

CONSTITUTION AND BY-LAWS
OF
TEMPLE BETH-EL
OF
LAS CRUCES, NEW MEXICO

CONSTITUTION

ARTICLE 1: NAME

The Corporate name of this Congregation will be Temple Beth-El of Las Cruces, New Mexico.

ARTICLE 2: PURPOSE

The purpose of this Congregation will be to worship G-d in accordance with the faith of Judaism, to provide for its members an appropriate means for religious worship, to afford religious education to the members of the Congregation and their children, to enhance personal and family growth by applying the principles of Judaism and to support appropriate social, cultural, and welfare activities.

ARTICLE 3: DURATION

The duration of this Congregation will be perpetual.

ARTICLE 4: MODE OF WORSHIP

The mode of worship will be determined by the Rabbi in consultation with the Worship Committee.

ARTICLE 5: MEMBERSHIP

Section 1. The family will be the unit of membership. For the purposes of this Constitution and its By-Laws, a regular member family is defined as a single adult (18 years of age or older), a couple, adult(s) with at least one dependent child, or adult(s) with at least one dependent senior which has/had one or more Jewish adults or children. The categories of membership in this Congregation are established by the By-Laws in Article 11, Section 2. Any family that satisfies the above membership

requirements may be approved for membership in the Congregation by a majority vote of the members of the Board of Trustees present at a Board of Trustees' meeting.

Section 2. Any adult from a regular member family in good standing as defined in the By-Laws Article 11, Section 2 may cast the sole ballot for his/her family at Congregational meetings.

Section 3. Each member family of the Congregation will be required to make such contributions into the Congregational treasury for the purpose of supplying the revenues necessary for the operations of the Congregation and its activities, as will be established and set forth by the Board of Trustees of the Congregation, provided however that such requirements for contribution will be consistent with the means of that member family. The term "member family in good standing" wherever used herein, will be construed to mean a member family whose dues are not in arrears. Dues are payable on a quarterly basis with 25% of a member family's obligation due by the end of the first quarter, and an additional 25% due by the end of each following quarter. Member families' dues automatically fall into arrears when the obligation due at the end of each quarter has not been paid when due, unless other arrangements have been made with the Board of Trustees.

Section 4. Membership in this Congregation may be suspended, revoked or restricted by the Board of Trustees for failure to pay dues or comply with any other provisions or conditions in this Constitution or By-Laws. The Board may subsequently reinstate membership upon compliance.

Section 5. Regular member families in good standing will have the following rights and privileges:

- a. The right to vote at all meetings of the Congregation as provided in Article 5, Section 2 above.
- b. The right to have children under their guardianship attend the religious school of the Congregation subject to the rules as set forth by the Board of Trustees.
- c. The right to participate in all the activities held under the auspices of the Congregation, except that only Jewish adult individual(s) of member families are eligible to serve on the Worship Committee or to chair either the Religious School Committee or the Membership and Outreach Committee.
- d. The right for Jewish adult individuals in the member families to hold office and/or be a Trustee of the Congregation.
- e. The right for a Jewish adult individual and/or any child in the care of a member family to prepare for and become b'nai mitzvah and to

celebrate Confirmation. The location of and participation in these events of other persons will be at the Rabbi's recommendation and approval or by recommendation of the Worship Committee in the absence of or in the full incapacitation of the Rabbi.

- f. The right for individuals in the member family to actively participate in life cycle events, including but not limited to weddings, britot milah, naming ceremonies, conversions, Bar/Bat Mitzvah and funerals upon recommendation and approval of the Rabbi or of the Worship Committee in absence of or in the full incapacitation of the Rabbi.
- g. The right to purchase and be interred in the Cemetery plot(s) controlled by Temple Beth-El. This right may be extended to non-members by the Board of Trustees.

ARTICLE 6: BOARD OF TRUSTEES

Section 1. The Board of Trustees will consist of thirteen (13) members in good standing, eleven (11) elected by the Congregation, one (1) appointed by the women's auxiliary/sisterhood and one (1) appointed by the men's group/brotherhood. The officers of the Congregation will be elected by the Board of Trustees from their own ranks. No person may be elected as President who has not previously served on the Board for one full year.

Section 2. The Board of Trustees is empowered to make and maintain policies for the management of the business and affairs of the Congregation.

Section 3. All authorized acts of the Board of Trustees will be final except that an action of the Board may be nullified by a vote of 2/3 of the membership present and eligible to vote at the next regular or special meeting of the Congregation called within thirty (30) days after the questioned action of the Board of Trustees in accordance with Article 10 of the By-Laws.

Section 4. Board Members must remain in good standing at all times.

Section 5. At an annual or special meeting of the Congregation called for that purpose 2/3 of the member families in good standing present may recall any Trustee for due cause. Prior notice of the meeting will be given to the members as specified in Article 10 of the By-Laws.

Section 6. Election of the members of the Board of Trustees will be held at the annual meeting. See Article 8, Section 1 of this Constitution.

- a. Nominations of all Trustee candidates will be drawn from the Congregation and made by a nominating committee appointed by

the President. This list of names will be postmarked and mailed as soon as practicable to each member family of the Congregation at least fifteen (15) days prior to the election meeting. Nominations from the floor will be in order at the election meeting.

- b. The Secretary will cast the absentee ballots at the time of the election. In the event of a tie, or the necessity of a run-off election, only the member families in good standing present may vote.
- c. For election of any candidate to the Board of Trustees, only a numerical plurality will be required.
- d. Between annual elections, the Board of Trustees will have the power to fill vacancies which may occur within its elected eleven (11) members except the President, who will be replaced by the Vice-President, and except that the women's auxiliary/sisterhood and the men's group/brotherhood will replace its members .

Section 7. Officers of the Congregation will consist of a President, a Vice-President, a Treasurer, and a Recording Secretary.

- a. Terms for all offices will be for no longer than until the next annual election.
- b. The duties of the officers will be specified in the By-Laws of the Congregation or in the Policies of the Board of Trustees.

ARTICLE 7: CONGREGATION

Section 1. The Congregation alone has the right to elect a Rabbi, renew, or terminate his or her contractual relationship with the congregation.

Section 2. The Congregation alone has the right to appoint a Cantor in consultation with the Rabbi.

Section 3. The Congregation alone has the right to purchase, sell or mortgage real property. The exception being of real property donated either to a capital campaign or donated or bequeathed to Temple Beth-El for the sole purpose of gifting as a non-operating income source, in which case, such property may be sold at market value by the Board of Trustees as soon as practical.

Section 4. The Congregation alone has the right to permit affiliation of other Jewish Organizations within the Temple in accordance with Article 11 of this Constitution.

Section 5. The Congregation alone has the right to permit Temple affiliation with other Jewish organizations.

ARTICLE 8: MEETINGS OF THE MEMBERS

Section 1. The annual meeting of the members of the Congregation will be held within four weeks after the end of Passover. It will be held upon terms and conditions specified in the By-Laws of the Congregation. Prior notice of the meetings will be given to the member families as specified in Article 10 of the By-Laws.

Section 2. Special meetings of the members of the Congregation may be called as specified in Article 10, Section 3 of the By-Laws.

Section 3. The number of members of the Congregation eligible to vote who will constitute a quorum for the transaction of business at meetings of member families of the congregation is specified in Article 10, Section 2 of the By-Laws.

ARTICLE 9: VOTING

Section 1. For the purpose of transacting the business of the Congregation a member family in good standing will be entitled to one vote as provided in Article 5, Section 2 of the Constitution.

Section 2. Absentee ballots will be furnished by the Secretary prior to the meeting and will be returned to the Secretary prior to the meeting. Also see Article 6, Section 6b of the Constitution.

Section 3. No proxy voting will be allowed.

ARTICLE 10: MEETINGS OF THE BOARD OF TRUSTEES

The Board of Trustees will hold meetings throughout the year as prescribed in Article 10, Section 4 of the By-Laws.

ARTICLE 11: REAL ESTATE

Section 1. Title to all real estate now owned or hereafter acquired by the Congregation will be vested in its corporate name.

Section 2. With the exception of real property covered by Article 7, Section 3 of the Constitution, no real estate may be purchased, sold, conveyed, alienated, or mortgaged by the Congregation. Furthermore, no permanent building may be erected on Congregation land, without prior approval at an annual or special meeting of the Congregation members. This meeting will be held in accordance with Article 10 of the By-Laws.

ARTICLE 12: AFFILIATED ORGANIZAITONS

Section 1. Affiliated organizations are organizations in the Temple itself that bear the name of the Temple and/or are under the auspices of the Temple. Examples of eligible organizations are women's auxiliary/sisterhood, men's group/brotherhood, and youth groups.

Section 2. An eligible organization which desires to affiliate itself with the Congregation will apply to the Board of Trustees for affiliation. Final approval of affiliation must be by the Congregation and will depend upon the organization's purpose, interest to the Congregation as well as the Jewish Community.

Section 3. Affiliated organizations of the Congregation will be privileged to use the facilities and services of the congregation subject to the Policies of the Board of Trustees.

Section 4. Affiliated organizations may not pledge the credit of the Congregation or incur any obligation on the Congregation's behalf.

ARTICLE 13: RABBI-CONGREGATIONAL RELATIONSHIP

The selection of the Rabbi and the relationship of the Congregation with the Rabbi shall be based on the Guidelines for Rabbinical-Congregational Relationships of the Union for Reform Judaism and the Central Conference of American Rabbis (CCAR), as adopted and recommended by the Union for Reform Judaism Board of Trustees and the CCAR in the fall of 1984 and reprinted and updated in the summer of 2002 so long as the Congregation maintains membership in the Union for Reform Judaism. The Constitution and By-Laws of Temple Beth-El supersede the Guidelines. The Board of Trustees will conclude a contractual agreement with the Rabbi covering all terms of employment. The contract may include specific exceptions to the Guidelines. The election, contract renewal and termination of the Rabbi are covered in the Constitution Article 7, Section 1.

ARTICLE 14: BY-LAWS

The By-Laws of the Congregation will be consistent with the law of the land and Temple Beth-El's Constitution.

ARTICLE 15: POLICIES

Section 1. The Board of Trustees of the Congregation will be empowered to enact and maintain policies for the management of the business and affairs of the Congregation.

Section 2. The Policies enacted by the Board of Trustees will be controlling in all respects not in conflict with any provisions of the Constitution or of the By-Laws of the Constitution.

ARTICLE 16: AMENDMENTS

Section 1. The prior Constitution and By-Laws of this Congregation, formerly and still known as the Temple Beth-El of Las Cruces, New Mexico, filed in Santa Fe, New Mexico on the 8th day of July, 1963, and all subsequent amendments thereto, are hereby repealed effective upon the date of filing this Constitution with the Corporation Commission of the State of New Mexico.

Section 2. Amendments or additions to the constitution revision or repeal or any other changes in the provisions of the Constitution will be made only by member families in good standing of the Congregation. Amendments to the Constitution may be introduced by the Board of Trustees or by a written petition directed to the Board of Trustees and signed by at least ten (10) member families, in good standing, of the Congregation eligible to vote. Such proposed amendments will be acted upon at any regular meeting of the Congregation or at any special meeting called for that purpose provided that copies of the proposed amendment will be postmarked and mailed as soon as practicable to each member family of the Congregation at least fifteen (15) days prior to the meeting. An affirmative vote of 2/3 of the total number of eligible member families present and those casting absentee ballots will be necessary to adopt any Constitutional amendment; only one ballot will be held. A proposed amendment introduced by petition will be deemed a petition of special meeting.

Signature, Temple President

May 19, 2008

Date Adopted

BY-LAWS

ARTICLE 1: COMMITTEES

Section 1. The following will be the permanent committees of the Congregation:

- a. Acquisition
- b. Adult Education
- c. Budget
- d. Building and Grounds
- e. Cemetery
- f. Dues
- g. Library
- h. Long Range Planning
- i. Membership and Outreach
- j. Nominating
- k. Religious School
- l. Social Action
- m. Ways and Means
- n. Worship
- o. Youth Activities

Section 2. The newly elected President will appoint all chairpersons and members of the permanent committees which will consist of a chairperson and, in consultation with the chairperson, as many members as the President deems desirable. The President may also remove or accept resignations of committee chairpeople and members.

Section 3. The Nominating Committee will be appointed at least sixty (60) days prior to the date of the annual meeting. It will consist of five (5) members where at least two of whom are not Trustees. Members of the Nominating Committee may be considered as candidates to the Board of Trustees. All other permanent committees will be named within sixty (60) days after the election of the President.

Section 4. In consultation with the Board of Trustees, the President will have authority to create and appoint or dissolve such special committees as may be determined necessary.

Section 5. Jewish adults from member families in good standing are eligible for service on the Worship Committee, and Chairmanship of the Religious School Committee, and/or Chairmanship of the Membership and Outreach Committee. For all other committees listed in Section 1 above, all adult individuals from member families in good standing are eligible for service as a committee member and/or chairperson.

Section 6. The President will appoint a liaison person from the Board of Trustees to each permanent committee and to other committees as deemed necessary.

ARTICLE 2: DUTIES OF COMMITTEES

Section 1. The Acquisition Committee will consider for acceptance all art, ceremonial artifacts, and non-art and non-ceremonial objects.

Section 2. The Adult Education Committee will coordinate educational programs for adults.

Section 3. The Budget Committee will determine the monetary requirements necessary to carry out the programs of the Congregation as determined by the Board of Trustees.

Section 4. The Building and Grounds Committee will be in charge of Temple real estate maintenance. It will be responsible for keeping building(s) and grounds in good repair and for recommending to the Board any necessary improvements, as well as recommending any policies or policy changes for the utilization and upkeep of such properties and facilities.

Section 5. The Cemetery Committee will be responsible for coordinating the purchase of cemetery plots within the designated Temple Beth-El section(s) of the Masonic Cemetery in Las Cruces. The Committee chair will be the liaison between the Temple Board and the cemetery management.

Section 6. The Dues Committee will:

- a. Make recommendations of the assessment of dues of all member families to the Board of Trustees.
- b. Report to the Board of Trustees concerning the status of member families with regards to their dues and Temple financial obligations.
- c. Be responsible for recommending adjusted financial obligations upon written petition of member families. No one following the petition process will be barred from membership because of inability to pay dues either at present or in the future.

Section 7. The Library Committee will oversee the operation of the Library and the acquisition of all Library materials.

Section 8. The Long Range Planning Committee will make recommendations to the Board of Trustees regarding general planning, insurance, auditing and legal needs planning.

Section 9. The Membership and Outreach Committee will work to attract, recruit, welcome and integrate potential member families into the Congregation and retain all present member families. The Committee will:

- a. Reach out to all Jewish families in an effort to promote awareness of all aspects of Congregational life.
- b. Promote participation by member families in the Temple community.
- c. Welcome those investigating Judaism.
- d. Educate and raise awareness within the Congregational community to be accepting of all who seek a place in the Congregation.

Section 10. The Nominating Committee will present a single slate of nominees consisting of at least two (2) names in excess of the number of vacancies on the Board of Trustees for the annual Congregational meeting.

Section 11. The Religious School Committee will have supervision over all activities pertaining to the Religious School of this Congregation.

Section 12. The Social Action Committee will recommend community service projects to the Board of Trustees and coordinate projects approved by the Board of Trustees.

Section 13. The Ways and Means Committee will plan and coordinate methods for raising any necessary funds.

Section 14. The Worship Committee will advise the Rabbi concerning religious services and assist, when necessary, in the performance of religious activities.

Section 15. The Youth Activities Committee will act as liaison between the Youth Groups and the Board of Trustees, recommend policy and programming regarding youth activities for all age groups, and provide advice and support for youth advisors.

Section 16. Chairpersons of all permanent and special committees will report to the Board of Trustees regarding proposed activities and expenditures and will send written reports to the Board of Trustees.

ARTICLE 3: OFFICERS

The officers will consist of a President, Vice-President, Treasurer, and Recording Secretary.

ARTICLE 4: DUTIES OF THE PRESIDENT

Section 1. It will be the duty of the President to preside at all meetings of the Board of Trustees and meetings of the Congregation and to appoint all committees. The President will be an ex-officio member of all committees. The President may cast a vote to break a tie vote at all meetings. The President may sign all warrants or checks with the Treasurer on the Treasury and will see that the Constitution and By-Laws of the Congregation and Policies of the Board of Trustees are upheld. The President will present a written report to the Congregation at its annual meeting.

Section 2. The President will have custody of an inventory of all Congregational property and will be the custodian of all official bonds, deeds, policies of insurance, books, and papers of the Congregation, except such as are required to be in the keeping of the Treasurer, Secretary, or any committee chairperson. The President will, if required, submit any of said instruments to the inspection of the Board of Trustees and at the termination of the President's term will deliver said instruments to the next President.

ARTICLE 5: DUTIES OF THE VICE-PRESIDENT

The Vice-President will assume the power and perform the duties of the President, temporarily in the latter's absence or temporary disability, or for the rest of the term of office in the case of the President's death, resignation, or when, for any other reason, the President is unable to further exercise the powers and discharge the duties of said office.

ARTICLE 6: DUTIES OF THE TREASURER

Section 1. The Treasurer will assume the power and perform the duties of the President in the absence of the President and the Vice-President. The Treasurer will have the following powers and duties:

Section 2. Collect all dues, fees and assessments, have charge of all financial assets of Temple Beth-El, keep the accounting records current and properly balanced and produce records for inspection whenever the Board of Trustees requires it, submit a written report of income and expenditures at each regular board meeting and at each regular Congregational meeting, furnish detailed accounting records at the May and November regular board meetings, pay bills approved by the Board of Trustees; be bondable; maintain adequate funds in a checking account to cover expected cash flow needs; invest all other funds with board approval, only in the following investments:

- a. Federally insured certificates of deposit.
- b. Money market funds sponsored by a national brokerage firm which is a member of the Securities Investor Protection Corporation (SIPC).
- c. US Government Securities.
- d. Israel Bonds.

Section 3. Additionally the Treasurer will serve as a member of the Budget and Dues Committees.

Section 4. The Treasurer must sign all checks and vouchers as authorized. Checks and vouchers over \$1,000 must also be co-signed by the President or the Vice-President. In the Treasurer's absence, the President and the Vice-President may sign checks and vouchers in his/her stead.

Section 5. Within thirty (30) days following the election, the Treasurer will deliver to his or her successor in office all books and records pertaining to the office of the Treasurer.

Section 6. All financial account and instruments will be in the name of Temple Beth-El and the address of record will be the Temple's then current mailing address.

ARTICLE 7: DUTIES OF THE RECORDING SECRETARY

Section 1. It will be the duty of the Recording Secretary to keep minutes of all meetings of the Board of Trustees and of the Congregation. The books will always be open for inspection.

Section 2. The Recording Secretary or his or her designee will notify all Trustees and Committee Chairpersons of meetings.

Section 3. At the first meeting of the Board of Trustees following the election, the Recording Secretary will deliver to the successor in office all books and papers pertaining to the office of the Recording Secretary at the time of his/her retirement from this office.

Section 4. In the absence of the President, Vice-President, and Treasurer, the Recording Secretary will preside at all meetings.

ARTICLE 8: ELECTIONS

Section 1. Elections for members of the Board of Trustees will be held at the annual meeting, within four weeks after the end of the Passover. The candidates for the Board of Trustees election will be from the Congregation.

Section 2. The Congregation will elect five (5) Trustees for two-year terms beginning in odd numbered years on the Gregorian calendar. The Congregation will elect (6) Trustees for two-year terms beginning in the even numbered years on the Gregorian calendar.

Section 3. Trustees will take office immediately upon election.

Section 4. Officers will be elected at a special meeting of the Board of Trustees chaired by the outgoing President and convened after the conclusion of the regular Annual Congregational meeting. They will take office immediately. Attendees for that meeting, include newly elected Board members, holdover members of the previous Board, the appointee of the women's auxiliary/sisterhood and appointee of the men's group/brotherhood.

ARTICLE 9: ESTABLISHMENT OF THE FISCAL YEAR

The fiscal year for Temple Beth El will start July 1st of a year and end June 30th of the following year.

ARTICLE 10: MEETINGS

Section 1. The regular annual Congregation meeting will meet four (4) weeks after the end of Passover or as near as practicable to that date. Notification of the meeting and the meeting agenda will be postmarked and mailed as soon as practicable to each member of the Congregation at least fifteen (15) days prior to the meeting.

Section 2. At the meeting of the Congregation, 20% of the member families in good standing will constitute a quorum for the transaction of business; all matters will be determined by a majority vote of the total number of those member families in good standing present and voting and those casting absentee ballots. Exception(s) include Amendments to the Constitution as specified in the Constitution Article 16 Section 2 and other business as described in Article 6, Section 3 and Section 5 of the Constitution.

Section 3. Special meetings of the Congregation may be called by either the President, or by petition of three (3) members of the Board of Trustees, or by petition of ten (10) member families in good standing. Petitions must be presented to the Board of Trustees. Notification of the meeting and the meeting agenda will be postmarked and mailed as soon as practicable to each member of the Congregation at least fifteen (15) days prior to the meeting.

Section 4. The Board of Trustees will meet once every month and/or in addition will meet at the call of the President or three (3) members of the Board of Trustees. Trustees will be notified in advance of any such special meeting and its purpose at least ten (10) days prior to the meeting.

ARTICLE 11: MEMBERSHIP

Section 1. A member of the Congregation will be privileged and entitled to occupy any seat in the Temple or other place of worship of the Congregation at all services or other occasions, provided, however, that it will be the duty of the Board of Trustees to make such seating arrangements as it may deem proper for the High Holidays or on other occasions of special designation.

Section 2. Categories

A) Regular Membership

1. A regular member family is:

- a. A family which has/had one or more Jewish adults or children.
- b. A family that was previously a member of another Jewish congregation with a membership requirement of one or more Jewish adults or children in the family.

2. An honorary member family is:

- a. a family whose services to the Congregation or Judaism have been recognized by the majority of the Board of Trustees. Honorary membership entails no dues or voting privileges at Congregational or Committee meetings. Honorary membership will be continued automatically unless it is ended by the honored family or the Board of Trustees.

B) Associate Membership

Temple Beth-El will offer "associate family memberships" in selected circumstances. These associate memberships confer all the rights and responsibilities of TBE regular membership EXCEPT for voting rights and the right to hold office and/or be a Trustee of the Organization. These associate memberships are designated for:

1. Families who are not full-time Las Cruces residents when:

- a. The Jewish family resides annually in Las Cruces for 6 or fewer months per year and does not want a full membership.

- b. The family is already a member is good standing at another Jewish Synagogue.
 - c. The family is willing to contribute at least 1% of their gross income (which is 50% of the 2% usually required) but NO LESS than 50% of the expected minimum dues allocation. There is no other level of pro-rating offered.
2. Families who meet the following criteria. These families will be offered associate memberships without any dues obligation:
- a. Individual full time students enrolled in local schools and colleges whose primary residence is not in Las Cruces or El Paso
 - i. Who meet all other criteria for TBE membership
 - ii. Who can provide proof of enrollment
 - b. Active military families
 - i. Who meet all other criteria for TBE membership
 - ii. Have one spouse deployed
 - iii. Remains in effect until the end of the TBE fiscal year during which the spouse is activated

Section 3. In the event of death, departure, or divorce where there is no longer a Jewish individual in the regular member family, the remaining family may continue to be a regular member of the Congregation. If the remaining adult remarries, continuation of the regular family membership will be subject to approval by the Board of Trustees.

ARTICLE 12: RULES OF ORDER

The rules of proceedings at all meetings of the membership of the Congregation, at all meetings of the Board of Trustees and at all meetings of all committees will be determined by "Robert's Rules of Order," latest revised edition, except where otherwise stipulated in the Constitution or By-Laws.

ARTICLE 13: AMENDMENTS

These By-Laws will become effective on the first day following their adoption by the Congregation and on such effective date will supersede the By-Laws previous in effect. Amendments or additions to the By-Laws revision or repeal or any other changes in the provisions of the By-Laws will be made only by member families in good standing of the Congregation. Amendments to the By-Laws may be introduced by the Board of Trustees or by a written petition directed to the Board of Trustees and signed by at least ten (10) member families of the Congregation eligible to vote. Such proposed amendments will be acted upon at any regular meeting of the Congregation or at any

special meeting called for that purpose provided that copies of the proposed amendment will be postmarked and mailed as soon as practicable to each member family of the Congregation at least fifteen (15) days prior to the meeting. An affirmative vote of the majority of the total number of member families in good standing of the Congregation present at such meeting and those casting absentee ballots will be necessary to adopt any By-Law amendment; only one ballot will be held. A proposed By-Law amendment introduced by petition will be deemed a petition of special meeting.

Signature, Temple President

Signature, Temple Officer

May 19, 2008

Date Adopted