

Reform Jewish Congregation of Puerto Rico
Temple Beth Shalom
Constitution

2024 revision

Article I **Name** This Congregation shall be known as Reform Jewish Congregation of Puerto Rico and/or Temple Beth Shalom

Article II **Mission Statement**

The mission of this congregation is to be a welcoming community of Jews:

- Who meet to provide a place where they can strengthen and sustain themselves as Jews through worship, study and learning of Torah and the Jewish heritage.
- Who share Shabbat, holiday celebrations and life cycle ceremonies.
- Who feel free to search for ways to interpret themselves as Jews, and correspondingly to be open and supportive of family members who are not Jewish—all within the framework of Reform Judaism.
- Who work together to support the global Jewish community.
- Who collaborate to fulfill the *mitzvah* of *Tikkun Olam*, the “Repair of the World.”
- Who serve as a source of knowledge about Judaism for the greater Puerto Rican community, and join with other organizations to work for the betterment of our society.

In order to advance the cause of Liberal Judaism, this Congregation is currently affiliated with the Union for Reform Judaism.

Article III **Practices** The Congregation shall generally follow the practices of Judaism as interpreted by the Central Conference of American Rabbis and the Union for Reform Judaism, as approved by the Board of Directors, and such other practices as may be adopted by the Board of Directors.

Article IV **Membership**

Section 1 Any person of Jewish faith, who is in accord with the purpose of this Congregation, may be elected to membership by the Board of Directors upon such terms and conditions as the Board may from time to time prescribe.

Section 2 The member unit in this Congregation shall be the single individual, or the family, including the husband, wife, unmarried children, and all dependents residing in the same household. A non-Jewish spouse in a family membership unit shall be considered as a member and welcome to share in the fellowship of the Congregation. Voting privileges and the holding of office in all facets of the Congregational life (The Board of Directors, standing committees, and Congregational meetings) shall be reserved to members of the Congregation of Jewish faith. Non-Jewish members are welcome to serve as members on all standing committees, except Ritual and Religious School (refer to Article VIII).

Section 3 Members shall pay annual dues as shall be determined by the Board of Directors from time to time.

Section 4 The Board of Directors shall create classes of membership from time to times with such rights and privileges as it may determine.

Section 5

The term "Member in Good Standing" shall refer to any member unit that has by the end of the previous calendar month, paid its dues, made arrangements for deferred or partial payment, or has another special financial agreement with the Financial Secretary, and has complied with the terms of the special arrangement.

Section 6 Every duly elected member of the Congregation in good standing shall be entitled to vote on all questions presented at any meeting of the Congregation. Each unit of membership shall be entitled to one (1) vote.

Section 7 Off-island members. Any person/family who/which meets all requirements for membership in Temple Beth Shalom, and whose principal residence is not in Puerto Rico, may be admitted for membership at TBS with reduced dues payment based on the proportion of time that person/family resides in Puerto Rico. Such members will enjoy all rights and privileges enjoyed by full-time members of TBS. Off-island members shall pay such annual dues as determined in accordance with Section 3 above.

Article V Board of Directors

Section 1 All officers and Trustees of the Board of Directors shall be members in good standing of the Congregation.

Section 2 The Board of Directors of the Congregation shall be composed of a minimum of five (5) Officers (President, Vice President, Treasurer, Financial Secretary and Secretary) the Immediate Past President, along with six (6) Trustees elected by the Congregation, **except that from time to time as recommended by the Nominating Committee and approved by the Board, additional vice presidents may be elected.** Any board member, officer or trustee, may serve as chairperson of any standing committee (except Finance, of which the Treasurer shall be chairperson). The Treasurer chairs the Finance Committee. The Chairmanship of the Membership and the Communications Committees is open to any board member, officer or trustee.

Section 3 Every duly elected member of the Congregation, in good standing and of the Jewish Faith, shall be eligible to serve as a member of the Board of Directors.

Section 4 Half of the Trustees shall be elected by ballot at the Annual Meeting of this Congregation for a two (2) year term, and each shall serve until his or her successor shall be elected.

Section 5 The Immediate Past President of the Congregation shall automatically become a regular member of the Board of Directors until such time as the current President becomes the Immediate Past President.

Section 6 The Board of Directors shall govern the affairs of the Congregation, acquire, hold supervise, manage and determine the use of any and all real property now owned or hereafter acquired or leased by the Congregation, and take such action as shall, in its judgment, best promote the welfare of the Congregation, control its revenue and property (both real and personal), and prescribe rules and regulations governing such property.

The Board of Directors shall determine the method of withdrawal and disbursement of funds of the Congregation and the signing of checks, drafts or other borrowing of money, pledging assets as security therefore and authorizing the execution of evidence of indebtedness. However, the sale, lease, exchange, disposition, or mortgaging of all or substantially all of the property and assets of the Congregation must be authorized by the Congregation at a regular or special meeting thereof, by a two-thirds vote of those present.

Section 7 The Board of Directors shall:

- a Approve new members of the Congregation as recommended by the Membership Committee in accordance with the Constitution.
- b Determine all dues and assessments of members of the Congregation.
- c Authorize the appropriation of all monies.
- d Have the power to authorize the organization of affiliates, to determine the conditions relating thereto, and to require conformity on the part of the affiliates to the policies of the Congregation.
- e Order a meeting of the Congregation whenever it may be deemed necessary.
- f Remove any Trustee, Officer or Member of the Congregation for cause, provided two-thirds of all Directors present vote for such removal at two successive meetings of the Board of Directors. Such action must be preceded by written notice to such Trustee, Officer or Member, at least 30 days prior thereto.
- g Hire independent auditors to audit the Congregation's finances and assure compliance with all regulatory agencies on an annual basis.

Section 8 The Board of Directors may determine from time to time the bond(s), which may be required from Officers for the faithful performance of their duties, and fix amounts thereof.

Section 9. A quorum shall consist of one member in excess of 50% of the current Board of Directors at all regular and special meetings of the Board of Directors.

Article VI Officers

Section 1 The officers of the Congregation shall consist of the President, Vice President(s), Treasurer, Financial Secretary, and Secretary to be elected by Ballot at the Annual Meeting of the Congregation, except as provided in Article V, Section 2. The President and Vice President(s) shall be elected for a term of one year or until their successors take office. The other three officers shall be elected for a term of two years or until their successors take office. Their terms shall be staggered, i.e., it shall not be the case that all the three officers will be elected in the same year. Each Board position, whether Officer or Trustee shall be filled by a different member. No member can hold two

positions simultaneously. Two individuals may jointly hold the office of President..

Section 2 **Executive Committee** – the Executive Committee shall be composed of the Officers of the Board of Directors (President, Vice President, Treasurer, Financial Secretary and Secretary). It shall be the duty of the Executive Committee to serve in an advisory capacity to the President and it may recommend to the President action to be considered by the Board of Directors. It shall be empowered to act when the Board of Directors cannot meet; take such emergency action as may be deemed necessary at any time; and recommend to the Board, nominees to fill vacancies pursuant to article VII, section 2. All actions taken by the Executive Committee shall be reported to the Board of Directors at its next regular meeting.

Section 3 **Duties of the President**

- a Preside at all meetings of the Congregation including Board of Directors and Executive Committee
- b Sign all official documents including orders that have been approved by the Board of Directors.
- c Decide all questions of order, subject to appeal by any member of the Board of Directors.
- d Appoint Chairpersons of Standing Committees (except Finance) with the consent of the Board of Directors; and appoint ad hoc committees as may, from time to time, in his or her opinion, or in the opinion of the Board of Directors, be required.
- e Serve as ex-officio member of all committees except the Nominating Committee.
- f Call special meetings of the Congregation, with the advice and approval of the Executive Committee whenever, in his or her opinion, necessity for such a meeting exists, or whenever he or she is requested to do so in accordance with the provisions of this Constitution.
- g Appoint the representatives from the Congregation, with the advice and approval of the Board of Directors, to all bodies in which the Congregation may be entitled to representation.
- h Cast the deciding vote on all questions whenever there may be an equal division of votes; except in the election of Officers and Trustees and in appeals from his or her decisions to the Board of Directors or a General Meeting of the Congregation.
- i Chair the Executive Committee.

- j Authorize the selection and employment of such employees as may be necessary and fix their duties and compensation with assessment by the Executive Committee.

Section 4 Duties of the Vice President(s)

- a In the temporary absence of the President, assume the duties and responsibilities incumbent upon the office of the President.
- b Serve as Parliamentarian at all meetings.
- c Provide all members of the Board of Directors, at the first meeting of the new Board, a copy of the Constitution and clarify any questions or doubts regarding the roles and responsibilities of each member.
- d Be the Officer responsible for organizing and planning the Annual Meeting, High Holy Day services, and Communal Seder (if held).
- e Perform all other duties as may be prescribed by the President and/or the Board of Directors from time to time.

Section 5 Duties of the Treasurer

- a Be custodian of all Funds of the Congregation.
- b Have general supervision of the finances and investments of the Congregation.
- c Submit a financial statement of the Congregation's financial condition at each regular meeting of the Board of Directors and at the annual meeting of the Congregation.
- d Draw checks or orders for the payment of all funds disbursed on behalf of the Congregation.
- e Serve as Chairperson of the Finance Committee.
- f Perform such other duties as the office demands and as may be prescribed by the Board of Directors from time to time.
- g At the expiration of the term, deliver to the successor, when duly qualified, all money and other properties of the Congregation in his or her custody, and all books and papers pertaining to the office, which may be in his or her possession.
- h Be the custodian of the seal of the Congregation and affix it, together with his or her signature, to all required documents.

Section 6. Duties of the Financial Secretary

NOTE: Duties **a through c** below have been digitalized by the Administrator onto the program ShulCloud. However, in case of a breakdown of the system and/or lack of an administrator they once more become the duties of the Financial Secretary.

- a. Maintain an updated database with the names of all members of the Congregation. Database to include each member's status (good standing or otherwise). The Board of Directors is to review the membership list semi-annually in January and June with the latter being mailed to the Congregation's Members in August.
- b. Prepare and mail all invoices, collect proceeds, issue receipts (when necessary), and deposit all money received in specified bank account.
- c. Prepare for the Treasurer a monthly detailed report of all income received.
- d. Serve on the Finance Committee.
- e. Assume the duties and responsibilities of the Treasurer in his or her temporary absence.
- f. Perform such other duties as the office demands and as may be prescribed by the Board of Directors from time to time.
- g. Contact members not on automatic payment who have fallen behind in their dues.
- h. Serve as chairperson of the Membership Committee.

Section 7 Duties of the Secretary

- a. Keep a record of the proceedings of all meetings of the Board of Directors, the Annual Meeting and other meetings as required.
- b. Mail or send electronically minutes of all Board of Directors meetings within ten days of the meeting.
- c. Issue notices of all meetings of the Congregation and the Board of Directors.
- d. Be responsible for maintaining a current calendar of all events concerning the Congregants of Temple Beth Shalom.
- e. Perform such other duties as the office demands and as may be prescribed by the Board of Directors from time to time.

At the expiration of the term of office deliver to the successor, when duly qualified, all properties and all books and papers pertaining to the office, which may be in the Secretary's possession.

Article VII Term of Office - Vacancies

Section 1 The term of office for all Officers and Trustees shall commence July 1st and conclude on June 30th. The first regularly scheduled meeting of the Board of Directors, after the Annual Meeting shall be one of transition between the newly elected Officers and those currently in office.

Section 2 The Board of Directors, upon the death, resignation or removal of any of the Officers or Trustees shall fill such vacancy. The Officers and/or Trustees elected are to be installed at the earliest possible moment and to hold office until the next general election and until their successors are duly elected. Trustees so elected shall only complete the unexpired term of the Trustee they replace. This does not apply to the Office of President, which if becoming vacant, shall be filled for the unexpired term by the Vice President. In case there is more than one Vice President, the Board of Directors shall determine by secret ballot which one shall assume the office of President.

Section 3 Upon assuming the office of President he or she shall nominate a Vice President to fill the vacant position, unless there has been more than one Vice President, in which case the new President may nominate an additional Vice President, if he/she so desires. Upon approval of the Board of Directors the new Vice President shall hold office until the next Congregational election.

Section 4 The office of any member of the Board of Directors who is absent, without reasonable cause thereof, from three (3) consecutive meetings, or more than half the meetings during any twelve month period, may be declared vacant by a two-thirds (2/3) vote of Directors present at any special or ordinary meeting of the Board of Directors. Said member is to be notified by Certified Mail and/or electronic media by the Recording Secretary (a minimum of 20 days before the meeting) at which the action will be considered.

Article VIII Standing Committees

Section 1 The Chairperson of all Standing Committees will be a member of the Board of Directors. Chairpersons (except as noted below) are given full discretion with regard to the appointment of members of their respective committees, the only restriction being that all additional committee members, if any, must be members in good standing of Temple Beth Shalom.

Section 2 The Standing Committees are:

- a Finance (Treasurer serves as Chairperson)
- b Membership
- c Ritual

- d Religious School
- e House
- f Social and Community Action
- g Communications

Section 3 **Duties of the Standing Committees**

- a **Finance** - The Finance Committee will be composed of the Treasurer, Financial Secretary and at least one non-Board member of the Congregation. This Committee will prepare a budget with the input of the various committee Chairpersons, containing a detailed estimate of the income and expenses for the ensuing year. The Finance Committee is also responsible for the administration of the budget, and shall have the general supervision of the monies and Fund Raising activities of the Congregation. Monthly, the Committee shall prepare for review by the Board of Directors reports reflecting the income and disbursements of the Congregation in relation to the budget. It shall be the duty of the Finance Committee, to practice and follow sound judgment and good accounting practices.
- b **Membership** – It shall be the duty of the Membership Committee to promote such activities that should increase the membership and/or participation of the Congregation such as Outreach/ In-reach; to submit the names of prospective members to the Board of Directors for approval or disapproval, and to act in accordance with the policies established and approved by the Board of Directors.
- c **Ritual** – It shall be the duty of the Ritual Committee, subject to the approval of the Board of Directors, to implement the form of worship, the rituals, and the observances of the synagogue as these are determined by the Board of Directors; to provide Bar and Bat Mitzvah students with a teacher and/or mentor in the absence of a Rabbi; to prepare, promulgate, and maintain a set of ritual codes governing ritual conduct at TBS, and to recommend any change(s) therein, to the Board of Directors, as it may, from time to time, deem advisable.
- d **Religious School** - The Religious School Committee will formulate the aims and objectives of the Religious School, determine policies governing its organization and operation, and convey these to the Head of School Administration for implementation. The Youth/NFTY Sub-Committee shall be responsible for formulating and implementing social and religious activities of the teen-age members of the Congregation, all of which shall be subject to the policies adopted by the Board of Directors.
- e **House** – The House Committee shall be responsible for Non-Religious Synagogue Maintenance & Activities, including responsibility for

maintaining the building, grounds and other property of the Congregation in good order and repair; supervising the operation of the physical plant; establishing and enforcing House Rules governing the use of the Congregation's facilities. All of these activities are subject to approval by the Board of Directors.

- f **Social and Community Action** – It shall be the duty of the Social and Community Action Committee to propose activities of tz'daka (charity) and g'milut chasadim (good deeds) to the Board of Directors, and to direct and supervise their realization. It is understood that all such activities will be consistent with the purposes of Judaism.
- g **Communications**–The Communications Committee shall have the responsibility of informing members of scheduled events either at Temple Beth Shalom or sponsored by Temple Beth Shalom. The Committee shall keep the TBS web page up to date, issue a monthly newsletter should it be deemed desirable, place advertisements and obituaries when necessary, and stimulate publicity in the media that promotes religious, educational and social activities of the Congregation.

Section 4 Ad Hoc Committees - Any time the President and/or Board of Directors deem it necessary, he/she/it may appoint a temporary committee to achieve a specified goal; there shall be a minimum of three (3) members on the committee.

Section 5 Auxiliary Committees include, but are not limited, to Security, Adult Education, Cemetery, Fund Raising, Library, Social Events and Oneg Shabbat. Chairs of auxiliary committees need not be members of the Board of Directors. Any member of TBS in good standing may chair an auxiliary committee.

Section 6 All action or actions taken by any Committee of this Congregation, other than the Nominating Committee, created under Article X of this Constitution, must be submitted to and approved by the Board of Directors.

Article IX Rabbi

Section 1 The Rabbi, upon the recommendation of the Board of Directors, shall be elected at a regular or special meeting of the Congregation. It shall require a majority vote of those present to elect a Rabbi. The Board of Directors shall determine the tenure and compensation of the Rabbi.

Section 2 He or she shall perform all the duties incumbent upon, and in accord with his/her office and such other duties as may be prescribed by the Board of Directors, from time to time.

Section 3 The Rabbi shall not be a member of the Board of Directors, but may attend Board meetings upon the invitation of the President and a majority of the Board.

Section 4 In the absence of a permanent Rabbi, the Board of Directors may appoint an ad hoc Committee for Spiritual Coverage, which shall be empowered to contract ordained rabbis and/or cantors for specified periods, subject to Board approval.

Article X Nominating Committee

Section 1 At least ninety (90) days prior to the Annual Meeting of the Congregation the President shall appoint a Nominating Committee Chairperson who will appoint a Committee consisting of a minimum of five (5) members, at least one of whom must be a member or former member of the Board of Directors, preferably the Immediate Past President of the Congregation, if available. The immediate Past Chairperson of the Nominating Committee shall be an ex-officio member thereof; therefore, no person may chair the Committee for two consecutive years. Any member in good standing of TBS may be appointed to the Committee. It shall be the duty of the President to provide the Nominating Committee Chairperson with a copy of the Constitution describing the role of the Committee and Board Positions.

Section 2 It shall be the duty of the Nominating Committee to submit a list of nominees for Officers and Trustees to be balloted on at the next Annual Meeting. The report of the Nominating Committee shall be submitted to the Board of Directors at a regular meeting a minimum of twenty (25) days before the Annual Meeting of the Congregation. The President shall submit to all members in good standing, by email, Text, or post, the report of the Nominating Committee a minimum of 20 days before the Annual Meeting. Any member in good standing who wishes to propose an alternative candidate for any of the positions listed in the Nominating-Committee report, may do so by contacting the President a minimum of 10 days before the Annual Meeting. The President will inform the members in good standing of the additional candidate(s) within 5 days of the Annual Meeting.

Section 3 The Financial Secretary shall provide the Nominating Committee a list of members in good standing and the Secretary shall provide the Nominating Committee with a list of Officers and Trustees and when their terms of office expire. Only Members in good standing and of the Jewish faith shall be candidates for Officers or Trustees.

Section 4 It is the duty of the Nominating Committee to consider in an open manner with consultation with the membership at large the composition of the Board as a whole when evaluating candidates for Officers and Trustees and to read or provide potential candidates the duties of their positions according to the Constitution prior to their agreeing to serve on the Board of Directors.

Section 5 Any member of the Congregation who is a paid employee of or a paid consultant to the Congregation and reports directly to the President, Executive Committee or the Board of Trustees cannot be on the Nominating Committee

Article XI Meetings

Section 1 Only members in good standing (including off-island members) are eligible to attend meetings at Temple Beth Shalom.

Section 2 **Annual Meeting.** The Annual meeting of the Congregation shall be held between April 15 and June 15 of each year at the hour as may be fixed by the Board of Directors. Notice of the Annual Meeting as well as the minutes from the previous Annual meeting and any proposed amendments to the Constitution (see Article XIV) shall be sent by mail and/or electronic media to every member of the Congregation in good standing a minimum of twenty (20) days prior to the date of the meeting. The notice shall include the slate of candidates selected by the Nominating Committee. Voting for Officers and Trustees is to take place at the Annual Meeting

Refer to XIV

Section 3 At the Annual meeting of the Congregation, the President and/or other Officers or Trustees as may be designated shall submit reports of the activities of the Congregation during the past year.

Section 4 Each unit of membership in good standing shall be entitled to a single vote on motions presented including but not limited to the election of Officers and Trustees.

Section 5 Special meetings of the Congregation may be called by the President, at his or her discretion, or shall be called whenever twenty-five (25) members in good standing make a written request for same, setting forth the purpose of such meeting, and written notice thereof shall be mailed and/or sent electronically to each member at least fifteen (15) days prior to the time of such meeting, and no business shall be transacted except that specified in the notice.

Section 6 One-third of voting members of the Congregation shall constitute a quorum for all regular and special meetings of the Congregation. In the event that quorum is not established by 30 minutes after the scheduled time, the

meeting shall instead be rescheduled thereafter on subsequent Sundays which are not Yom Tov. On the first such Sunday at which 10 unit-members are present quorum shall be duly constituted.

Section 7 All meetings of the Congregation, Board of Directors and Committees, unless otherwise specified herein, shall be conducted as set forth in Robert's Rules of Order, and all points of parliamentary practice shall be governed by said rules.

Article XII Fiscal Year The Fiscal year of the Congregation shall begin on July 1st and terminate on June 30th of the following year.

Article XIII Order of Business The order of business at all meetings, Congregation or Board of Directors shall be as follows, provided, however that the same may be suspended by a vote of those present.

1. Opening Prayer
2. Establishment of a quorum
3. Approval of Minutes from Previous Meeting
4. Reports
 - Presidential State-of-the-Congregation Message
 - Finance Committee
 - Other Committees
5. Old Business
6. New Business
7. Voting for new Officers and Trustees . The President shall read aloud the list of candidates submitted by the Nominating Committee as well as any additional candidates submitted in accordance with Article X Section 2. If there have been any candidates submitted in addition to those proposed by the Nominating Committee, voting for positions for which there is more than one candidate shall take place by secret ballot.
8. Closing Prayer
9. Adjournment

Article XIV Amendments The Constitution and by-laws may be modified, altered, amended or repealed by a vote of two-thirds (2/3) of the members of the Congregation present at any Annual Meeting or at any Special Meeting called for that purpose. Any voting member may propose modifications, alterations, amendments, or repeals to the Constitution submitted in writing signed by a

Refer back to Section 2

minimum of fifteen (15) members of the Congregation. Proposed modifications, alterations, amendments or repeals to the Constitution can also be recommended by the Board of Directors, and filed with the Secretary at the office of the Temple not less than twenty (20) days prior to the date of such meeting. A copy of the foregoing shall be included in the notice of the meeting at which the same shall be considered.

Article XV. All special arrangements needed to deal with the transition from the current constitution to the new one shall be at the discretion of the Board of Directors.