

# **CONSTITUTION**

**BALTIMORE HEBREW CONGREGATION  
BROTHERHOOD**

<b>Table Of Contents</b>	<b>Page Number</b>
Article I – Name	3
Article II - Purpose	3
Article III – Membership	3
Article IV – Dues	3
Article V - Fiscal Year	3
Article VI - Officers and Board of Directors	3
Article VII – Amendments	4
Article VIII – Repealer	5
<b>Appendix A - By-Laws</b>	5
Article I – Meetings	5
Article II – Absenteeism	5
Article III. - Notices	6
<b>Appendix B - Rules of Order</b>	6
Article I. Duties	6
1. The President	6
2. The Executive Vice-President	6
3. The Recording Secretary	6
4. The Financial Secretary	6
5. The Corresponding Secretary	6
6. The Treasurer	6
Article II. Quorum	7
Article III. Committees	7
1. Budget and Audit Committee	7
2. Nominating Committee	7
3. Long-Range Planning Committee	8
4. General	8
<b>Appendix C - Standing Rules</b>	8
<b>Appendix D - Financial Guidelines</b>	8
1. Committee Composition and Meetings	8
2. Balanced Budget with Restrictions on Deficit Spending	9
3. Meeting Date	9
4. Budget Accuracy	9
5. Budget Presentation and Approval	9
6. Approving Additional Funds	9
7. Bond Requirement	9
8. Unplanned Project or Program	10
9. Checking Account	10
10. Purchasing Practice	10
11. Allowable Investments	10
12. Investment Ratio Criteria	11
13. Annual Budget Reconciliation	11
<b>Appendix E - Parliamentary Law</b>	11

# CONSTITUTION

## **Baltimore Hebrew Congregation Brotherhood**

### **ARTICLE I**

#### *NAME*

The name of this organization is the Baltimore Hebrew Congregation Brotherhood.

### **ARTICLE II**

#### *PURPOSE*

The purpose of this Brotherhood is to promote the spirit of friendship and fellowship within its midst and among the Congregational family. Its function is also to maintain and further the ideals, aims, and purposes of the Baltimore Hebrew Congregation, and to further the knowledge of the eternal values in the Jewish religion, the cultural heritage of Judaism, and the historical background of the Jewish people. This Brotherhood is to encourage its members to use this knowledge in their daily lives, to enable each member to live a full and satisfying Jewish life, to be cognizant of our duties and responsibilities to our community and nation, to work for the advancement of all mankind, and to engage in any activities related to these purposes.

### **ARTICLE III**

#### *MEMBERSHIP*

Any man of the Jewish faith, or sympathetic to the Jewish faith who has expressed a willingness to subscribe to the aims and purposes of this Brotherhood, upon payment of the first year's dues, shall become a member of the Brotherhood. The membership of an individual in the Brotherhood shall be terminated if the Brotherhood decides by two-thirds (2/3) vote of the Board, or, if after the close of any fiscal year, the member has not paid his dues. Members of the Board of Directors of the Brotherhood shall be members in good standing of the Baltimore Hebrew Congregation.

### **ARTICLE IV**

#### *DUES*

The annual dues shall be such amount as shall be fixed from time to time by a two-thirds (2/3) vote of the membership of the Board of Directors present at any Board meeting.

### **ARTICLE V**

#### *FISCAL YEAR*

Each fiscal year of the Brotherhood shall begin on July 1 and end on June 30 of the succeeding year.

### **ARTICLE VI**

#### *OFFICERS AND BOARD OF DIRECTORS*

1. Upon the reductions specified herein, the BHC Brotherhood Board shall consist of six (6) Officers and eighteen (18) members of the Board of Directors plus the ex-officio and honorary members. The reduction from eight Officers to six Officers shall be accomplished by the elimination of the two (2) Vice-President positions at the end of their current terms. The reduction of twenty-four (24) Directors to eighteen (18) Directors shall be accomplished by not replacing six (6) Directors when their terms end.

2. The Officers, comprising the executive committee, shall be a President, an Executive Vice-President, two Vice-Presidents until their terms as Vice-Presidents end as set forth in this Article VI, a Financial Secretary, a Treasurer, a Recording Secretary and a Corresponding Secretary.
3. All Officers shall be elected for two-year terms, subject to renewal or extension as set forth below in paragraph 8 of this Article VI.
4. The Directors shall be elected for three-year terms, with at least one-third (1/3) of which shall be elected each year.
5. The Officers and Directors shall assume office at the annual meeting at which they are elected.
6. The President, Executive Vice-President, the Financial Secretary, the Treasurer, the Recording Secretary and the Corresponding Secretary shall not hold the same office for more than two (2) consecutive years, except as other provided herein.
7. All Past Presidents of the Brotherhood shall be ex-officio members of the Board of Directors with the power to vote and each shall count in the determination of the presence of a quorum.
8. Except for the two Vice-President positions to be eliminated as set forth above, the terms of the President or any other elected officer may be extended from two (2) years to four (4) years if the Nominating Committee so requests and the elected officer(s) agree(s) and so long as such extension is approved by a vote of at least two-thirds (2/3) of the members present at any Breakfast, Dinner, general meeting of membership, or any other official sanctioned gathering of the Brotherhood members attended by at least twenty-five (25) paid members.
9. No person shall hold the position as an Officer unless he has previously been a Director, and no person shall hold office as President or Executive Vice-President unless he shall previously have been a Board Member for at least two (2) years and an officer for at least one (1) year.
10. Any vacancy occurring in an office or directorship, except the office of President, shall be filled by majority vote as an appointment of the Board of Directors for the remainder of the current term. Succession of Officers shall be presumed to be in the order in which the Officers are listed in paragraph 2, above, except with regard to the two (2) eliminated Vice-President positions, and subject to the recommendation of the Nominating Committee.
11. Robert's Rules of Order (Newly Revised) shall be accepted as authority except to the extent in conflict with this Constitution. Regardless, such rules may be suspended for any specific action at any meeting if: (1) the presiding officer at such meeting so elects; and (2) a majority of the Directors in attendance consent to suspend such rules and so agree to proceed by majority decision.

## **ARTICLE VII**

### *AMENDMENTS*

1. The Directors may from time to time by a two-thirds (2/3) vote, adopt and amend any portions of the Constitution, the Bylaws (*Appendix A*), the Rules of Order (*Appendix B*), Standing Rules (*Appendix C*), and the Financial Guidelines (*Appendix D*).
2. A proposed amendment or amendment(s) to the Constitution, the Bylaws, or the Financial Guidelines, and any other portion of this Constitution and shall be submitted in writing to the Board of Directors. If approved by a majority of the Board of Directors, the amendment or amendment(s) shall become effective by a two-thirds (2/3) vote of the members present at any general meeting of the Brotherhood. A written notice of the proposed amendment or amendment(s) must have been sent to each member through any official publication of the Congregation or any official publication of the Brotherhood at least one month prior to the meeting at which action is to be taken, and that the

proposed amendment or amendment(s) is read at any general meeting at which action is to be taken.

3. If a proposed amendment or amendment(s) is not approved by a majority of the Board of Directors, it may nevertheless become effective by two-thirds (2/3) vote of the members at any Breakfast, Dinner, or general meeting of membership. The proposed amendment or amendment(s) must be signed by at least twenty-five (25) members of the Brotherhood in good standing, and shall be sent to the Recording Secretary of the Brotherhood at least two months before the meeting at which the amendment is to be presented. A written notice in any official publication of the Congregation or any official publication of the Brotherhood shall be mailed to the Brotherhood members. The notice shall define the amendment or amendment(s) and designate the meeting at which it will be presented to the membership. The amendment or amendment(s) shall be read at a general meeting and voted on at that meeting, in the same manner as if it had been approved by a majority of the Board of Directors.

## **ARTICLE VIII**

### *REPEALER*

Approval and adoption of this Constitution shall repeal the Constitution that had been previously enacted.

---

---

## ***Appendix A***

## **BYLAWS**

### **ARTICLE I**

#### *MEETINGS*

1. The Board of Directors shall hold regular meetings at least six (6) times a year and shall transact the business of the Brotherhood.
2. Special meetings of the Board of Directors may be called at the discretion of the President. When requested in writing by five (5) members of the Board of Directors, the President must call a special Board meeting.
3. The annual meeting of the membership shall be held during the month of June, or May if the Congregation calendar dictates.
4. Other meetings of the membership shall be held at such times as may be called by the Board of Directors.
5. A quorum shall consist of twenty-five (25) members to conduct any business at any general meeting of the Brotherhood membership, and thirteen (13) of those eligible to vote at any Board of Directors meeting to conduct any business at any meeting of the Board of Directors.
6. Other meetings such as committee meetings of Brotherhood members shall be at the discretion of the person appointed as Committee Chair. The membership of these committees and their purpose shall be reported at the Board meeting following the organization of the committee.

### **ARTICLE II**

#### *ABSENTEEISM*

Any member of the BHC Brotherhood Board (Officer or Director) absenting himself from more than

three (3) consecutive meetings of the Board without sufficient reason as decided by the Board of Directors shall accept forfeiture of his position in the event a majority of the BHC Brotherhood Board so decides, and, in that event, his office shall be considered vacant and it shall be filled by a member of the Brotherhood voted on by a majority of the BHC Brotherhood Board.

### **ARTICLE III**

#### *NOTICES*

Whenever these Bylaws require the Board to provide notice, such requirement may be fulfilled by providing electronic notice via e-mail, text or other equally reliable means to the last known addresses of the intended recipients. Such notice may be in addition to or in lieu of the Bulletin, official publication of the Brotherhood or the Congregation or other written or mailed notice.

---

---

### ***Appendix B***

## **RULES OF ORDER**

### **ARTICLE I**

#### ***DUTIES OF THE EXECUTIVE COMMITTEE***

1. The President shall be a member of the Congregation, shall preside at all meetings of the Brotherhood and of the Board of Directors, and shall be ex-officio as a member of all committees except the Nominating Committee. The President shall appoint a parliamentarian from the elected members of the Board of Directors, who shall have the powers and duties prescribed for that office by Robert's Rules of Order.
2. The Executive Vice-President shall be a member of the Congregation, shall assume and discharge the duties and responsibilities of the President in the absence or disability of the President, and shall become the President in case of a vacancy in that office. He shall also be a member of the nominating committee.
3. The Recording Secretary shall keep a record of all proceedings of the meetings of the Brotherhood Board and shall provide copies of the minutes of the Board meetings to the Directors. The Recording Secretary shall have custody of all books and records of the Brotherhood except those maintained by the Financial Secretary and by the Treasurer.
4. The Financial Secretary shall maintain a record of all members of the Brotherhood. He shall be responsible for the billing and collection of membership dues, keeping records for membership retention, and reporting at the regular Board meetings on the status of the Brotherhood population.
5. The Corresponding Secretary shall assist the President with incoming and outgoing correspondence of the Brotherhood.
6. The Treasurer shall be the custodian of all funds of the Brotherhood, shall receive and deposit in the Brotherhood's bank accounts all money due the Brotherhood, and shall disburse money of the Brotherhood as authorized by the Board of Directors. He shall keep and exhibit to the Board of Directors on request accurate accounts of all funds of the Brotherhood and shall report the financial status at regular meetings of the Board of Directors, at the annual closing meetings of the Brotherhood, and as the Board of Directors requires. The Treasurer shall use the BHC Brotherhood's Financial

Guidelines (Appendix D) for guidance to maintain and prepare the budget. At the close of each year, the budget shall be balanced based on the following year's anticipated revenues and expenditures as stated in the BHC Brotherhood's Financial Guidelines. The Treasurer shall not be required to file a bond.

## **ARTICLE II**

### *QUORUM*

A quorum for the transaction of business at any meeting of the Board of Directors requires that thirteen (13) members with the power to vote be present. For the purposes of determining when a Board member is present at any Board meeting, participation and voting by phone or video-conferencing shall be allowed when approved by the presiding officer and so long as the ability for those participating by phone or video-conferencing to listen and to contribute freely to the discussions is available and a record of any votes is preserved and available for inspection or audit for up to three years after any such vote. However, this ability to be present and vote by phone or video-conferencing shall expire at the end of any fiscal year unless the Board of Directors decides by a two-thirds (2/3) vote to terminate this provision for the following fiscal year. Board of Director decisions may be tabulated by e-mail submissions from any Board of Director member so that emergency actions can be conducted electronically.

## **ARTICLE III**

### *COMMITTEES*

#### 1. Budget and Audit Committee

The President shall appoint the Budget and Audit Committee including the Executive Vice-President and a chairman. The duties of this committee shall be to prepare a budget and account reconciliation of accounts. at the close of the year prepare a report of the Brotherhood's financial status, and prepare a draft and final budget for the following year. Budget preparation for the following year shall conform to the Financial Guidelines (App. B). The Budget Committee shall meet in March. The proposed budget shall be presented at the last board meeting in May and voted upon as the first item of business at the July meeting.

#### 2. Nominating Committee

a. The President shall appoint a Nominating Committee each year within thirty (30) days of taking office. The President shall not be a member of this committee. This committee shall be chaired by the Immediate Past President and shall consist of the Executive Vice-President, three members of the Board of Directors, and two (2) non-members of the Board. In the event the Immediate Past President is not available to chair this committee, then another Past-President shall be sought to do so. The responsibility of this committee shall be to present a list of nominees for Officers and/or Directors no later than the following March meeting of the Board of Directors. The Executive Vice-President shall automatically be the nominee for President of the Brotherhood. There being no right of succession from position to position but merely a presumption as stated above, the Nominating Committee shall select each nominee for any office on the basis of merit, demonstrated performance, and the ability to perform the functions of such office or director position. The list of nominees shall be sent to the membership at least one month preceding the annual meeting in any official publication of the Congregation or any official publication of the Brotherhood. The offices and directorships shall be filled at the annual meeting of the Brotherhood.

b. Additional nominations may be made from the floor at the annual meeting provided notice of such nominations, signed by at least five (5) paid-up members, is sent by certified mail to be received by the Recording Secretary of the Brotherhood at least fifteen (15) days before the annual meeting. In the event of contested nominations, the Recording Secretary shall prepare ballots in advance.

### 3. Long-Range Planning Committee

a. The President shall appoint a committee to prepare tentative long-range plans for future Brotherhood activities and shall report to the Board of Directors for consideration. The plans should encompass at least the following year and possibly future years of Brotherhood activities.

b. The Committee shall consist of six (6) members, one of whom shall be the immediate past President of the Brotherhood and at least two of whom shall be members or former members of the Board of Directors. The five (5) members other than the immediate Past President shall be appointed for terms so that one will expire each year over the next five (5) years, and all further appointments of those members shall be for five-year terms or to fill terms that have not expired. No member holding a five-year term shall be reappointed to the Committee. The Chairman shall be the member, other than the immediate Past President, who shall have served longest on the Committee. The Committee shall hold at least one meeting each calendar quarter.

### 4. General

a. The President shall appoint such other committees as are necessary to carry out the purposes and functions of the Brotherhood. The name of the Chairman and duties of each committee so appointed shall be incorporated into and made part of the minutes of the Board of Directors.

b. Each committee shall have the power to and authority necessary to carry out its purposes and functions, subject only to the authority of the Board of Directors to overrule specific decisions or actions of a committee.

c. The President, with the consensus of the Board of Directors, may remove members of all committees when in his judgment and the Board's approval such removal is necessary or desirable in the best interests of the Brotherhood. Any vacancy caused by any such removal may be filled by a selection made by the President and the approval of the Board of Directors.

---

---

## Appendix C **STANDING RULES**

The Standing Rules shall contain only such rules that may be adopted without previous notice by a majority vote at any business meeting.

---

---

## Appendix D **FINANCIAL GUIDELINES**

***NOTE:** This document is a guide for running the day-to-day fiscal operations of the Brotherhood. While care has been taken to address all financial concerns, the Board reserves the right to amend this document as needed by a two-thirds (2/3) majority.*

### 1. Committee Composition and Meetings

Each year, during the month of March, the Budget Committee will meet to prepare the following year's budget. The Treasurer will chair the Budget Committee. The Budget Committee will be

composed of no more than seven members: the current and past Treasurers and the incoming Treasurer nominee, the President and Executive Vice President, and any two (2) Brotherhood members that the Treasurer feels can contribute to the process of preparing the budget. At least one week prior to the meeting, the Treasurer shall provide each member of the committee with the current financial statement and the previous year's budget for comparison purposes as well as any recommended changes based on past experience.

## 2. Balanced Budget with Restrictions on Deficit Spending

The budget must be balanced based on next year's anticipated revenues and expenditures. Under no circumstances will the budget reflect deficit spending, nor will the Board be allowed to undertake deficit spending. This includes appropriated funds pledged from prior years' administrations even though the funds are not included in the actual revenue and expenditure statements of the Brotherhood. The proposed budget should be a reasonable picture of what the Budget Committee expects the revenues and expenditures of the Brotherhood to be during the subsequent year.

## 3. Meeting Date

Prior to the Budget Committee meeting to prepare the next fiscal year's budget, the Budget Committee chairman will announce no later than at the March Brotherhood Board meeting, the composition of the committee and the time and date of the Budget Committee meeting. The chairman will also request at that time that any special or additional request for future program funding be made in writing to the Budget Committee chairman at least seven days prior to the committee meeting.

## 4. Budget Accuracy

Although the budget process must be carefully planned, the budget forecast that the committee produces is not expected to be 100% accurate, line-by-line. With this in mind, once the budget is drawn up at the beginning of the fiscal year and approved by the Brotherhood Board it shall not be adjusted during the year, even if changes in spending occur.

## 5. Budget Presentation and Approval

The proposed budget shall be presented to the entire outgoing and invited incoming Board at the last Board meeting of the fiscal year in June. The outgoing Board members at that meeting, however, cannot vote to change the budget. This will give the incoming Board members an opportunity to review the budget over the next month and formulate any recommendations and questions that they may have so that the next year's budget can be approved as the first item of business at the first Board meeting in July.

## 6. Approving Additional Funds

If a Brotherhood committee wishes to spend more than has been budgeted, the committee chairman must first check with the Treasurer to see if there are funds available to meet the additional spending requirements. Once done, the committee chairman may bring the motion for approval of the additional funds before the entire Board along with justification. Before presenting the motion, the committee chairman shall give a written copy of the motion to the Recording Secretary. If the motion is approved by a two-thirds (2/3) majority of the Board, the spending will be allowed, but the budget for the year will remain the same.

## 7. Bond Requirement

Although the Brotherhood Treasurer is not required to be bonded, the Treasurer must be eligible to qualify for bonding by a company licensed to issue bonds in the State of Maryland. The purchase of such a bond would be an expenditure of the Brotherhood.

## 8. Unplanned Project or Program

If someone brings a new project to a member of the Brotherhood Board who agrees to sponsor the project as a Brotherhood program, or if a Brotherhood Board member is interested in chairing an unplanned project, the process is basically the same. First, the Brotherhood Board member interested in sponsoring the project must obtain the agreement of the President and Executive Committee. If the Treasurer, who is a member of the Executive Committee, confirms that funds are available in the year-to-date financial statements to allow the additional expenditure, and the Executive Committee agrees to the program, the proponent of the request and the sponsor may then bring the motion before the Board for approval. Before presenting the program to the Board, the sponsor shall give a written copy of the motion to the Recording Secretary. The written copy of the motion must include the purpose of the project and must detail any expenditures program and revenues expected. If the motion is passed by a two-thirds (2/3) majority of the board, the spending will be allowed, again with no change in the budget.

## 9. Checking Account

The Brotherhood will maintain a checking account for its day-to-day operations at an FDIC insured bank in the Baltimore Metropolitan Area. The Treasurer must deposit all moneys directly into the checking account for the Brotherhood and must retain the deposit receipt in his records. The Treasurer may pay the expenses of the Brotherhood at his discretion but must pay all bills by the date they are due as noted by the supplier as long as those expenses have been approved either by the committee chairperson or the President. All bills to be paid must have some form of written verification that the President or committee chairperson has seen the actual bill and has authorized payment by initialing and dating the bill. The Treasurer will return any unauthorized bill to the Board member responsible to get approval before he can pay it. The Treasurer is authorized to sign any check up through the amount of \$250.00. When a check is required for an amount greater than \$250.00, the Treasurer and one other member of the Board who has an authorized signature in order for the Brotherhood to pay the bill must sign the check. The other authorized signatures can be that of any of the officers who previously signed the checking signature authorization card from the bank in which the Brotherhood's checking account is kept. Under special circumstances, the President can authorize any of the checking account signatures to pay expenses from the checkbook as long as the rest of the payment approval procedures have been followed.

## 10. Purchasing Practice

The Board recognizes that as a volunteer organization with the fiscal responsibility for the entire Brotherhood membership, good business practice dictates that, whenever possible, estimates will be obtained from two or more sources to obtain the best value for goods or services costing \$100.00 or more. Although recommended, members will not be required to get bids for items priced under \$100.00.

## 11. Allowable Investments

Any funds not needed for the day-to-day operations of the Brotherhood will be kept in any instrument that is either insured by the FDIC or is a direct investment in a US Government obligation. Examples of allowable investment vehicles are repurchase agreements (the underlying instrument must be FDIC insured or US government security), money market funds, savings accounts, and certificates of deposits. Under no circumstances will the Brotherhood invest its funds into any vehicle that could cause the Brotherhood to lose any principle in that investment.

## 12. Investment Ratio Criteria

The Brotherhood, in order to keep its operation ongoing, will retain funds to allow operations in case of future revenue shortages. The Brotherhood must keep invested (in all accounts) at least two times its current year's budgeted expenditures plus all appropriated funds payable. This includes (but is not limited to) pledges and commitments made by prior administrations, bills payable for prior years' expenses and not paid at the end of the fiscal year. Membership dues for the next fiscal year received and deposited prior to July 1 of the current fiscal year will be excluded when determining this ratio. The "additional funds," as calculated on July 1 of the current fiscal year, can be spent in accordance with the rules and regulations explained in this document.

## 13. Annual Budget Reconciliation

At the end of each fiscal year, in March, the books and records of the Brotherhood will be reconciled. The person chosen for this task must be a Certified Public Accountant who has not had any access to the checkbook or other financial books or records during the fiscal year to be reviewed. When the books and records have been reconciled, the CPA appointed shall present a report of the findings at the next Brotherhood Board meeting as well as a written report for inclusion in the Brotherhood minutes and records.

*It should be noted that this process of reconciliation is not expected to be an audit, review, or even a compilation as defined by the American Institute of Certified Public Accountants, and as such no reliance will be placed on this report for legal purposes.*

---

---

## Appendix E

### PARLIAMENTARY LAW

- a. **Main Motion** - Majority vote decides. In order when no other motion is pending.
- b. **To Postpone Indefinitely** - Majority vote decides. Has priority of main motion. Cannot be amended or referred.
- c. **To Amend or Substitute** - Majority vote decides. Has priority of motion to which it applies.
- d. **To Refer Motion to Committee** - Majority vote decides.
- e. **To Postpone to Definite Time** - Majority vote decides. Yields only to motion to close debate or to table.
- f. **To Close Debate** - Requires two-thirds (2/3) vote. Not debatable. Yields to motion to lay on the table.
- g. **To Lay on Table** - Majority Vote Decides. Has priority over all other subsidiary motions.
- h. **Objection to Consideration** - Requires two-thirds (2/3) vote to not take effect. Not debatable. In order only before debate.
- i. **To Suspend a Rule** - Requires two-thirds (2/3) vote. Applies to priority of business. Fundamental rules in the Constitution and Bylaws cannot be suspended except as specifically provided therein.

*(This Constitution, Bylaws and Appendices are effective this 25<sup>th</sup> day of February, 2018.)*