

CONSTITUTION OF SUTTON PLACE SYNAGOGUE

ARTICLE I

NAME

The name of the Congregation shall be **CONGREGATION BETH HAMEDRASH HACHODASH TALMUD TORAH**, also known as **JEWISH CENTER FOR THE UNITED NATIONS** and most commonly known as the **SUTTON PLACE SYNAGOGUE**.

ARTICLE II

THE CONGREGATION'S MISSION

Sutton Place Synagogue is a vibrant congregation, affiliated with the Conservative movement, where people of all ages and backgrounds engage in learning Torah and acts of Tzedakah and participate in meaningful expressions of prayer, in an effort to strengthen their personal Jewish identity and to connect membership with the greater Jewish community, Israel, and the global community in which we live.

ARTICLE III

MEMBERSHIP

1. Any person of Jewish faith, 18 years of age or older, of good moral character, shall be eligible for membership, subject to a favorable vote by the Board of Trustees, its designee(s) or such other method of approval as formulated by the Board of Trustees. There shall be the following classes of membership:
 - **Family Membership.** Such membership may be extended to a married couple or domestic partnership and its unemancipated children, if any. It shall entitle said couple to all membership privileges.
 - **Individual Membership.** Such membership may be extended to a Jewish man or Jewish woman and her/his unemancipated children, if any.
 - **Honorary Membership.** Such membership may be conferred upon the Rabbi, the Cantor, their spouses, other members of the professional staff, and other deserving persons of the community along with their unemancipated children, if any, upon a two-thirds (2/3) vote of the Board of Trustees present

at a duly constituted regular or Special Meeting, at which a quorum is present and acting throughout. Such member shall not have the right to vote or hold office.

2. For purposes of this Constitution, an “unemancipated child” shall be:
 - A child under the age of 21 who lives at home with his or her parent(s); or
 - An unmarried and full-time student at a college or graduate school and is under the age of 25.
3. An unemancipated child shall not have the right to vote or to hold office.
4. Upon not less than ten (10) days’ notice by certified mail of such proposed action, a member may be suspended or expelled by a two-thirds (2/3) vote of the Board of Trustees present at any duly constituted regular or special meeting of the Board of Trustees, at which a quorum is present and acting throughout, for which conduct brings discredit upon the Synagogue or the Jewish faith, or for the material breach of the provisions of this Constitution or a resolution of the Board of Trustees. Membership may be also terminated for failure to pay dues, assessments and/or a pledge within one (1) year after its due date, pursuant to procedures established by the Board of Trustees from time to time.

ARTICLE IV

DUES AND ASSESSMENTS

All Members shall pay dues and assessments for each class of membership as shall from time to time be approved by the Board of Trustees. Special financial arrangements will be made upon request and need for such consideration, and will be held in strict confidence.

ARTICLE V

PRIVILEGES OF MEMBERSHIP

Members in good standing shall enjoy the following privileges:

- To attend all meetings of the Congregation;
- To participate in divine worship at all religious services in the Synagogue, subject to rules and regulations which may be established by the Board of Trustees;
- To enroll Member children in the Religious School of the Congregation, subject to rules and regulations and the payment of fees and/or tuition, if any, which may be

established generally by the Board of Trustees, or modified by said Board in particular cases;

- To vote at all meetings of the Congregation (for those Members with voting rights);
- To hold office in the Congregation, if duly elected or appointed (for those Members with voting rights); and
- To participate in all social activities sponsored by the Congregation which are open to general membership subject to rules and regulations and the payment of fees, if any, which may be established generally by the Board of Trustees, or modified by the Board of Trustees in particular cases, or delegated by the Board of Directors to the Executive Director.

ARTICLE VI

CONGREGATIONAL MEETINGS

1. The Annual Meeting of the Congregation shall be held during the month of June of each year or on such day as the Board of Trustees may designate. Notice of the Annual Meeting shall be given by the Secretary-Treasurer, in writing by mail, to all voting members of the Congregation, directed to their addresses as they shall appear on the books and records of the Congregation and sent not less than fourteen (14) days prior to such Meeting. A single Notice sent to the residence of two or more adult Members of a household holding a family membership shall be deemed sufficient Notice.
2. Special Meetings of the Congregation may be called by the President whenever, in her/his discretion, s/he deems it necessary. Special Meetings must be called by the President at the written request of ten percent (10%) of the voting Members of the Congregation or of twenty percent (20%) of the Members of the Board of Trustees. Said request for Special Meetings shall state the reason for and purpose of the Special Meeting.
3. No business shall be transacted at an Annual Meeting or Special Meeting except for the purposes stated in the Notice for such Meeting. Notice of any Special Meeting shall be given by the Secretary-Treasurer in accordance with the procedures set forth herein for the Notice of Annual Meetings and shall be sent not less than (10) days nor more than twenty (20) days prior to such Meeting.

4. At all Annual and/or Special Meetings of the Congregation, a quorum for the transaction of business, whether in person or by proxy, shall consist of twenty-five (25) voting Members of the Congregation, but a lesser number, by majority vote, may adjourn the Meeting to some future date thereof, and the Secretary-Treasurer shall thereupon give at least three (3) days' Notice of the adjourned Meeting to all voting Members who were absent from the Meeting, in accordance with the procedures set forth herein for Notices of Meetings.

ARTICLE VII

BOARD OF TRUSTEES

1. The management and administration of the affairs of the Congregation shall be vested in a Board of Trustees consisting of not less than thirty (30) Members nor more than fifty-one (51) Members. This total shall include the Executive Committee Members but shall not include any Members designated as President(s) Emeritus(i), Honorary Trustees, or Honorary Officers as provided for herein for all purposes. The Board of Trustees shall be comprised of persons who have been voting Members of the Congregation, in good standing, for not less than two (2) years. Each Member of the Board of Trustees, other than the elected Officers of the Congregation as defined herein and any Presidents Emeriti so designated, shall be elected for a term of three (3) years in such manner that each year the term of one-third (1/3) of the Members shall expire.
2. Except as hereinafter provided, no Member may serve on the Board of Trustees, including the Officers of the Congregation, for more than two (2) consecutive terms. However, such Member shall be eligible for re-election two (2) years after the expiration of the term of their prior service. Trustees may, however, continue to be eligible for service on the Executive Committee, subject to the applicable term limits set forth for Members of the Executive Committee. For purposes of calculating such term limits, service prior to July 1, 2016 shall not be counted.
3. The Members of the Board of Trustees shall be elected by majority vote at a Meeting of the Congregation, for which proper Notice is provided, at which a recommended slate of candidates shall be submitted by the Board of Trustees.
4. The Board of Trustees:
 - shall be charged with and shall assume control of all of the property of the Congregation;

- shall designate the banks or financial institutions wherein the funds of the Congregation shall be deposited;
 - shall be responsible for all expenditures and disposal of funds and property of the Congregation;
 - shall invest the funds of the Congregation in a prudent and financially responsible manner; and
 - shall NOT place or set aside any funds which would avoid the necessity of the President, Secretary-Treasurer, and/or any other authorized signatories signing withdrawal vouchers or checks against such funds.
5. In taking any of these actions, the Board of Trustees shall comply with the provisions of the Not-for-Profit Corporation and the Religious Corporation Laws of the State of New York.
 6. The Board of Trustees shall enact such rules and regulations consistent with this Constitution as it deems advisable for the proper conduct of its meetings and for the furtherance of the general purposes of the Congregation.
 7. The Board of Trustees shall annually have a minimum of six (6) regular meetings and a quorum thereat shall be fifteen (15) members. No matter may be decided upon by the Board of Trustees except by a majority vote of the Members present at a duly constituted meeting at which a quorum is present and, acting throughout, unless a greater majority requirement is specified by law, this Constitution, or by contractual provisions in certain instances. At each meeting of the Board of Trustees, in addition to the matters set forth to be discussed in the agenda or notice of the meeting, there may be an executive session at which only Members of the Board of Trustees shall be present.
 8. Special meetings of the Board of Trustees may be called by the President at her/his discretion and must be called by her/him at the written requests of twenty percent (20%) of the Members of the Board of Trustees. Said request shall state the reason for and the purpose of the meeting. In the event that the President fails to issue a call for a special meeting within seven (7) days after being duly requested to do so, any other Officer may issue such call. No business, other than the requested reason and purpose, may be transacted at such special meeting.
 9. In the event of the death or resignation of a Member of the Board of Trustees, a successor may be appointed by the Board of Trustees to fill the Trustee position until the next regular election.

10. The Board of Trustees may select and designate any members of the Congregation as Honorary Trustees and/or Honorary Officers for a term of three (3) years. Any such designated members of the Congregation shall not be subject to term limits, and shall, at the discretion of the Board of Trustees, have the privilege of attending meetings of the Board of Trustees, but not the executive session thereof. Honorary Trustees and Honorary Officers shall not have the right to vote at meetings of the Board of Trustees, and shall not be counted for purposes of whether a quorum is present or whether the applicable majority or higher voting threshold has been achieved.

ARTICLE VIII

CONGREGATIONAL OFFICERS AND PRESIDENT(S) EMERITUS(I)

1. The Officers of the Congregation shall consist of:
 - President
 - Executive Vice President
 - Vice Presidents (minimum of five (5))
 - Secretary-Treasurer
 - Most recent able-bodied and willing Immediate Past-President so long as said person has the status of Past President

2. The Officers of the Congregation shall be deemed Members of the Board of Trustees for all purposes and shall constitute the Executive Committee which shall have the authority to manage the business affairs of the Congregation subject to review and/or approval of the Board of Trustees.

3. It shall be the function of the President to:
 - preside at all meetings of the Congregation, the Executive Committee, and the Board of Trustees;
 - call all meetings of the Congregation, the Executive Committee, and the Board of Trustees except as otherwise provided herein;
 - prepare the agenda(s) for the meetings of the Executive Committee and the Board of Trustees and report to the Board of Trustees all actions taken and recommendations made by the Executive Committee;

- execute all agreements, contracts, deeds, and other documents on behalf of the Congregation pursuant to appropriate resolutions of the Congregation, the Executive Committee, and/or the Board of Trustees;
 - be among the authorized co-signatories of all checks, vouchers, and notes, together with the Secretary-Treasurer and/or such other Officers as may be determined by resolution of the Board of Trustees;
 - be member ex-officio of all Committees with the right to vote;
 - have charge of the official seal of the Congregation; and
 - serve as the Chief Executive Officer of the Congregation charged with implementation and execution of all resolutions of the Executive Committee and/or the Board of Trustees.
4. At the Annual Meeting of the Congregation, the President shall:
- submit a report of her/his administration for the period then ended and the current state of the Congregation; and
 - present the operating and capital budgets for the coming fiscal year as prepared on behalf of and approved by the Board of Trustees. The President may delegate this responsibility to the Secretary-Treasurer in her/his capacity as Treasurer.
5. In case of the death, resignation, absence, or incapacity of the President, the Executive Vice President shall act in her/his place and stead. In case of the death, resignation, absence, or incapacity of both the President and the Executive Vice President, a majority of the Executive Committee shall appoint an Acting President from among the then serving Vice Presidents and said Acting President shall exercise the functions, and perform the duties of the President as described herein until s/he shall resume her/his functions and duties or until her/his successor is chosen.
6. The Executive Vice President shall perform the duties of and assume such responsibilities as the President shall so direct and shall otherwise act in place and stead of the President in her/his absence or incapacity.
7. The Vice Presidents shall assist the President and may from time to time as the President may direct perform the functions of the President.
8. The Secretary-Treasurer in her/his role as Secretary shall:
- supervise the issuance of all notices of meetings of the Congregation, the Executive Committee, the Board of Trustees, and meeting of any Committees that may be formed;

- attend and keep a record of the all of the meetings of the Congregation, the Executive Committee, and the Board of Trustees;
- note and keep a record of the presence or absence of members at all meetings of the Congregation, the Executive Committee, or the Board of Trustees;
- read the minutes of the preceding meeting or meetings as directed by the President or other presiding Officer;
- insure that the minutes of the preceding meeting of the Board of Trustees and any other Committees that may have met since the preceding Board of Trustees meeting be transmitted to members of the Board of Trustees prior to each of its regularly scheduled meetings;
- keep a record of names and addresses of the membership of the Congregation;
- perform such other duties as may be assigned from time to time by the President, the Executive Committee, the Board of Trustees, or the Congregation; and
- deliver in good order and condition to the Board of Trustees at the expiration of her/his term of office all of the records and property in her/his possession and/or control.

9. The Secretary-Treasurer in her/his role as Treasurer shall:

- be responsible for financial affairs of the Congregation;
- ensure that all transactions are properly reflected in the accounting records of the Congregation and that timely financial information is presented to the Executive Committee, the Board of Trustees, and any other relevant Committee established to govern or oversee the finances of the Congregation;
- make available the records of the Congregation for inspection by the Board of Trustees or any Committee established to govern or oversee the finances of the Congregation;
- work with an external firm of independent certified public accountants to properly audit the finances of the Congregation;
- ensure that the annual operating and capital budgets are approved by the Executive Committee and the Board of Trustees and presented to the Congregation for its final approval;
- periodically review the status of current operations compared to budget and inform the Executive Committee and the Board of Trustees of any significant variances;
- be responsible for overseeing all cash receipts and disbursements which whether by check, wire transfer, or otherwise, shall be authorized in writing by

- two (2) of the following Officers of the Congregation: Secretary-Treasurer, President, or any Vice President (except any Vice President that presides directly or indirectly over any Committee that is established to govern or oversee the finances of the Congregation);
- review collections, aged account receivables and write-offs on a timely basis which information should be communicated to the Executive Committee and the Board of Trustees; and
 - be responsible for investment of excess operating funds, restricted or segregated funds, and/or any endowment funds in accordance with the Statement of Investment Policy approved by the Executive Committee.
10. All Past Presidents of the Congregation shall be designated by the Nominating Committee, *infra*, to stand for election by the Congregation as President Emeritus. Any persons holding the designation of President Emeritus shall not count in the total number of Board of Trustees members with the exception of the person serving as the Immediate Past President. Once a Member is named a President Emeritus, that title remains with said Member even if said Member resumes service on the Board of Trustees. Also, any persons holding the designation of President Emeritus shall have the privilege to attend, but not vote (unless such President Emeritus has resumed her/his service on the Board of Trustees) at all Board of Trustees meetings and to receive minutes of meetings therefrom.
11. Each of the Officers shall be elected for a term of three (3) years, beginning on July 1st and until her/his successor is elected, and may be re-elected but for no more than two (2) consecutive terms. After the service of two consecutive three-year terms, said Officer shall be eligible for further service after a two (2)- year period has elapsed. Notwithstanding the foregoing, an Officer who shall have served two (2) consecutive three (3)- year terms shall nevertheless be eligible to serve as Executive Vice President for two (2) three (3)-year terms and then if so nominated as President and shall be eligible to serve an additional two (2) consecutive three (3)- year terms as President and an additional three (3)- year term as President Emeritus (Immediate Past President) before becoming ineligible for two (2) years before any service may resume.
12. In the case of the death, resignation, or incapacity of any Officer of the Congregation other than the President, a successor may be elected from nominees proposed by the Executive Committee by majority vote at a duly constituted meeting of the Board of Trustees at which a quorum is present and acting throughout to fill the vacancy until the next general election.

ARTICLE IX

EXECUTIVE COMMITTEE

1. The Executive Committee consists of all of the elected Officers of the Congregation. As of January 1, 2016, the number of Executive Committee members totaled nineteen (19). It shall however be reduced as soon as possible through attrition to a number of not less than nine (9) and not more than twelve (12) members.
2. The Executive Committee shall administer the day-to-day affairs of the Congregation subject to review and/or approval by the Board of Trustees and subject to the expenditures of the funds of the Congregation falling within the approved budgets of the Congregation and such other amounts as may be required in emergency situations. The Executive Committee shall not have the power to contract, borrow, mortgage, lease, encumber, add any physical improvements, or sell any of the Congregation's real property or personal property. The powers of the Executive Committee shall also be subject to the limitations set forth in Section 712 of the Not-for-Profit Corporation Law of the State of New York. The Executive Committee shall adopt rules of procedure and shall meet as provided by these rules or by resolutions of the Board of Trustees.
3. Meetings of the Executive Committee shall be conducted no less than eight (8) times per year. A quorum of its meetings shall be a minimum of six (6) of its Members, and all resolutions shall require a majority vote of the Committee Members present subject to the quorum requirement.
4. Members of the Executive Committee chosen by the Committee as a whole acting upon the recommendations of the Nominating Committee shall be responsible for overseeing on behalf of the Executive Committee the areas of Synagogue life consistent with the SPS Committees and Organizational Document defined in Article XI, Section 2 in effect for the Synagogue (hereinafter "Pillars"). Any Committees formed for purposes of carrying out specific aspects of the Congregation's Mission shall report through one of these Pillars. Reports on the respective Pillars as well as the reports of any other Committees formed for purposes of carrying out specific aspects of the Congregation's Mission that report through a Pillar shall be made by the Pillar Vice President or her/his designee at each of the meetings of the Executive Committee.

ARTICLE X

NOMINATING COMMITTEE AND ELECTIONS

1. A Nominating Committee, the Chairperson of which shall be nominated by the President in consultation with the Executive Committee and subject to the approval of the Board of Trustees, shall consist of seven (7) Members who are not Officers of the Congregation, of which: three (3) Members are Members of the Congregation who are not Members of the Board of Trustees but who have demonstrated significant service to the Synagogue and are representative of the various and diverse interests of the Synagogue membership; and four (4) Members of the Board of Trustees whose terms of office do not expire at the next ensuing election. One of these four (4) Members shall be appointed as the Chairperson of the Nominating Committee referenced above. The designated Chairperson of the Nominating Committee shall select the Members of the Nominating Committee in accordance with this Section, subject to approval by the Board of Trustees. The Nominating Committee shall be a standing Committee under this Constitution.

2. The term for each Member of the Nominating Committee, including the Chairperson, shall be for one (1) year; however, a person may be reappointed to the Nominating Committee in subsequent years without any term limits with respect to service on that Committee, subject to term limits set forth for Board Members generally herein and subject to the requirement in Section 1 of this Article that a Board Member not serve on the Nominating Committee in a year her/his term of office expires.

3. The Nominating Committee in selecting proposed candidates to be elected to the Board of Trustees should consider those members of the Congregation, in good standing, who would appear as most likely to, or has if previously served:
 - Exhibit leadership qualities;
 - Attend not less than two-thirds (2/3) of the Board of Trustees meetings per year;
 - Attend the Synagogue's religious services including daily minyans;
 - Attend the programs and social events of the Congregation; and/or
 - Become members of the Congregation's Patrons Society.

In addition to the foregoing said candidates should satisfy other criteria as determined by the Board of Trustees from time to time.

4. In addition to proposing a slate of Trustees, including Officers and members of the Executive Committee, the Nominating Committee shall make recommendations of those individuals who should be designated as Vice Presidents to head each of the Pillars.
5. The Nominating Committee shall report to the Board of Trustees at least twenty (20) days prior to the Annual Meeting of the Congregation, or to a Special Congregational Meeting called for the purposes of filling vacancies for Officer and/or Trustees, its verified nominations for the offices to be filled at the election.
6. The Board of Trustees shall direct the Secretary-Treasurer to mail a report of the Nominating Committee to all Members of the Congregation entitled to vote, at least twelve (12) days before the Annual Meeting or Special Meeting.
7. Independent verified nominations may be submitted in writing, signed by twenty-five (25) or more Members of the Congregation, by delivering such signed nominations to the Secretary-Treasurer at least seven (7) days before the Annual Meeting or Special Meeting, and the Secretary-Treasurer shall send a written notice by mail, containing the names and proposed offices of such nominees, to all of the Members of the Congregation entitled to vote, at least three (3) days prior to the Annual Meeting or Special Meeting.
8. Contested elections shall be conducted by closed ballots.

ARTICLE XI

COMMITTEES

1. Upon the effective date of this Constitution, the following standing Committees that formerly existed at and for the benefit of the Congregation were dissolved by the Board of Trustees: the Audit, Finance & Budget Committee, the Building and Systems Committee, the Membership Committee, the Religious Observance Committee, the Religious School Committee, the Nursery School Committee, the Legal Committee, the Personnel and Policy Committee, the Program Committee, and the Adult Education Committee.

2. Prior to the effective date of this Constitution, the President had submitted and the Board of Trustees had approved a document, hereafter referred to as the “SPS Committees and Organizational Document”, which will set forth:
 - The Committees that shall operate from the effective date of this Constitution;
 - The functions of each such Committee;
 - Any specific qualification for membership on a specific Committee other than the requirement that the Member must be a Member in good standing;
 - The procedures to appoint Members of each Committee and to determine the size of each Committee; and
 - Any requirements as to the number of meetings each Committee should hold and the taking of any minutes and the reporting thereof.
3. The term for each Member of a Committee shall be for one (1) fiscal year; however, a person may be reappointed to a Committee in subsequent years without any term limits with respect to service on that Committee, subject to term limits set forth for Board Members generally herein.
4. The SPS Committees and Organizational Document shall also define the responsibilities of a Vice President for a particular Pillar to which s/he may be assigned as provided in Article IX Section 4 hereof and designate which Committee(s) a Vice President shall oversee because the function of that Committee(s) is related to that Pillar.
5. In each subsequent fiscal year, the President in her/his sole discretion, may submit to the Board of Trustees for approval at its last meeting in the prior fiscal year her/his recommendation as to whether there should be any change in the provisions of the SPS Committees and Organizational Document. If the President determines to make no recommendation, the SPS Committees and Organizational Document shall automatically continue in effect as is for that new fiscal year. If the President makes a recommendation and such recommendation is approved by the Board of Trustees, the SPS Committees and Organizational Document as so modified and approved shall become effective for that new fiscal year. If a Committee is disbanded or a new Committee is created or if there is another change which, in the opinion of the President, should be reported to the Members of the Congregation, then the President shall within ten (10) days after the approval of any changes by the Board of Trustees, notify by mail the Members of the Congregation as to such change(s) and shall cause such change(s) to be published in the next issue of the Synagogue’s bulletin.

6. Within thirty (30) days after the Annual Meeting, the President shall appoint the Chairperson(s) of the Committees authorized pursuant to this Article XI to serve at the pleasure of the President and the Board of Trustees and shall within ten (10) days after such appointment(s), notify by mail the Members of the Congregation of the names of the selected Chairperson(s) for each respective Committee and cause the names to be published in the next issue of the Synagogue's bulletin.

ARTICLE XII

RABBI AND CANTOR

1. The pulpit of the Congregation shall be occupied by an ordained Rabbi, to be appointed by the Board of Trustees, subject to the approval of the Congregation. The Board of Trustees shall prescribe the term of office and such terms and conditions, as it deems appropriate. The Board of Trustees shall take into consideration the recommendations of any Committee's formed to carry out the religious functions of the Congregation.
2. The Rabbi shall enjoy the freedom of the pulpit. S/he shall have the overall responsibility for implementing the religious and educational aims and objectives of the Congregation. S/he shall seek and provide advice and guidance to the Board of Trustees, the Executive Committee, and all the Committees and organizations within the Congregation. S/he, along with the appropriate education directors, shall determine the policies and formulate rules, regulations, and guidelines of the Religious School and Nursery School, all in accordance with the Mission of the Congregation set forth in Article II hereof, and subject to the approval of the Board of Trustees. The Rabbi shall be a non-voting member of any Board Committee formed related to the carriage of her/his role within and for the Congregation.
3. The Cantor shall be appointed by the Board of Trustees for such term as may be deemed advisable by the Board of Trustees and under such terms and conditions as the Board of Trustees may prescribe. The Board of Trustees shall take into consideration the report and/or recommendation(s) of any Committee(s) formed to carry out the religious and programmatic functions of the Congregation as it relates to the roles and responsibilities of the Cantor.

4. The Cantor shall be responsible for the musical and liturgical program of the Congregation and the Synagogue and shall be guided in the performance of her/his duties by the Rabbi and any Committee formed to carry out the religious functions of the Congregation.

ARTICLE XIII

AUXILIARY ORGANIZATIONS

1. The Congregation shall have such auxiliary organizations as shall, from time to time, be authorized and/or constituted by the Board of Trustees, and the Board of Trustees may, at its discretion, discontinue the Congregation's affiliation with any of such organizations.
2. The activities of all auxiliary organizations shall always be conducted in such a manner as will advance the best interests of the Congregation, and an annual financial report of each organization must be submitted to the Board of Trustees.
3. The Constitution, By-laws, and other regulations of all auxiliary organizations shall be submitted to the Secretary-Treasurer and shall be consistent with the Constitution, By-laws, and policies of the Congregation.

ARTICLE XIV

FISCAL YEAR

The fiscal year of the Congregation shall begin on July 1st and end on June 30th of each calendar year.

ARTICLE XV

CONFLICTS OF INTEREST

Any Member of the Congregation who directly or indirectly, individually or as any officer, director, shareholder, or principal of any corporation, partnership, limited liability company or the like, transfers any service(s) and/or product(s) to the Congregation, of which the Congregation pays or is obligated to pay, shall make prior full disclosure thereof to the Board of Trustees.

ARTICLE XVI

PARLIAMENTARY PRACTICE

Any issue not provided for in this Constitution or other rule of law governing the procedure in a particular situation shall be governed by the provisions of Roberts Rules of Order, a copy of which shall at all times be kept by the Secretary-Treasurer and shall be available at all meetings of the Board of Trustees, the Executive Committee, and the Congregation.

ARTICLE XVII

AMENDMENTS

This Constitution, or any portion thereof, may be amended in the following manner:

- A recommendation by the any Committee(s) formed for the purpose of amending the Constitution (in whole or in part) or a written proposal signed by not less than twenty-five (25) Members of the Congregation to amend or revoke one or more Articles of the Constitution or to introduce new Articles to it shall be submitted to the Board of Trustees;
- The Board of Trustees shall consider such recommendation(s) or proposal(s), upon Notice, at its next meeting;
- Within thirty (30) days after said meeting, a Special Meeting of the Congregation must be called to inform it of the recommendation(s) or proposal(s). The Secretary-Treasurer must notify the Members of the Congregation eligible to vote at said Special Meeting of the Congregation at least twelve (12) days prior thereto and must enclose a copy of the recommendation(s) or proposal(s) with the Notice;
- At said Special Meeting of the Congregation, a report of the recommendation of the Board of Trustees as to the action to be taken shall be submitted to the Congregation; and
- If two-thirds (2/3) of the Members of the Congregation present or voting by proxy, with a quorum being present and acting throughout, shall vote in favor of the recommendation(s) or proposal(s), it/they shall be declared adopted.