

**CONSTITUTION OF  
CONGREGATION EMANUEL OF WINSTON-SALEM, INC.**

(Incorporating Revisions as adopted at the Annual Congregational Meetings of  
May 1968, May 1984, June 1996, June 2003, May 2006, August 2010, and by  
electronic vote March 2017, April 2019, and at the Annual Congregational Meeting of  
June 2021.)

**ARTICLE 1**

Section 1. The name of this Corporation shall be the Congregation Emanuel of Winston-Salem, Inc. (“Congregation”).

Section 2. The place of worship of this Congregation shall be known by the name of Temple Emanuel.

**ARTICLE 2**

Section 1. The object of this Congregation shall be to establish, maintain and support a Temple, and such additional educational, social, and religious activities as would strengthen Reform Judaism in Winston-Salem, North Carolina.

**ARTICLE 3**

Section 1. The Congregation shall be affiliated with the Union for Reform Judaism.

**ARTICLE 4**

(Membership)

Section 1. Any adult Jewish person (eighteen years of age or older) may be elected to membership by a simple majority of the Board of Governors. Any member of a member’s immediate family shall enjoy the privileges of membership outlined in this Article.

Section 2. The unit of membership shall be either the individual or the family. The family unit shall consist of one (1) or two (2) adults with one or more dependent children or other dependents or two (2) adults. All members of a family unit must reside in the same household with the exception of unmarried children up to the age of twenty-five.

Section 3. Each unit of membership shall have one vote.

Section 4.

- (a) Membership shall be sustained by the annual fulfillment of the unit of membership's pledge. The Finance Committee of the Congregation shall recommend a suggested pledge structure to the Board of Governors annually. Any member may make a confidential request for special pledge consideration by contacting a member of the Finance Committee;
- (b) Only the Finance Committee shall be entitled to make special pledge arrangements for members;
- (c) Any unit of membership that has not fully paid its pledge by the end of the fiscal year will be in arrears. Upon the recommendation of the Finance Committee, a unit of membership in arrears may be deprived of its membership privileges in the Congregation upon an affirmative vote of at least a majority of the full **Executive Committee**. Written notice of the intention to suspend services shall be given at least twenty-one (21) days before such action is taken, and congregant shall be offered the opportunity to be heard; and
- (d) Good standing shall mean that all financial obligations to the Congregation are current and not in arrears.

Section 5. Each member of a unit of membership in good standing shall be entitled to the following privileges, except where specifically stated in this Constitution:

- (a) Acting as a representative of the unit of membership in voting at all Congregational meetings, so long as the representative is eighteen years of age or older;
- (b) Having access to religious education;
- (c) Preparing for and becoming Bar/Bat Mitzvah and being confirmed;
- (d) Participating in all Congregational activities;
- (e) Holding elective office; and
- (f) Seating at High Holy Days observances.

Section 6. A unit of membership desiring to resign from the Congregation shall submit notice of such intention in writing to the Board of Governors. However, resignation or

termination of membership does not relieve the former member of any financial obligation due to the Congregation.

Section 7. Membership in the Congregation may be terminated immediately upon an affirmative vote of three-quarters of the Board of Governors where a member has or is engaged in any activity or actions of such a character or nature that the Board of Governors reasonably determines that it would be detrimental to the Congregation for the member to continue its membership in the Congregation.

Section 8. A non-Jew shall be welcome to share in the activities of the Congregation, including participating in a portion of the service including readings, but may not receive an individual aliyah, read from the Torah, recite blessings, serve as Hagbah or Gelilah, lead the Congregation in sectarian prayer, become a Bar or Bat Mitzvah, act as a representative of a unit of membership in voting at Congregational meetings, or hold elective or appointive office.

Section 9. A non-Jew desiring to remain affiliated with the Congregation following the death of, or divorce or separation from, a Jewish spouse or partner who is/was a member of the Congregation may continue as an affiliate of the Congregation upon a vote of approval of a simple majority of the Board of Governors. Such affiliation shall be sustained by the annual fulfillment of a pledge established by the Board of Governors. The affiliate and his or her family shall be entitled to the privileges set out in Section 5 of this Article, except affiliates will not be entitled to vote in Congregational meetings or to hold elective or appointive office

## ARTICLE 5 (Administration)

Section 1. The Congregation shall elect officers at the annual meeting consisting of: President, Executive Vice President, five Vice Presidents, Assistant Vice President Finance and Secretary. The term of each office shall be **two years**. No officer shall serve in the same office for more than three consecutive terms, provided that all officers shall serve until their successors are elected.

### Section 2.

- (a) The Immediate Past President of the Congregation shall be a member of the Congregation's Board of Governors, with full rights and privileges of the Board. When a President succeeds himself, the Immediate Past President shall remain a member of the Board; and

- (b) All Past Presidents of the Congregation (other than the Immediate Past President) shall be ex-officio members of the Congregation's Board of Governors, without the privilege of voting.

Section 3. Notice of the Annual meeting of the Congregation shall be given at least thirty days in advance. Notice of a Special meeting of the Congregation shall be given at least ten days in advance. A quorum of any Congregation meeting shall consist of thirty percent of the units of membership, as defined in Article 4, Section 2, *or* sixty units of membership, whichever is less. Decisions of the Congregation shall be by majority of those voting, except as otherwise prescribed.

Section 4. The Annual Meeting of the Congregation shall be held on the first Sunday in June. The date of the Annual Meeting may be changed by the Board of Governors for good cause, provided notice of such change is given to the Congregation as soon as practical after the change of date has been decided upon, but no less than 30 days as provided in Section 3.

Section 5. Candidates for the Board of Governors or for Congregational Office shall be presented by the Nominating Committee to: (i) The Board at its April meeting; and (ii) the membership at least fifteen days prior to the Annual Meeting. In addition to those nominated by the Nominating Committee, any adult member of a unit of membership in good standing shall have the right to nominate from the floor any other adult member of a unit of membership in good standing for office or for membership on the Board of Governors. Voting at the Annual Meeting shall be by a method to be determined by the President. The candidates receiving a majority of the votes cast shall be declared elected. Two counters shall be designated by the President to canvas and count the ballots. There shall be no voting by proxy.

Section 6. The Officers and the Board of Governors shall take office on July 1, which also will be the beginning of the Congregation's fiscal year.

## **ARTICLE 6**

(Board of Governors)

The Congregation shall elect Governors to serve terms of two years in groups so that the terms of one-half expire each year. A Governor may serve no more than four successive years, except that a Governor who otherwise would violate this provision may remain on the Board of Governors during the years he or she is an officer of the Congregation, or president of Sisterhood or Brotherhood. There shall be ten elected Governors. Elected officers of the Congregation, the Chair of the Endowment Committee, the presidents of the Temple Sisterhood and Brotherhood, if they are members of the Congregation, also shall be members of the Congregation's Board of Governors with full rights and privileges of the Board.

Section 1. At any and all meetings of the Board of Governors, eleven members, not counting ex-officio members, shall constitute a quorum. All business transactions by said quorum shall be as binding as if the entire Board of Governors were present. Decisions of the Board of Governors shall be by majority of those voting, except as otherwise may be prescribed.

Section 2. All affairs of the Congregation shall be managed and governed by the Board of Governors, which shall control its revenue and its property and take such action as in its best judgment will promote the welfare of the Congregation. The Board shall present to the membership of the Congregation at its Annual Meeting a budget and a pledge structure including assessments in order to balance the budget.

Section 3. In addition to the above powers, the Board of Governors or its designee shall have the power to:

- (a) Approve the selection and compensation of all employees of the Congregation;
- (b) Fill any vacancies on the Board of Governors that may occur between the annual elections. Such vacancies shall be filled as soon as possible after the vacancy occurs;
- (c) Order a special meeting of the Congregation at such times as two-thirds of the Board of Governors may deem advisable;
- (d) Remove any member of the Board of Governors for good cause, including a member's unexcused absence from four Board meetings in any year, provided the removal is favored by two-thirds of the members of the Board of Governors;
- (e) Remove any member of the Congregation for good cause, provided the removal is favored by three-fourths of the members of the Board of Governors; and
- (f) Authorize the creation or elimination of special Funds.

Section 4. There shall be a meeting of the Board of Governors at least once a month, at such time as the Board of Governors may set, except the January and February meetings and the July and August meetings may be combined.

**ARTICLE 7**  
(Duties of the President)

Section 1. The President shall preside at all meetings of the Congregation and Board of Governors, and the President shall sign all official documents and enforce the Constitution.

Section 2. The President shall:

- (a) Decide all questions of order;
- (b) Sign orders, bonds or other instruments drawn on the funds of the Congregation and, in the absence of the Vice President Finance or Assistant Vice President Finance, sign checks;
- (c) Appoint the chairs of the standing committees upon the advice of the appropriate Vice President;
- (d) Appoint members of all standing committees upon the advice of the appropriate Vice President and any other committees as may from time to time be advisable;
- (e) Call special meetings of the Board of Governors within ten (10) days of the receipt of a written request stating the purpose of the meeting and signed by seven members of the Board, which written request shall state the purpose of the meeting;
- (f) Call a special meeting of the Congregation, the Board of Governors or the Executive Committee whenever in the President's opinion necessity exists for such a meeting;
- (g) Appoint all representatives to all bodies where the Congregation may be entitled to representation, subject to the advice and consent of the Board of Governors;
- (h) Only vote at meetings of the Board of Governors when there is a tie;
- (i) Not later than January 1 of each year, appoint a Nominating Committee;
- (j) Ensure that the Congregation receives a detailed report at its Annual Meeting of the financial status and the other affairs of the Congregation;
- (k) Arrange for an annual review of the accounts of the Congregation by a Certified Public Accountant;

- (l) Excuse absences from meetings of the Board of Governors;
- (m) In the absence of the President or the Executive Vice President, shall designate a Vice President to act in his or her stead; and
- (n) Authorize expenditures up to Five Thousand Dollars (\$5,000) without the approval of the Board whenever the President deems them necessary to meet emergencies.

## **ARTICLE 8**

(Executive Vice President and Vice Presidents)

Section 1. There shall be an Executive Vice President and **five** Vice Presidents elected over each of the following general area with the Executive Vice President chairing one of the general areas:

- (a) Ritual and Education;
- (b) Finance;
- (c) House;
- (d) Fundraising;
- (e) Membership; and
- (f) Administration

The Executive Vice President and Vice Presidents may be assigned responsibility for appropriate additional committees by the President. The Executive Vice President should attend the meetings of the committees in each of these areas with sufficient regularity to become familiar with the activities of each.

Section 2. In the absence of the President, the Executive Vice President shall assume and perform all the duties of the President.

Section 3. All officers shall attend all meetings of the Board of Governors, Executive Committee and the Congregation.

## **ARTICLE 9**

(Duties of the Secretary)

Section 1. The Secretary shall:

- (a) Be the custodian of all valuable documents and records of the Congregation;

- (b) Prepare and issue the minutes, reports and communications and record all the Board, Executive Committee and Congregational proceedings; and prepare a condensed version of the minutes for distribution to the congregation in the Bulletin;
- (c) Issue notices of all the meetings of the Congregation, Executive Committee and Board of Governors and conduct or supervise all correspondence and keep a copy of said correspondence on file; and
- (d) Maintain, in a place accessible to the Congregants, a book or other document into which shall be entered all of the resolutions adopted by the Board of Governors expressing policies of the Congregation.

### **ARTICLE 10**

(Duties of the Vice President Finance and Assistant Vice President Finance)

Section 2. The Vice President Finance shall:

- (a) Handle all incoming monies;
- (b) Record all charges and payments to members' accounts;
- (c) Mail annual pledge and quarterly member statements;
- (d) Monitor member payments and facilitate collections on past due accounts;
- (e) Report monthly to the Board of Governors on status of pledges and collections;
- (f) Send annual letter in January acknowledging prior year's contributions;
- (g) Be a member of and attend all meetings of the Finance Committee;
- (h) Keep and have his or her books and accounts ready to make a proper report on same and for settlement at the expiration of his or her term; and
- (i) Coordinate preparation of the annual budget for the Board of Governors.

Section 1. The Assistant Vice President Finance shall:

- (a) Make all payments including payroll;
- (b) Verify all bank and brokerage statements;
- (c) Manage the Congregation's special funds;
- (d) Prepare monthly budget reports and quarterly special fund reports for the Board of Governors;
- (e) File appropriate federal and state reports;
- (f) Be a member of and attend all meetings of the Finance Committee;
- (g) Keep and have his or her books and accounts ready to make a proper report on same and for settlement at the expiration of his or her term; and
- (h) Assist the Vice President Finance.

Section 3. The Vice President Finance and the Assistant Vice President Finance shall work jointly to assure fiscal responsibility. Either may sign Temple checks on amounts up to and including \$5,000 but they must cosign on amounts over \$5,000.

## **ARTICLE 11** (Rabbi)

Section 1. The Rabbi shall be elected by the Congregation at a Special Meeting called for the purpose of such election. Not less than ten (10) days prior to the date of such meeting, the Secretary shall communicate to each of the units of Membership of the Congregation a notice of the Special Meeting accompanied by a recommendation of the Board regarding the prospective Rabbi's salary and initial term, and appropriate biographical information about the prospective Rabbi. At the Special Meeting, the President shall present the Board's recommendation. A majority vote of those units of Membership present and voting is required to elect the Rabbi. There shall be no voting by proxy. All votes shall be cast by secret ballot. If a quorum is not present, there shall be no vote by the Congregation, the Board's recommendation shall be accepted and the Rabbi shall be elected as recommended by the Board.

Section 2. The election of the Rabbi, Rabbi's term of office and salary, shall be recorded in the minutes of the Congregation. There shall be a written Covenant of Employment regarding the terms and conditions of employment of the Rabbi.

Section 3. Not less than eight (8) months prior to the expiration of the Rabbi's term, the Board of Governors shall meet for the purpose of considering the re-election of the Rabbi. Each Governor shall be advised reasonably in advance of this meeting that the re-election of the Rabbi shall be an order of business. Each Board shall devise a means of soliciting and considering congregational input in the re-election decision. A majority vote of the members of the Board present is required to re-elect the Rabbi for a stated term. The Board shall not re-elect the Rabbi with tenure, a life contract, or a term in excess of five (5) years without a congregational meeting at which three quarters of the units of membership of the Congregation approve of such re-election. If the Rabbi is re-elected by the Board of Governors for a term of five (5) years or less, no congregational meeting is required.

Section 4. It shall be the responsibility of the Rabbi to serve as the spiritual leader for members of the Congregation, direct religious services with freedom of expression, formulate and provide direction for the educational program and course of religious instruction, officiate at life cycle events of members of the Congregation, attend and provide information to the Board of Governors at its meetings, and perform other duties as may be determined to be incumbent upon the Rabbi by the Board of Governors.

Section 5. The Rabbi and members of the Rabbi's family, although not members of the Congregation and its component organizations, shall enjoy the benefits of membership and shall be invited to all activities of the Congregation, for which all fees shall be waived. The Rabbi is expected to attend all meetings of the Board of Governors and Executive Committee, except when specifically requested to be absent. The Rabbi shall be a member of all committees of the Congregation, without vote.

Section 6. The Board of Governors may, from time-to-time, elect to fill the position of Associate Rabbi. The Associate Rabbi shall have such responsibilities as assigned to him by the Board of Governors and the Rabbi.

Section 7. The employment of the Associate Rabbi, the Associate Rabbi's term of office and salary shall be recorded in the minutes of the Board of Governors. There shall be a written Covenant of Employment regarding the terms and conditions of employment of the Associate Rabbi.

Section 8. In the event that the Board of Governors considers filling the position of Associate Rabbi, each Governor shall be advised reasonably in advance of the meeting that the election of the Associate Rabbi shall be an order of business. A majority vote of the members of the entire Board of Governors is required to elect the Associate Rabbi for a stated term.

Section 9. The Associate Rabbi and members of the Associate Rabbi's family, although not members of the Congregation and its component organizations, shall enjoy the benefits of membership and shall be invited to all activities of the Congregation, for which all fees shall be waived.

**ARTICLE 12**  
(Rules of Order)

The procedure of the meetings of the Congregation or the Board of Governors shall be governed by the latest revision of Roberts Rules of Order, except if said Rules of Order shall be inconsistent with the requirements of the relevant laws of the State of North Carolina.

**ARTICLE 13**  
(Amendments)

Amendments to the Constitution shall be presented, in writing, to the Board of Governors for approval. If approved by an affirmative vote of a majority of the Board of Governors, such amendments will be presented to the Congregation at the annual or at a special meeting called for that purpose or by the delivery of a written ballot as set forth below. Copies of the proposed amendment shall be made available to each unit of membership along with the notice of the meeting at least ten (10) days prior to the meeting. If presented at a meeting, an affirmative vote of two-thirds of the members present and voting shall be necessary to adopt any amendment.

If an amendment is presented to the Congregation by written ballot:

- (a) a written ballot shall be delivered to every unit of membership entitled to vote on the amendment;
- (b) the written ballot shall set forth that the Board of Governors proposes to take action to adopt the proposed amendment and provide an opportunity to vote against the amendment;
- (c) The written ballot shall indicate the time by which the ballot must be received by the Board of Governors in order to be counted and that the ballot may not be revoked; and
- (d) Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the same total number of votes were cast.

Any vote submitted to the Congregation by written ballot may be submitted by electronic transmission, including electronic mail, provided that such electronic transmission shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the unit of membership.

If the Board of Governors decides against approval of an amendment, the amendment can be taken directly to the Congregation if ten membership units in good standing have signed the amendment in approval. A special meeting of the Congregation will be called to consider the proposed amendment. An affirmative vote of two-thirds of the members present and voting shall be necessary to adopt any amendment.

## **ARTICLE 14** (Committees)

### Section 1. Executive Committee.

The Executive Committee shall consist of the elected Officers of the Congregation and the Immediate Past President. The Rabbi shall be an ex-officio member of the Executive Committee. The President shall be the chair of the Executive Committee and shall call meetings as deemed appropriate. Upon the written request to the President of at least two members of the Executive Committee, the President shall call a special meeting. In the absence of the President, the Executive Vice President shall preside. Except as otherwise directed by the Board, the Executive Committee shall have and may exercise the authority of the Board in the management of the business and affairs of the Congregation (including the selection, compensation and termination of all employees except the Rabbi) during intervals between Board meetings. Actions can be carried out by an affirmative vote of a majority of the members of the Executive Committee. The Executive Committee shall report to the Board on action taken.

Section 2. The Congregation shall have the following standing committees and may have such ad hoc committees as the President may deem necessary and shall appoint. Standing committees shall meet at least quarterly. The standing committees and their respective responsibilities shall be as follows:

- (a) Finance Committee. The Finance Committee shall advise the Board of Governors regarding financial matters and implement financial policies as determined by the Board or required by this Constitution;
- (b) Education Committee. The Education Committee shall advise the Board of Governors regarding the affairs of the Religious School and

implement such policies with respect thereto as may be determined by the Board;

- (c) Life-Long Learning Committee. The Life-Long Learning Committee shall recommend and plan education programs for the Congregation's general membership;
- (d) Ritual Committee. The Ritual Committee shall: (i) consult with the Rabbi and advise the Board of Governors regarding matters of ritual and observance and implement such policies with respect thereto as may be determined by the Board; (ii) designate those to receive special honors and serve as ushers at services when appropriate; and (iii) be responsible for all ritual items;
- (e) Membership Committee. The Membership Committee shall solicit eligible individuals to join the Congregation and present those names to the Board of Governors for approval;
- (f) House Committee. The House Committee shall report to the Board of Governors about the Congregation's physical plant and grounds and take such action with respect thereto as the Board may authorize;
- (g) Social Action Committee. The Social Action Committee shall advise the Board of Governors regarding community and social issues and take such action with respect thereto as the Board may authorize;
- (h) Nominating Committee. The Nominating Committee shall consist of the Immediate Past President of the Congregation as chairperson and one other Past President, two members of the Board of Governors who are not Officers, and two members of Units of Membership of the Congregation who are not members of the Board of Governors. The President cannot be a member of this Committee nor shall the President attend its meetings unless invited. The Committee shall nominate candidates for Officers and members of the Board of Governors and present its report to the President not later than March 15;
- (i) Caring Committee. The Caring Committee shall address the needs of the members of the greater Jewish community for humanitarian services;
- (j) Fundraising Committee. The Fundraising Committee shall address the congregation's needs for raising funds other than by dues or donations; and

- (k) Administration Committee. The Administration Committee shall advise the Board of Governors about the congregation's office functions, human systems, and member communications and take such action with respect thereto as the Board may authorize.

Section 3. Ad Hoc Committees.

Ad hoc committees are appointed by the President for either ongoing or limited purposes. All ad hoc committees automatically terminate at the end of a president's term, though the committee may be re-established by the incoming president.

Section 4. Term Limits.

No chair of a standing committee may serve as chair of that committee for longer than a period of four consecutive years. At the end of a term as chair, the outgoing chair may be appointed as a committee member.

Section 5. Funds.

Committees that have responsibility for designated funds shall appoint trustees for those funds, ordinarily the committee chairperson, who will administer the fund according to the fund's guidelines and the decisions of the Committee and the Board of Governors, and make reports to the Vice President Finance.

Section 6. Reporting to the Board of Governors.

Committees shall report regularly, but in no event less often than quarterly to the Board of Governors either through the Vice President responsible for their oversight or through the President.

Section 7. Committee Authority.

No committees of the Board (including the Executive Committee) or Congregation shall be authorized to take the following actions:

- (a) Authorize distributions to or for the benefit of the members of the Congregation, Directors or officers;
- (b) Recommend to Members or approve dissolution, sale or transfer of all or substantially all of the Congregation's assets;
- (c) Elect, appoint or remove Directors, or fill vacancies on the Board of Directors;
- (d) Adopt, amend, or repeal the Articles of Incorporation or bylaws; or
- (e) Expend funds beyond a limit to be determined by the Board.



## **ARTICLE 15**

(Affiliated Organizations)

Section 1. The Congregation shall have a Sisterhood and Brotherhood and other such auxiliary organizations as shall from time to time be established and organized by the members.

Section 2. The activities of all auxiliary organizations of this Congregation shall always be conducted in such a manner as will advance the best interests of the Congregation.

## **ARTICLE 16**

(Endowed Funds)

Section 1. Endowed Funds. The Congregation may from time-to-time establish and maintain endowments, including, but not limited to, the Vera and Milton Goldberg Temple Emanuel Endowment Fund, or other funds for the benefit of the Congregation. Each endowment or fund shall have its own bylaws or other governing documents to be adopted and amended by a vote of three-quarters of the full Board of Governors.

Section 2. Endowment Committee. The President shall appoint the Chairperson and three (3) additional members of an Endowment Committee with the approval of a majority of the full Board of Governors. The Endowment Committee shall oversee all the Temple's endowments and shall at all times act in accordance with the documents established to govern the endowments or funds.

- (a) Terms. The Chairperson shall serve for a one (1) year term on the Endowment Committee and may be re-appointed annually by the President with the approval of a majority of the full Board of Governors. Term limits imposed by Article 14, Section 4 shall not apply. The three (3) additional members of the committee shall serve for staggered three (3) year terms with at least one (1) member appointed annually;
- (b) Reports. The Chair of the Endowment Committee shall report to the Board of Governors regarding the status of all endowments on at least a quarterly basis and as requested by the President; and
- (c) Removal. Any member of the Endowment Committee may be removed for good cause, provided the removal is favored by two-thirds of the members of the full Board of Governors.

*As adopted by the Congregation by  
a virtual in-person vote, via a Zoom Poll*

By: \_\_\_\_\_  
Name: Hilary Kosloske President