

WASHINGTON HEBREW CONGREGATION

a religious corporation operating
under the Non-Profit Corporation
Act of the District of Columbia
and chartered by an
Act of Congress on December 3, 1855
(Including Amendments through the
Annual Congregational Meeting
June 5, 2022)

CONSTITUTION

ARTICLE I

Name and Object

Sec. 1. The Corporation shall be known as the Washington Hebrew Congregation (hereinafter referred to as the “Congregation”)-~~shall be known as the Washington Hebrew Congregation.~~

Sec. 2. The ~~goals~~goal of the Congregation ~~are to worship~~is to provide a spiritual, educational, inclusive, and cultural home for individuals of, or who embrace, the Jewish faith. The Congregation advances this goal by worshipping God in accordance with ~~the faith of~~ Judaism; ~~to cultivate~~provide comfort and spirituality for the Congregation community; cultivating love, understanding, knowledge, learning, and practice of the Jewish ~~heritage; to erect and maintain~~faith; cultivating an inclusive, innovative, supportive, caring, and compassionate community; championing Judaism’s enduring commitment to social justice; providing suitable physical facilities ~~for the accomplishment of these goals; to own, operate and/or maintain, including~~ one or more schools and memorial parks, ~~and to conduct all activities incident thereto; and to do~~to support this goal; and doing any and all things legal, necessary, desirable, or appropriate to accomplish ~~these purposes and goals~~this goal.

Sec. 3. In accomplishing its purposes and objects, the Congregation shall have all of the powers inherent in a non-profit corporation under the laws of the District of Columbia.

ARTICLE II

Membership

Sec. 1. The membership of the Congregation shall be composed of individuals of, or who embrace, the Jewish faith who are admitted to membership under procedures established by the Board of Directors (sometimes hereinafter referred to as the “Board”).

Sec. 2. The responsibilities of membership include the obligation to support the Congregation by contributing to its capital and by the payment of dues and other charges.

Sec. 3. Any member who is supporting the Congregation in accordance with the obligations set forth under Sec. 2 of this Article is entitled to vote and hold office and otherwise participate in the affairs of the Congregation. ~~When a husband and wife hold a single family membership and each of them is a member of the Jewish faith, each shall be considered to be separate members of the Congregation for the purposes of this Article, and each shall be entitled to exercise those rights enumerated herein, including the right to a full vote.~~

Sec. 4. Subject to the provisions of Sec. 5 of this Article, the rights of members whose obligations under Sec. 2- of this Article are in default may be modified or terminated by the Board of Directors as provided in the By-Laws.

Sec. 5. No individual shall be denied membership in the Congregation, and no member of the Congregation shall be denied any of the incidents, rights and privileges of membership, solely by reason of financial hardship.

Sec. 6. The Board of Directors shall have the right to establish such classifications of membership in the Congregation as it deems appropriate under such terms and conditions as it may prescribe not in contravention of the Constitution or By-Laws.

ARTICLE III

Meetings

Sec. 1. The Annual Meeting of the Congregation shall be held no earlier than May first nor later than June thirtieth of each year at such time as the Board of Directors designates.

Sec. 2. A special meeting of the Congregation may be called by the President at any time. Upon resolution adopted by the Board of Directors, or upon the written request of ~~fifty~~ ten percent (10%) of the members of the Congregation stating the purpose therefor, a special meeting shall be called by the President within sixty days following the adoption of such resolution or receipt of such request. Notice of a special meeting and the purpose for which it is called shall be sent to each member of the Congregation by the Secretary not less than ten days prior to the date for which the meeting is called. This Sec. 2 of Article III shall not apply to any meetings at which the dissolution or liquidation of the Congregation is to be voted upon pursuant to Article XII of the Constitution.

Any writing or other notice required by the Constitution or By-Laws may be accomplished with a mailing through the United States Post Office (or its equivalent), email communications to an official, comprehensive distribution list maintained by the Congregation, and/or any other electronic communication (such as text messages); provided that the Congregation's distribution list has valid electronic delivery information for at least one person in the household of at least 90% of the members.

Sec. 3. One hundred members of the Congregation present, in person, shall constitute a quorum for the transaction of business at any meeting of the Congregation, except that two hundred members shall constitute a quorum for any meeting for which notice has been given (pursuant to Article VI, Sec. 2. of the Constitution) that the matter of the election, duration of service, or termination of

service, of the Senior Rabbi is to be considered. This Sec. 3 of Article III shall not apply to any meeting at which the dissolution or liquidation of the Congregation is to be voted upon pursuant to Article XII of the Constitution.

The phrases “present” or “present, in person” in the Constitution or By-Laws shall mean physically present or present by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

Sec. 4. Unless waived by the members present and voting, all meetings of the members of the Congregation shall be conducted under the then most recent edition of Robert’s Rules of Order, provided however, that the Constitution and By-Laws of the Congregation shall be controlling whenever there is a conflict between them and Robert’s Rules of Order.

Sec. 5. Wherever, under this Constitution or By-Laws, voting on any issue by the membership is required, such voting shall not be permitted by proxy. Any member present, in person, at the Annual Meeting or a special meeting shall be permitted to vote.

ARTICLE IV

Officers

Sec. 1. The Officers of the Congregation shall consist of a President, a First Vice President, one or more Vice-Presidents, a Secretary, an Assistant Secretary, a Treasurer, an Assistant Treasurer, a General Counsel, and such other officers as the By-Laws may provide. Officers shall be elected by a plurality vote at the Annual Meeting of the members of the Congregation, present and voting, from among the members of the Congregation for a term of two years and shall serve until their successors are duly elected. Duties to be performed by such officers shall be set forth in the By-Laws.

Sec. 2. A member who has been elected to an office for two full successive terms shall not be eligible for election to that office in the term immediately following.

ARTICLE V

Board of Directors

Sec. 1. (a) The Board of Directors of the Congregation shall be composed of the officers, the Presidents of the Brotherhood and ~~Sisterhood~~the Women of Washington Hebrew Congregation, and the Presidents of other recognized auxiliaries or affinity groups, provided that they are dues-paying members of the Congregation, and twenty-four other dues-paying members of the Congregation, of whom eight shall be elected for a term of three years by a plurality vote of the membership present and voting at each Annual Meeting of the Congregation. In addition, all past presidents of the Congregation shall be voting members of the Board of Directors for life, provided they remain dues-paying members of the Congregation. No person shall be elected to more than two consecutive full

terms as a director, not including any term served on the Board of Directors as an officer. No person, having served two consecutive full terms as a director, not including any term served on the Board of Directors as an officer, shall be eligible for immediate election to fill an incomplete or unexpired term as a director. No paid employee of the Congregation shall be a member of the Board of Directors.

Sec. 1. (b) The “other recognized auxiliaries or affinity groups” shall be those organizations associated with the Congregation that are annually designated as recognized ~~auxiliaries~~ by the Board.

Sec. 2. Any vacancy which occurs in an office of the Congregation, other than in the office of President, or on the Board of Directors shall be filled by the Board of Directors, upon consideration of recommendations by the President, by the election of a member of the Congregation to fill such vacancy until a successor is nominated pursuant to Article V, Section 3 of these By-Laws and elected at the next Annual Meeting of the Congregation to complete the unexpired term. In the event of a vacancy in the office of President, the First Vice President shall fill the vacancy for the remainder of the unexpired term.

Sec. 3. Except as specifically enumerated in this Constitution and the By-Laws of the Congregation, the Board of Directors shall have charge of the affairs of the Congregation and shall have all of the powers and authority granted to corporations under the District of Columbia Non-Profit Corporation Act. The Board of Directors shall have full power and authority to establish necessary rules, regulations and procedures for the discharge of its functions, the conduct of its operations, and for governing the use of the facilities of the Congregation.

Sec. 4. All of the ~~Rabbis~~clergy of the Congregation shall have the right to attend all meetings of the Board of Directors, except when requested not to attend for some special reason.

Sec. 5. The Board of Directors shall have authority and power to establish all dues, charges, levies, and assessments, to assign the use of seating for worship, to regulate the use of the burial ground, including the right to obligate the Congregation to perpetual care of the graves, and to regulate the charges for Religious School.

Sec. 6. The Board of Directors shall have authority and power, either directly or through an appropriate committee, to waive, reduce, adjust, or modify all dues, charges, levies or assessments upon any member whenever, in the discretion of the Board of Directors, circumstances so warrant.

Sec. 7. The Congregation shall hold title to all of its properties, securities, and valuable papers and books and the Board shall have the power and authority to deal with the ~~Congregation's~~Congregation's property in such manner and under such terms and conditions as the Board of Directors may prescribe.

Sec. 8. The Board of Directors shall have the power and authority to entrust custody of the properties, securities and valuable papers and books of the Congregation to the officers of the Congregation in the performance of their duties.

Sec. 9. ~~The~~Subject to Article VI, the Board of Directors shall have the authority (and may delegate such authority to the Executive Director) to select, appoint or employ such persons as it deems necessary to conduct the affairs of the Congregation, provided, however, that the terms of such selection, appointment or employment shall not be for a period in excess of ~~one year~~three years unless first approved by the members of the Congregation at the Annual Meeting or at a special meeting called for that purpose pursuant to Article III, Sec. 2. of this Constitution. This Section shall not apply to the selection of any Rabbi, whose selection shall be governed by Article VI hereof.

Sec. 10. (a) The Board of Directors shall have authority and power to create or recognize auxiliaries or affinity groups of the Congregation which, in its opinion, advance the objectives of the Congregation, and to adopt rules and procedures relating thereto and to govern their activities.

Sec. 10. (b) The Board of Directors shall have authority to grant to auxiliaries or affinity groups affiliated with the Congregation that are not already “recognized auxiliaries or affinity groups” such status and privileges as the Board may deem advisable and may establish criteria and adopt rules and procedures by which auxiliaries may become affiliated with the Congregation and under which such affiliation may be revoked.

Sec. 10. (c) The Board shall grant to all classes of recognized auxiliaries and affinity groups such privileges as the Board deems advisable, including, without limitation, the use of the premises ~~and facilities~~ of the Congregation; provided that any expenses associated with such use outside normal business hours shall be borne by the auxiliary or affinity group.

Sec. 11. Any officer or other member of the Board of Directors, other than a past President, who fails to attend three successive regular meetings of said Board may be removed from office upon a determination by the Board of Directors that such absences are without justifiable cause.

ARTICLE VI

Spiritual Leadership

Sec. 1. Spiritual leadership of the Congregation shall be entrusted to one Senior Rabbi and such other Rabbis as may be necessary to perform properly all rabbinic functions of the Congregation.

Sec. 2. The Senior Rabbi shall be elected ~~and the relationship dissolved~~ by a majority vote of the members of the Congregation present and voting at an annual or special meeting of the Congregation, provided that notice that this issue will be presented to the members of the Congregation for consideration is mailed to each member of the Congregation at least ten days prior to the presentation of the question for vote. Voting by the members at an annual meeting or special meeting on any question presented under this Section shall be by secret ballot.

Sec. 3. All other clergy (Rabbis and Cantors) of the Congregation shall be selected by the Board of Directors.

Sec. 4. The Senior Rabbi shall be entrusted with general responsibility for the duties and functions of ~~all other Rabbis~~the clergy of the Congregation; however, nothing herein contained shall be construed to impair the freedom of pulpit of any ~~Rabbi~~clergy serving the Congregation.

Sec. 5. Except as set forth in Section 2 of this Article, the Board of Directors shall determine the specific terms and conditions of ~~each Rabbi's~~the employment of each member of the clergy.

ARTICLE VII

Burial Ground

The Congregation ~~shall~~may perpetuate and maintain one or more memorial parks, and conduct activities incident thereto, as deemed appropriate by the Board of Directors. The Congregation may perform such activities in its own name, or may act through one or more affiliated entities. Title to all land comprising our Congregation's memorial parks shall be vested in the Congregation, an affiliated entity and/or their respective successors and assigns.

ARTICLE VIII

Seal

The Board of Directors shall adopt an appropriate corporate seal which shall be affixed to all documents requiring the use of the seal.

ARTICLE IX

By-Laws

The members of the Congregation may adopt By-Laws necessary and proper to the implementation of this Constitution.

ARTICLE X

Amendments To The Constitution

The Constitution may be amended by an affirmative vote of two-thirds of the members present and voting at the Annual Meeting of the Congregation or at a special meeting of the Congregation called for that purpose pursuant to Article III, Sec. 2. of this Constitution, provided a copy of the proposed amendment is mailed to each member of the Congregation at least ten days prior to said meeting.

ARTICLE XI

Saving Clause

Should any provision of this Constitution or the By-Laws be determined to be invalid or unenforceable, the validity and enforceability of all other provisions of this Constitution and the By-Laws shall not be affected.

ARTICLE XII

Dissolution

At a meeting of the Congregation requested by at least five percent (5%) of the members of the Congregation, as to which notice of its purpose has been given at least thirty days in advance, and at which at least ten percent (10%) of the members of the Congregation are present, in person, the Congregation may be dissolved or finally liquidated by a majority vote of those present and voting. Upon such dissolution or final liquidation the assets of the Congregation shall be distributed to one or more organizations exempt under Section 501 (c) (3), or successor provision, of the Internal Revenue Code whose purpose and object include the worship of God in accordance with the faith of Judaism.

BY-LAWS

ARTICLE I

Membership

Sec. 1. The Board of Directors shall determine and publish schedules of capital contributions, dues and other charges as deemed necessary for the operation of the Congregation.

Sec. 2. Members in default for more than three months in the performance of their obligations under Sec. 2. Article II of the Constitution of the Congregation may be suspended by action of the Board of Directors. A suspended member may be reinstated by the payment, within three calendar months of such action, of all amounts in arrears.

Sec. 3. A suspended member who remains in default for three months after suspension ceases to be a member of the Congregation and loses rights and privileges in the Congregation.

Sec. 4. The resignation of a member shall not extinguish any financial obligation to the Congregation incurred prior to the date of resignation.

ARTICLE II

Officers

Sec. 1. President: The President shall preside at all meetings of the members of the Congregation and of the Board of Directors and serve as the principal executive officer of the Congregation, performing all duties and having full power incident to that office.

Sec. 2. Vice President: There shall be a First Vice President and ~~three unnumbered~~such other Vice Presidents as the Board of Directors deems necessary and appropriate. The First Vice President shall perform the duties of and shall have the same authority as the President in the absence or disability of the President and in the event a vacancy occurs in the office of President, the First Vice President shall succeed to the office of President. All Vice Presidents shall assist the President in the performance of such duties as may be delegated by the President.

Sec. 3. Secretary: The Secretary shall be responsible for the keeping of records of all meetings of the Congregation and Board of Directors, shall send notices for all meetings, and shall perform all other duties incident to the office. The records kept by the Secretary shall be a part of the property of the Congregation and shall be retained by it.

Sec. 4. Treasurer: The Treasurer shall be responsible for the supervision of the maintenance of the ~~Congregation's~~Congregation's financial records, and may delegate to the Executive Director or other appropriate staff supervision of the collection of congregational revenues and disbursement of congregational funds within the limits imposed by the Board of Directors pursuant to its authority.

Sec. 5. Assistant Secretary and Assistant Treasurer: The Assistant Secretary and Assistant Treasurer shall perform such duties in connection with their respective offices as may be delegated to them by the Secretary and Treasurer, pursuant to the approval of the Board of Directors. The Assistant Secretary and Assistant Treasurer shall perform all of the duties of the Secretary and Treasurer, respectively, in the absence or disability of the Secretary or Treasurer.

Sec. 6. General Counsel: The General Counsel shall be a member of the District of Columbia Bar and shall be responsible for providing legal advice and counsel to the Board of Directors.

Sec. 7. Other Officers: Upon the recommendation of the Board of Directors, the members of the Congregation may elect such other officers as may be necessary to perform such duties as will be delegated by the Board.

Sec. 8. Other Duties: The officers shall perform such other duties as may be delegated to them by the Board of Directors.

ARTICLE III

Board of Directors

Sec. 1. The Board of Directors shall hold regular meetings as fixed by the President or a resolution of the Board of Directors. Special meetings of the Board of Directors may be called by the President and shall be called by the President upon the request of eight members of said Board within thirty days following the receipt by the President of such request. The Secretary shall give reasonable notice of any such meeting to each member, and shall state the purpose for which said meeting is called. The presence of one-third of the members of the elected Board shall constitute a quorum for the transaction of business. Officers shall count toward this quorum requirement. All decisions of the Board shall be made by a majority vote of those present and voting unless otherwise provided for in the Constitution or By-Laws. Unless waived by the Board upon the majority vote of those

members present and voting, all meetings of the Board shall be conducted under the then most recent edition of ~~Robert's~~Robert's Rules of Order, provided however, that the Constitution and By-Laws of the Congregation shall be controlling whenever there is a conflict between them and ~~Robert's~~Robert's Rules of Order.

Sec. 2. The Board of Directors shall render a written report to the members of the Congregation of the affairs, activities, fiscal operations, and condition of the Congregation. Once every year a copy thereof shall be sent to each member of the Congregation at least ten days prior to the Annual Meeting.

Sec. 3. The Board of Directors is authorized, in its discretion and to the maximum extent permitted by the D.C. Nonprofit Corporations Act, by the adoption of an appropriate resolution, to indemnify and hold harmless, officers, directors, and employees of the Congregation for any and all claims made against them which arise out of their employment and/or duties, and which they reasonably believe to be within the scope of their authority when they act on behalf of the Congregation. Any indemnification under this provision shall be limited to liability which is not covered by an existing policy of insurance, and may extend, in the discretion of the Board of Directors, to the payment of any damage award, settlement, and costs of defense.

ARTICLE IV

Congregation Funds and Investments

Sec. 1. The Board of Directors may establish such special capital, endowment, and operating funds as it deems necessary for the conduct of the affairs of the Congregation. The Board of Directors shall have the further authority to manage all capital, endowment, and operating funds and separate the functions thereof in such manner as it may direct.

Sec. 2. The Board of Directors shall approve an annual budget, which shall serve as a guide for the officers and committees in the performance of their duties; provided, however, the Board may by delegation to committees or otherwise authorize expenditures not provided for in the annual budget, subject to the provision of ARTICLE IV, Sec. 3. of these By-Laws.

Sec. 3. Appropriations of congregational funds which are not provided for in the annual budget, may not be made without either:

a) approval of two-thirds of the Board of Directors present and voting at a regular or special Board of Directors meeting; or

b) approval of the majority of the Board of Directors present and voting at a regular or special Board of Directors meeting when said appropriation has been recommended by either the Executive Committee or the Budget and Finance Committee.

Sec. 4. ~~No investments~~Investments of congregational assets shall be made ~~by the Board of Directors without the prior recommendation of the~~pursuant to an investment policy recommended

by the Budget and Finance Committee ~~unless~~ and approved by a three-fourths vote of those Board members present and voting.

ARTICLE V

Committees

Sec. 1. There shall be ~~an~~ Advisory Nominating Committee, an Executive Committee, and a Budget and Finance Committee. The President, or the Board of Directors, may establish such other committees as needed for the operation of the Congregation. ~~These Committees may include but are not necessarily limited to:~~

~~Buildings and Grounds~~

~~Membership~~

~~Memorial Park~~

~~Religious School~~

~~Worship and Music~~

Sec. 2. The chairpersons of all committees shall be appointed by the President with the approval of the Board of Directors. The members of all committees, except the Nominating Committee and Executive Committee, shall be appointed by the President, after consultation with the chairpersons thereof, without Board approval. Except for the Nominating Committee, the Rabbis, the Cantor, and the other senior members of the professional staff of the Congregation may attend any meeting of all committees unless they are requested not to attend for some special reason. The President of the Congregation shall be a member ex officio of all committees other than the Nominating Committee. The Presidents of the Brotherhood and ~~Sisterhood~~ WWHC, or their respective designee, shall be ex officio members of any committees pertaining principally to religious education and youth.

Sec. 3 Advisory Nominating Committee: The members of the Advisory Nominating Committee shall be appointed by the President with the approval of the Board of Directors. The Advisory Nominating Committee shall consist of seven members of the Congregation, at least four of whom are not members of the Board of Directors. The names of the persons serving on said committee shall be sent to the members of the Congregation promptly after their appointment, together with a copy of this section of the By-Laws. Any member of the Congregation may recommend, in writing, names to be considered by the Committee. The Advisory Nominating Committee shall not hold its first meeting prior to the expiration of ten days following the mailing to the members of the Congregation of the names of the persons serving on the Advisory Nominating Committee. The report of the Advisory Nominating Committee containing its nominees for officers and members of the Board of Directors shall be mailed to the members of the Congregation at least forty-five days prior to the Annual Meeting. Any thirty members of the Congregation may submit additional nominations for officers and members of the Board of Directors by written communication addressed to the President at least twenty days prior to the Annual Meeting. The names of all nominees shall be listed in alphabetical order in the notice of the Annual Meeting to the members of the congregation, and no further nominations shall be considered at said meeting. No member of the Congregation once having accepted an appointment to the Advisory Nominating Committee may be nominated by that committee for election as a director or officer of the Congregation at the next Annual Meeting.

Sec. 4 Executive Committee: The Board of Directors may conduct such of its operations as it may specify through an Executive Committee composed of the officers of the Congregation.

Sec. 5 Budget and Finance Committee: The Budget and Finance Committee shall prepare a budget relating to both capital and operating expenditures, for approval of the Board of Directors. The Budget as approved shall be available for inspection by any member in the Temple Office. The President, Treasurer, and Assistant Treasurer shall be members ~~ex-officio~~ of this committee.

Sec. 6 All committees may formulate necessary rules and regulations not inconsistent with the Constitution and By-Laws or regulations of the Board of Directors for the orderly conduct of affairs of said committees within their scope of operation, and shall keep accurate accounts and records of all proceedings. Such records shall be a part of the property of the Congregation and shall be retained by it.

ARTICLE VI

Memorial Tablet

A Memorial Tablet shall be maintained within the principal physical facility of the Congregation and names shall be inscribed thereon upon pledge of payment of such charges as are established by the Board of Directors. A Kaddish prayer shall be recited from the pulpit on the anniversary Sabbath of the death of those persons whose names appear on the Tablet.

ARTICLE VII

Seats for Worship

The use of a seat for worship may be limited by the Board of Directors to a member and the immediate family of the member.

ARTICLE VIII

Operation of the Burial Ground

Sec. 1. The Board of Directors (or other managing body) of the entity responsible for the use and operation of a Congregation memorial park shall adopt and publish rules and regulations governing the use and operation of such memorial park. The first memorial park established by the Congregation shall be named the Washington Hebrew Congregation Memorial Park, and the name(s) of any additional memorial park(s) shall be determined by the Board of Directors. Copies of rules and regulations relating to the use and operation of the Congregation's memorial park(s) will be available for inspection by members in the Congregation office or at the memorial parks.

Sec. 2. Records shall be maintained with respect to (i) the grant of privileges for burial lots, gravesites, perpetual care and other memorial park activities; (ii) the receipt and disbursement of funds relating to memorial park operations, and (iii) the names of all persons interred in each

memorial park. Income from memorial park operations shall be applied first to the maintenance, upkeep, care and operation of the Congregation's memorial park(s) and related activities, and any balance shall be available for use by the Congregation as determined by three-fourths of the members of the Congregation's Board of Directors present and voting at a meeting.

Sec. 3. All rights and privileges at any time granted with respect to burial lots to any member of the Congregation or other person, shall be and are granted subject to (i) applicable law; (ii) the regulatory provisions of the Congregation's Constitution and Bylaws; and (iii) all rules and regulations relating to the use and operation of the memorial park(s) that are now or hereafter adopted by the Board of Directors (or other managing body) of the entity responsible for the use and operation of such memorial park.

ARTICLE IX

Amendments to the By-Laws

These By-Laws may be amended by a majority vote of the members present and voting at the Annual Meeting of the Congregation or at a special meeting of the Congregation called for that purpose pursuant to Article III, Sec. 2. of the Constitution, provided a copy of the proposed amendment is mailed to each member of the Congregation at least ten days prior to said meeting.