women, the Men's Club, 55 Plus, the Silver Circle and various Youth Groups. Each of these organizations shall elect its own officers and adopt its own governing regulations, provided that said governing regulations do not conflict with the articles of incorporation, By-Laws and policy of The Center.

ARTICLE XIV GENERAL PROVISIONS

Section 1. Public Activities. The Center, as a religious organization, shall not endorse any candidate for public office.

Section 2. Rules of Order. The meetings of the Members and the Board of Directors shall be governed by Roberts Rules of Order, but only to the extent that said Rules are not inconsistent with the laws of the State of New Jersey and these By-Laws, including any revisions thereto.

ARTICLE XV AMENDMENTS

Any provision in the Articles of Incorporation and the By-Laws may be amended at any meeting of the members of The Center by a two-thirds (2/3) vote of those voting members present and voting, provided that no such amendment shall be adopted

unless copies of the proposed amendment shall be mailed to the Members at least fourteen (14) days prior to any such meeting. A proposed amendment may be amended by the membership before its adoption.

ARTICLE XVI INDEMNIFICATION

The Center shall indemnify and hold harmless each officer, each Board member, each trustee, each chairperson and each member of committees now or hereafter serving The Center from and against any and all claims and liabilities to which he or she may be or may become subject by reason of his or her now or hereafter being or having heretofore been an officer, trustee, Board member and/or chairperson or member of a committee of The Center and/or by reason of his or her alleged acts or omissions as an officer, trustee, Board member and/or chairperson or member of a committee as aforesaid and shall reimburse each officer, each trustee, each Board member and each member of committees of The Center for all legal and other expenses reasonably incurred in connection with defending against any such claims or liabilities, provided, however, that no officer, trustee, Board member, chairperson or member of a committee shall be indemnified against or be reimbursed for any expenses incurred in defending against any claim or liability arising out of his or her own willful negligence or willful misconduct. The foregoing rights of officers, trustees, Board members, chairpersons and members of committees shall not be exclusive of other rights to which they may be entitled lawfully.

Revised May 2011