

**CONSTITUTION AND BY-LAWS
OF HILLCREST JEWISH CENTER, INC.
AS AMENDED THROUGH APRIL 1, 2014**

ARTICLE I

Name

The name of this Center shall be Hillcrest Jewish Center, Inc.

ARTICLE II

Purposes

The purpose of the Center shall be set forth in its Certificate of Incorporation and generally shall be to establish and maintain a synagogue and such educational, religious, cultural, social and recreational activities as will help further the cause of Conservative Judaism. The Center shall be affiliated with the United Synagogue of Conservative Judaism.

ARTICLE III

Membership

Section 1. - Qualification

A person of Jewish faith and of good moral character shall be eligible for membership.

Section 2. - Classes

There shall be the following classes of membership:

(a) Family membership--which shall confer the privileges set forth in Section 6 of the Article upon the husband and wife.

(b) Single parent membership--which shall confer the privileges set forth in such Section upon the single head of the family. Such membership shall also apply where only one parent is of the Jewish faith.

(c) Individual membership--which shall confer the privileges set forth in such Section upon such person.

(d) Associate membership--which shall confer the privileges set forth in such Section upon person(s) who in the fiscal year when they last owned or maintained a residence within a radius of 100 miles from the Center were members in good standing pursuant to subsection (a) (b) or (c), as the case may be, provided that such Associate membership shall be available to such persons only in respect of fiscal years during which they own or maintain no residence within a radius of 100 miles from the Center. Effective April 1, 2010 no new "Associate Membership" will be available however, anyone prior to March 31, 2010 who is an Associate Member shall be grandfathered in.

(e) Life membership--which shall be available to members who have been in good standing for not less than five consecutive years, upon a single payment of twelve times the amount of family dues (which, if paid by June 30 will not require a member's regular annual dues for the fiscal year

beginning the immediately preceding April 1 of that year) or in the alternative payment within not more than thirty-six months as provided below of an amount equal to 13.5 times the amount of the annual family dues, such sum to be placed in a special fund, the yield from which shall be added to the general fund annually, and the principal of which may be invaded only upon the affirmative vote of 3/4 of the Board of Trustees. Such membership shall confer the privileges set forth in Section 6 of this article. The election to pay in installments is conditioned upon payment of not less than 40% of the total within the first twelve months and not less than an additional 30% within the next twelve months. Payment of a member's regular annual dues as specified in Section 3 (b) shall not be required so long as no installment of the member's annual life membership payment then required to have been paid is in arrears.

(f) Honorary membership-which may be conferred upon any person by two-thirds vote of the membership acting upon the recommendation of two-thirds of the entire Board of Trustees. Life members and Honorary members shall not be required to pay dues.

(g) Klay Kodesh shall be eligible to become non-voting Honorary members provided that they have served HJC for A minimum of 5 years under the same procedures as Article III Section 2f.

(a) The membership year of the Center shall commence with the first day in April, on which date membership dues for that year shall be due and payable.

(b) Dues for the membership year shall be established by a majority vote of the member's present acting upon the recommendation of two-thirds of the entire Board of Trustees. Until changed- (**SEE F**) such dues shall be:

- Family Membership **\$1003.00**
- (2) Family Membership where the elder of husband
Or wife is under 40 years of age **\$501.50**
- (3) Single Parent Membership **\$501.50**
- (4) Individual Membership **\$501.50**
- (5) Associate Membership **\$200.00**

(c) In addition to the amount determined under paragraph (b) above, there shall be added annually as additional dues the amount of the assessment in effect as of April 1st each year levied by the United Synagogue of Conservative Judaism for each class of membership including those becoming life members after the adoption of this revised Constitution.

(d) Special assessments may be established by a majority vote of the member's present acting upon the recommendation of two-thirds of the entire Board of Trustees and shall apply to all members of whatever class, including those

becoming life members after the adoption of this revised Constitution.

(f) Effective April 1, 2008 a yearly cost of living increase for family and single memberships shall be in effect using the Federal Cost of Living Index as the basis for the COLA increase.

Section 4. - *Application*

Membership applications shall be submitted on a form prepared by the Center and signed by the applicant. This application shall be referred to the Membership Committee which shall investigate into the applicant's qualifications and either approve the application or refer it to the Executive Committee.

Section 5. - *Admission*

(a) Membership shall be granted to an approved applicant upon payment, subject to subsections (b) and (c) of this Section, of the dues for the current membership year (or, where an application is approved after November first, one-half such dues) and the New Member's Fee.

(b) The New Member's Fee shall be Five Hundred Dollars (\$500) for Family Membership and Two Hundred A Fifty (\$250) for the following categories: (i) Family membership where the older of the husband or wife is under 40 years of age, (ii) Individual membership. Any applicant may elect to pay the New Member's Fee in four (4) equal annual installments payable on or before the first day of April of each year.

(c) The Membership Committee may by two-thirds vote waive payment of only the dues for the applicant's first membership year and may for a period of no more than twelve months defer the obligation to pay the New Member's Fee. Should the member continue his membership after the expiration of the waiver period at least the first equal annual installment of the New Member's Fee shall be payable with the first payment of dues following such waiver period.

Section 6. - *Privileges*

(a) Except as provided in subsection (b) of this section,

each member who has paid in full all membership dues, and all assessments, Religious School and Midrasha fees by December 31 of the applicable year will be deemed in good standing and shall be entitled to the following privileges:

(1) To attend, speak, propose action and vote at all membership meetings. Each family membership shall be entitled to two votes which may be cast by the male or female member of the family or, if both the male and female members are present at the meeting each shall be entitled to cast one vote. All other memberships are entitled to one vote.

(2) Upon compliance with all qualifications and Procedures hereinafter set forth, to be elected an officer and/or trustee.

(3) In the case of family or single parent Membership who have unmarried children under 30 years Of age who reside in the same home participate in all Center activities.

(4) Each member shall be entitled to vote on any proposition to purchase real property by or for the benefit of the Center, and no purchase of real property by or for the benefit of the Center shall be entered into without the approval of the membership of the Center at a general or special membership meeting.

(5) To enjoy such other privileges, subject to such

rules and regulations, as may from time to time be established by the Board of Trustees.

(b) An associate member shall have all the privileges described in subsections (3) and (5) above and those described in subsection (1) to the extent not governed by subsection (4)

Section 7. - *Meetings*

(a) There shall be three regular meetings each year. One regular meeting for the election of officers and trustees and for the transaction of all such other business as may properly come before it on such day during the month of March as the President shall designate. The other regular meetings shall be held for the transaction of all such business as may properly come before them one, on such day during the months of October or November and the other on such day during the month of January as the President shall designate.

(b) Special membership meetings may be called at any time by the President and must be called by him upon request of a majority of the Board of Trustees or upon written petition of at least thirty-five (35) members stating the purpose of such meeting. For this purpose a Family membership shall be considered as one member. No business shall be transacted at a special meeting except as set forth in the notice of

such meeting.

(c) Notice of the time, place and purpose of any regular meeting shall be mailed to the membership at the addresses then appearing on the books of the Center not less than seven (7) days prior to the meeting.

(d) At any regular or special membership meeting the presence of thirty-five (35) members shall constitute a quorum.

For this purpose a Family membership shall be considered as one member. In the absence of a quorum the meeting may be adjourned by a vote of the majority of the members present. Notice of the time and place of such adjourned meetings shall be mailed to the membership not less than three (3) days prior to the meeting.

Section 8. - *Suspension and Expulsion*

(a) Any member in default for any two (2) years in the payment of dues, assessments, fees, pledges or other charges shall, after thirty (30) days notice served by certified mail automatically be suspended from membership. Such members shall not be reinstated and shall not be entitled to any of the privileges of membership unless and until the member shall (i) have made acceptable provision for payment in full of all such dues, assessments, fees, pledges and other charges due at the time of the suspension and which accrued thereafter, and (ii) be otherwise eligible for membership.

(b) Other than for the non-payment of dues, assessments, fees, pledges or other charges, any member may be suspended or expelled, after ten (10) days notice of stated charges served by certified mail sent by the President with the consent of two-thirds (2/3) of the entire Executive Committee and a hearing thereon, by vote of two-thirds (2/3) of the Board of Trustees. The member may appeal by requesting in writing of the President within ten (10) days of the suspension a Special Meeting of the membership, who may reverse the decision of the Board of Trustees by a simple majority. Said membership meeting to be called within thirty (30) days of request.

ARTICLE IV

Board of Trustees

Section 1. - Administration

The management and administration of the center's affairs shall be vested in a Board of Trustees consisting of Twenty Nine(29) (effective April 1, 2015) trustees of which:

(a) Eleven (11) (the officers of the Center, the immediate past President of the Center, the President of the Men's Club the President of the Sisterhood, the President of Youth and Family and the President of the PTA of the Religious School each of whom is a member in good standing

of Hillcrest Jewish Center shall be Officer-Trustees. The death, incapacity, resignation, suspension, expulsion or termination of tenure in office of any Officer-Trustees shall automatically create a like vacancy on the Board of Trustees which vacancy the Board of Trustees shall fill with the member elected by the appropriate affiliated organization pursuant to Article V Section 4 herein to fill the office so vacated.

(b) For the year commencing April 1, 2014, twenty (20) shall be non-Officer-Trustees elected for a term of three years, and for the year commencing April 1, 2015 and thereafter, eighteen(18) shall be non-Officer-Trustees elected for a term of three years, so classified that after April 1, 2015 the terms of only six (6) regularly expire in any year.

(c) Any Officer-Trustee who shall otherwise be a member of the Board of Trustees shall be an Officer-Trustee only, thereby creating a vacancy on the Board of Trustees to be filled for such trustee's unexpired term.

(d) Whenever this Constitution and By-Laws require a vote of a proportion of the "Entire Board", any trustee who is not eligible to vote on such proposition shall not be counted as part of the "Entire Board" for purposes of the vote on such proposition.

Section 2. - *Qualification*

(a) Any member in good standing of at least one (1) year shall be eligible to be elected a non-Officer-Trustee. No non-Officer-Trustee, other than the vice-chairman of the Board of Trustees, shall be eligible for election to more than two (2) consecutive terms. A trustee having served for two (2) consecutive terms may not be thereafter be eligible for re-election until at least two (2) years have expired. More than eighteen (18) months in any term shall constitute a full term provided that time spent as an Officer-Trustee shall not be included in determining such eligibility. Eligibility shall be determined by a member's status at the time of taking office and not by member's status at the time of nomination or election.

(b) The Secretary of the Board at each January meeting of the Board of Trustees shall certify to the Chairman that all members of the Board are in good standing. Any Board member not in good standing shall have thirty (30) days to cure such ineligibility. Failure to cure shall result in automatic removal from the Board.

Section 3. - *Duties and Powers*

(a) The Board of Trustees shall be responsible for and manage all of the Center's property, funds and affairs;

shall designate the bank or banks to serve as depositories of the Center's funds; and shall be responsible for all expenditures and dispositions of the Center's funds and property.

(b) The Board of Trustees shall establish such rules and regulations, consistent with all applicable laws and this Constitution and By-laws, as it may deem necessary or advisable for the proper conduct of its meetings and for the furtherance of the Center's general purpose.

Section 4. - *Organization*

At the first meeting of the Board of Trustees after the regular membership meeting in March, the trustees shall elect from the non-Officer-Trustees, a Chairman (who must already have been a trustee for at least one year), a Vice Chairman and a secretary to hold office for one year and until their respective successors are elected and qualify. A vacancy in any such office shall be filled by the Board of Trustees for the unexpired term.

Section 5. - *Meetings*

(a) Regular meetings of the Board of Trustees shall be held monthly except during July and August upon not less than five (5) days written notice. Special meetings may be called at any time by the Chairman and must be called by the chairman, upon request of the Executive Committee

or at least five (5) trustees. No business shall be transacted at a special meeting except as set forth in the notice of such meeting.

(b) Notice of the time, place and purpose of any special meeting of the Board of Trustees shall be mailed to the trustees at the addresses then appearing on the books of the Center not less than five (5) days prior to the meeting.

(c) At any regular or special meeting of the Board of Trustees the presence of fifteen (15) trustees shall constitute a quorum. In the absence of a quorum the meeting may be adjourned by vote of a majority of the trustees present. Notice of the time and place of such adjourned meeting shall be mailed to the trustees not less than three (3) days prior to the meeting.

(d) At any regular or special meeting of the Board of Trustees, a trustee who has failed to attend the three (3) immediately preceding regular meetings of the Board of Trustees shall not be eligible to vote at that meeting.

Section 6. - *Vacancies*

Other than a vacancy to which Section 1 (a) of this Article applies, any vacancy created by the death, incapacity, resignation, suspension or expulsion of a trustee shall be filled by the Board of Trustees until the

next regular meeting in March when a member shall be elected for the unexpired term.

Section 7. - *Suspension and Expulsion*

Any trustee may be suspended or expelled after ten (10) days written notice of stated charges served by certified mail sent by the President with the consent of two-thirds (2/3) of the entire Executive Committee and, at the option of the individual, to have come and be heard by the Executive Committee, with such deliberations to be held in strict confidentiality and a hearing thereon, by vote of two-thirds of the entire Board of Trustees. Either the Trustee or fifty (50) members by petition may appeal by requesting in writing of the President within ten (10) days of the suspension a special meeting of the membership, who may reverse the decision of the Board of Trustees by a simple majority. Said membership meeting to be called within thirty (30) days of request.

ARTICLE V
Officers

Section 1. *Officers*

The officers of the Center shall be a President, three Vice-Presidents, a secretary and a Treasurer. No person may simultaneously hold more than one office.

Section 2. *Qualifications*

Any member who shall at any time have served as a

trustee for at least one (1) year shall be eligible to be elected an officer. No member shall be eligible to be elected President for more than two (2) consecutive terms. More than six (6) months in any year shall constitute a full term.

Section 3. - *Term of Office*

The term of all officers shall commence on the first day in April; they shall serve until the thirty-first day of March next succeeding and until their respective successors are elected and qualify.

Section 4. - *Vacancies*

In the event of the death, incapacity, resignation, suspension, or expulsion of an officer, a successor shall be elected by the Board of Trustees to serve for the unexpired term.

Section 5. - *Duties of Officers*

(a) The President - shall call and preside at all membership meetings; shall sign all agreements, contracts and other documents on behalf of the Center pursuant to appropriate resolutions adopted by the membership or the Board of Trustees; shall countersign all checks, withdrawals, vouchers and notes and shall designate Vice Presidents to do so in his absence or in the event a vacancy exists in the office of President; shall appoint all committees and their chairmen, and shall perform such other and further

duties and exercise such power as may from time to time be assigned by the Board of Trustees.

(b) The Vice-Presidents - shall assist the President in the discharge of his duties and shall perform such other and further duties and exercise such powers as may from time to time be assigned by the President.

(c) The Secretary - shall issue all notices for, and record and maintain the minutes of, all membership meetings; shall sign or countersign such instruments and documents as may be necessary to effectuate directives of the Board of Trustees; shall be the official custodian of the Center's Constitution and By-laws; shall supervise the maintenance of the records_of each member's account; shall, when requested by the Board of Trustees, review the books and records of affiliated organizations; shall in the absence of the Treasurer or in the event a vacancy exists in such office, countersign all checks, withdrawals, vouchers and notes; and shall perform such other and further duties and exercise such powers as may from time to time be assigned by the president.

(d) The Treasurer - shall keep an accurate and complete record of the receipts and expenditures of the Center; shall receive and deposit all monies due to the Center other than those for which the Endowment Fund Committee is responsible; shall countersign all checks,

withdrawals, voucher and notes with the President or Vice President designated for such purposes; shall prepare the proposed annual budget for submission to the Board of Trustees; and shall perform such other and further duties and exercise such powers as may from time to time be assigned by the president.

Section 6. - *Honorary Officers*

By vote of two-thirds of the members acting upon the recommendation of the Board of Trustees any member who shall have well and faithfully served as an officer for two (2) consecutive terms not less than four (4) years prior to his election may be elected an honorary officer to hold for life the title of the office formerly held by him. No more than one person may be elected to an honorary office in any five (5) year period. An honorary officer shall not be required to pay dues.

Section 7. - *Suspension and Expulsion*

Any officer may be suspended or expelled, after ten (10) days notice of stated charges served by certified mail sent by the President with the consent of two-thirds (2/3) of the entire Executive Committee and, at the option of the individual, to have come and be heard by the Executive Committee, with such deliberations to be held in strict confidentiality and a hearing thereon, by vote of two-thirds of the entire Board of Trustees.

Either the officer or fifty (50) members by petition may appeal by requesting, in writing, of the President within ten (10) days of the suspension a special meeting of the membership, who may reverse the decision of the Board of Trustees by a simple majority. Said membership meeting to be called within thirty(30)days of request.

ARTICLE VI

Nominations and Elections of Officers and Trustees

Section 1. - *Nominations*

(a) Not later than the third Tuesday in January of each year the Board of Trustees shall designate a Nominating Committee consisting of the Chairman of the Board of Trustees and eight members, four of whom shall be trustees.

(b) The Nominating Committee shall select its own chairman and secretary and shall prepare and submit to the President, no later than thirty (30) days prior to the regular membership meeting to be held in March, a slate of qualified nominees for each office and vacancy on the Board of Trustees. Each nominee for an office, the President of the Men's Club, the President of the Sisterhood, the President of the Mr. and Mrs. Club, the President of the PTA of the Religious School and the immediate Past President of the Center shall

automatically be included as nominees for Officer-Trustee.

Other than the Chairman of the Board of Trustees, no member of the Nominating Committee shall be eligible for inclusion in the slate of nominees.

(c) No later than twenty-five (25) days prior to the regular membership meeting to be held in March a copy of the slate of nominees, together with a verbatim copy of section 1 of this Article, shall be mailed to the membership.

(d) Within fifteen (15) days after the slate of nominees is mailed to the membership, independent nominations of qualified members to hold office or to serve on the Board of Trustees may be made by written petition to the President signed by at least thirty-five (35) members, a family membership shall be considered as one member, containing the following information: the full name and address of each signatory, the full name and address of each candidate nominated, the office for which each candidate is nominated and, if for the Board of Trustees, whether nominated for a term of one, two or three years. Any petition which fails to comply with each of the requirements of this subsection shall be totally void.

(e) Any member nominated for officer or trustee, either as part of the Nominating Committee's slate or independently, who declines election must submit his written declination to the President at least five (5)

days prior to the regular membership meeting to be held in March.

Section 2. - Elections

(a) At least five (5) days prior to the regular membership meeting to be held in March, a notice shall be mailed to the membership containing the name and addresses of each nominee (whether as part of the Nominating Committee's slate or independently) for each officer or trustee. Such a notice shall list all nominees for each office and for each term as trustee and shall indicate whether each nominee was part of the Nominating Committee's slate or nominated by independent petition.

(b) If at the time of the regular membership meeting to be held in March a vacancy exists in the nominees for officer or trustee by reason of declination, incapacity, death, loss of membership or any other disability, nomination for such vacancy shall be accepted from any member present at such regular membership meeting. Any such nominee must meet the qualifications for the position for which he is nominated and must either be present at the meeting and affirmatively express their consent to the nomination or must have previously furnished such consent in writing to the president.

(c) All elections shall be conducted by secret written ballot prepared under the supervision of the President in

the same form as set forth for the notices in subsection (a) of this Section. Any ballot which fails to include votes in favor of three (3) Vice Presidents and at least three-fourths of the trustees shall be totally void and this provision shall appear on the ballots. The candidate receiving a plurality of the ballots cast for each office shall be elected to such office. In the event of a tie vote for any office, a run-off election between the candidates receiving such tie vote shall be held no later than two (2) weeks thereafter upon at least three (3) days prior written notice to the membership of the time and place designated by the President for such meeting. In the event any such run-off election again results in a tie vote, further votes shall immediately be held until a candidate receives a plurality and is elected.

Article VII

Committees

Section 1. - *Executive Committee*

The Executive Committee shall consist of the officers, the immediate past president of the Center and the Chairman and Vice-Chairman of the Board of Trustees. It shall prepare a proposed agenda for all meetings of the Board of Trustees; shall supervise the activities of all committees; shall approve or disapprove membership applications referred by the Membership Committee; and shall perform such other

and further duties and exercise such powers as may from time to time be assigned by the Board of Trustees. The President shall be the chairman of the Executive Committee.

Section 2. - *Endowment Fund Committee*

The Endowment Fund Committee shall consist of seven (7) persons appointed by the President upon the advice and consent of the Board of Trustees. Each shall be appointed for a term of three (3) years, commencing with the first day of April, so classified that the terms of no more than three (3) members regularly expire in any year. Any member of the committee may be removed for cause by the President. The functions of the committee shall be to help insure the continued existence of the "Hillcrest Jewish Center Endowment Fund"; solicit, receive, accept, or reject gifts, devises and bequests for the Fund; make recommendations to the Board of Trustees, subject to the conditions of any gift, devise or bequest, and as to the sale, transfer, exchange or other disposition of such gifts, devises and bequests; and otherwise use, apply and expend the Fund's principal, income and other proceeds only upon the approval of either (i) three-fourths of the entire Board of Trustees or (ii) a majority of the entire Board of Trustees and two-thirds of the entire committee based upon a determination

that such use, application or expenditure will promote the best interests of the Center and that no other funds are then available for such purpose. The Committee shall annually select its own

Chairman and Co-Chairman; shall determine its own practices and procedures; shall give notice of all meetings to the President; and shall annually submit to the Board of Trustees a written report of its activities.

Section 3. - *Other committees*

(a) The President shall annually appoint the following committees, consisting of a chairman and at least two (2) members, to hold office until the thirty-first day of March next succeeding (unless sooner removed, with or without cause, by the President) Continuing Education, Athletics, Catering, School Board, High Holidays, Kol Nidre, Legal, Library, Membership, Personnel Practices, Ritual, Ways and Means, and Youth Activities.

(b) The President or the Board of Trustees may, from time to time, create such additional committees as may be deemed necessary or desirable.

(c) The Chairman of the Board of Trustees and the officers shall be members of each committee without vote.

(d) Each committee shall perform such function and assume such responsibilities as may, from time to time, be assigned by the President or the Board of Trustees.

Article VIII

Affiliated Organizations

Section 1. - *Appointment*

The Center may have as affiliated organizations the Men's Club, The Sisterhood, the Mr. & Mrs. Club, the PTA of the Religious School, and such others as shall from time to time be authorized, by a majority of the entire Board of Trustees.

Section 2. - *Qualification*

No organization shall be eligible to become or remain affiliated with the Center unless it promotes and adheres to the Center's purposes and policies, conducts its activities in such manner as will advance the Center's best interests, and maintains a constitution, by-laws and policies which conform to those of the Center.

ARTICLE IX

Amendments

The constitution and By-Laws may be amended (except for dues as set forth in Section 3 of Article III) only in the following manner:

- (a) The proposed amendment shall be submitted to the Executive Committee in writing signed by at least thirty-five (35) Center members; a family membership shall be considered as one member.

(b) The Executive Committee shall set forth the proposed amendment in its minutes and forward the proposed amendment to the Constitution Committee of the Center for study and report as to form and legality.

(c) The Constitution Committee shall render its report to the next or following meeting of the Board of Trustees at which the Board shall make its recommendation in respect of such proposed amendment.

(d) The membership shall consider and vote the proposed amendment at the next regular or special meeting. However, notice of such meeting shall be mailed to the membership no later than ten (10) days prior to such meeting, which notice shall include a verbatim copy of the proposed amendment and the Board of Trustees' recommendation as to whether such proposed amendment, with or without modification, should be approved or rejected.

(e) Upon vote of two-thirds of the members the proposed amendment, with or without modification by the Board of Trustees or the members shall be adopted.

(f) The substance of a proposed amendment rejected by the membership may not be resubmitted for twelve (12) months.

ARTICLE X

Miscellaneous

Section 1. - *Parliamentary Practice*

Robert's Rules of Order Revised shall be the standard for parliamentary procedure at all meetings unless otherwise expressly provided to the contrary in this constitution and By-Laws or by the State of New York.

Section 2. - *Voting*

The approval or rejection of any action or item of business shall require a vote of those present at a meeting and, unless otherwise expressly provided to the contrary in this constitution and By-Laws, shall require a plurality of those present and voting. Proxy voting shall be accepted only where required by New York State Law.

Section 3. - *Effective Date*

This Constitution and By-Laws shall become effective immediately upon its approval by two-thirds of the members present at a special membership meeting. All prior Constitutions and By-Laws shall thereupon be superseded in their entirety and be of no further force and effect.