

CONSTITUTION
of
CONGREGATION SHAARIE TORAH

920 N.W. 25th Avenue
Portland, Oregon 97210

AMENDED AND RESTATED EFFECTIVE JUNE 25, 2023

ARTICLE I

NAME

The name of this congregation shall be CONGREGATION SHAARIE TORAH. It shall own a corporate seal which may be affixed to documents. ~~The seal shall be in the custody of the Secretary of the congregation.~~

ARTICLE II

OBJECTIVE

The object of this congregation shall be to establish and maintain a synagogue and such educational, religious, social, and recreational activities as will help further the cause and objectives of the synagogue and traditional Judaism.

The purposes of this congregation are listed in the Restated Articles of Incorporation, dated January, 1975, attached.

This congregation is a non-profit institution, as defined in the ruling of the Internal Revenue Service, under section 501(c)(3), of the Internal Revenue Code, dated February, 1975.

ARTICLE III

MEMBERSHIP

Section 1. ~~Any person of the Jewish faith, 18 years of age or older, of good moral character, shall be eligible for membership.~~ Any person over 18 years of age who subscribes to the objectives of this Congregation and is Jewish (born to a Jewish mother, born to a Jewish father and participated in an affirmation ceremony, or who has undergone conversion by a recognized

rabbinic authority) shall be eligible for membership upon written application. Such full privileges include membership for the spouse of the applicant. Spouses and family members of other faith backgrounds are encouraged to participate in religious, social, educational, and other activities of the Congregation, to the extent determined by the rabbi as *mara d'atra*, in accordance with the *halakhic* guidance of the Rabbinical Assembly's Committee on Jewish Law and Standards, and follows the Congregation's "Minhagei Congregation Shaarie Torah – Ritual Etiquette" Policy.

~~Section 2. Categories of membership may be established from time to time by the Board of Directors, and shall include a category of family membership. Family membership shall entitle each marriage partner to all the privileges of membership. Each person casting a vote on matters submitted to a vote of the membership must be present at the place and time of voting. There shall be five (5) types of membership:~~

a. Household Memberships

A Household Membership comprises two adults (at least one of whom must be Jewish) who reside in the same household or one adult with Jewish children. Each adult who is a part of a Household Membership is considered a Household Member. A widow/widower or surviving or divorced partner of a Jewish Household Member may continue as a Household Member.

b. Individual Memberships

An Individual Membership is available to a Jewish individual eighteen (18) years of age or older, or a non-Jewish widow/widower or surviving or divorced partner of a Jewish Household Member.

c. Honorary Memberships

Honorary Memberships shall automatically be conferred upon the Congregation's Senior staff and their spouses and children. Additional honorary memberships may be conferred upon others upon suggestion by the Executive Director and through a majority vote of the Board of Directors present and voting. Honorary memberships will be conferred on a yearly basis.

d. Associate Memberships

Associate Memberships shall be extended on a yearly basis to either Jewish individuals or households who are regular members in Good Standing of other Jewish congregations. These members shall be entitled to membership benefits and privileges except the

member benefits relating to cemetery plots. These members shall, however, be invited to participate in all religious services, activities, and functions. Prospective Associate Members may be required to provide proof of their membership in another Congregation.

e. Supporterships

Supporterships may be extended to anyone who has a significant connection to the congregation and wishes to support our work. These Supporters shall not be entitled to membership benefits and privileges. Supporters shall, however, be invited to participate in all religious services and be invited to participate in any educational experiences.

Section 3. Application for membership shall be made in writing. The Executive Director, or if no Executive Director is employed by the Congregation, the Membership Committee, shall review and either approve or disapprove applications for membership.

~~Section 4. No person shall be eligible for membership who is not of the Jewish faith. In the case of a mixed marriage, only the Jewish partner will be eligible for membership. Anyone who has been converted in a halachic manner is considered a member of the Jewish faith, and hence, eligible for membership.~~

Section 54. It shall be the duty of all members of the Congregation to assist, obey, and respect the officers in the discharge of their duties, to respect one another, and to avoid all personal or indecorous remarks, in debate or otherwise, whereby the feelings of any member may be hurt and peace and harmony of the Congregation disturbed.

Section 65. No employee of the congregation shall be eligible for membership on the Board of Directors or any committee as to which a conflict of interest may exist.

Section 76. A member may be suspended or expelled by a two-thirds vote of the Executive Committee for failure to pay dues for a period of three (3) years or more, or by a two-thirds vote of the Board of Directors for any violation of the Constitution or practices of the Congregation. The member shall be notified in writing.

~~Section 8. No suspension or expulsion shall be effective unless the member has been notified in writing.~~

Section 97. A suspended or expelled member who makes application for reinstatement may be reinstated by the Executive Committee; provided, however, if the member was suspended or expelled by a vote of the Board of Directors, the reinstatement must also be approved by a two-thirds vote of the Board of Directors. The application for reinstatement must be accompanied by

any amount of arrears for which the member was suspended. The Board of Directors can, however, by majority vote, waive any arrears.

ARTICLE IV

DUES

The Board of Directors shall, ~~upon the recommendation of the Finance Committee~~, determine ~~from time to time~~ the dues needed to meet the financial obligations of the synagogue. All members shall pay such dues as shall be determined by the Board of Directors for categories of membership.

ARTICLE V

PRIVILEGES OF MEMBERSHIP

Members in good standing shall enjoy the following privileges:

- ~~a. To attend all meetings of the congregation.~~
- ~~b. To have a voice and a vote at all congregation meetings, in compliance with Section 2 of Article III.~~
- ~~c. To hold office in the congregation.~~
- ~~d. To participate in divine worship at all religious services in the synagogue, subject to the rules of halacha and to rules and regulations which may be established by the Board of Directors.~~
- ~~e. To enroll their children in the religious school of the congregation subject to rules and regulations which may be established by the Board of Directors.~~
- ~~f. To be entitled to the spiritual guidance and counsel of the Rabbi and Cantor.~~
- ~~g. To be entitled to use all the facilities of the synagogue subject to rules and regulations which may be established by the Board of Directors.~~
- ~~h. To be entitled to a cemetery plot at the Shaarie Torah cemetery, providing such member was under the age of sixty (60) at the first time of joining, or has been a member in good standing for three (3) consecutive years. This may be waived by a majority vote of the Board of Directors.~~

- a. Vote at all meetings of the Congregation.
- b. Serve on any committee of the Congregation as designated by the president or authorized person or body.
- c. Be eligible for election as a director and officer.
- d. If Jewish [as defined in Article III Section 1], serve as President if elected, or upon appointment, serve on or chair committees that pertain to ritual matters.
- e. Participate in all religious, social, educational and other activities of the Congregation.
- f. Be entitled to member rates for social programming, education programs, and rituals.
- g. To participate in ritual and religious services at the Congregation. The Congregation will adhere to the guidelines established in our “Minhagei Congregation Shaarie Torah - Ritual Etiquette” policy which is to be regularly updated by the Rabbi or Spiritual Leader with input from the Ritual Committee.
- h. To be entitled to the spiritual guidance and counsel of the clergy.
- i. To be entitled to use all the facilities of the synagogue subject to rules and regulations which may be established by the Board of Directors.
- j. To be entitled to purchase a cemetery plot at the Shaarie Torah cemetery as per the cemetery policy.

ARTICLE VI

MEETINGS

Section 1. The annual meeting of this congregation shall be held during the month of May or June of each year, on such day as the President may designate.

Section 2. Notice of the annual meeting shall be given by the Secretary of the Congregation in

writing, by mail or electronically, to all members of the Congregation, directed to the addresses as they appear on the books of the Congregation, and sent not less than fourteen (14) days prior to such meeting.

Section 3. Special meetings of the congregation may be called by the President whenever the president deems it necessary, and must be called by the President at the request of fifteen (15) members of the Congregation, in good standing, or of five (5) members of the Board of Directors. 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 the special meeting within five (5) days of being requested to do so, any other officer may issue such a call.

Section 4. No business shall be transacted at a special meeting, except for the purposes stated in the call, without the unanimous consent of all members present at such meeting. Notice of such special meeting shall be given by the Secretary of the Congregation to all members of the Congregation, by mail or, ~~at the election of the member,~~ electronically, directed to their addresses as they appear on the books of the congregation and sent not less than ten (10) nor more than forty (40) days prior to such meeting.

Section 5. At all meetings of the Congregation, regular and special, a quorum for the transaction of business shall consist of fifteen (15) members of the Congregation, including officers present, but a lesser number may adjourn the meeting to some future time, not less than six (6) nor more than twenty (20) days from the date thereof, and the Secretary shall thereupon give at least three (3) days notice, by mail, of such adjourned meeting, to all members who are absent from said meeting.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. The management and administration of the affairs of this congregation shall be vested in a Board of Directors (the "Board") consisting of the President, two (2) Vice-Presidents ~~(one of whom shall be elected as the President-Elect at the general meeting of the congregation held in even-numbered years (beginning in 2016))~~, Secretary, Treasurer (hereafter referred to collectively as "Officers"), not more than seven (7) Directors elected under Article IX (hereafter referred to as "Elected Directors"), the immediate Past President ~~(or immediate past co-Presidents)~~, and one (1) member each appointed by the Presidents of the Men's Club and the Sisterhood from their respective organizations (which appointee may be the President himself or herself), **who serve in an ex-officio capacity and do not vote.** Each **elected** member of the Board shall have equal voting rights. All Board members shall be members in good standing of the synagogue, ~~and are expected to regularly attend religious services.~~

Section 2. The Board ~~of Directors~~ shall be charged with and assume control of all the property of the Congregation, shall designate the bank or banks wherein the funds of the congregation shall be deposited, shall be responsible for all expenditures and disposal of Congregational funds and property, and shall approve a balanced budget for each fiscal year.

Section 3. The Board ~~of Directors~~ shall make such rules and regulations as it may deem advisable for the proper conduct of its meetings and for the furtherance of the general purposes of this Congregation.

Section 4. The President shall establish a regular meeting date for the Board ~~of Directors~~. The Board shall take and maintain minutes of every meeting, which shall be available for review by all members in good standing of the Congregation (except minutes of executive sessions).

Section 5. ~~Eight (8) members of the Board of Directors shall constitute a quorum.~~ A simple majority (one half plus one) of the Board shall constitute a quorum.

Section 6. Special meetings of the Board ~~of Directors~~ may be called by the President at the President's discretion. Said request shall state the reason for and the purpose of the meeting.

Section 7. In the event of the death or resignation of an Elected Director, a successor shall be elected by the Board ~~of Directors~~ to fill the office for the unexpired term.

Section 8. All Elected Directors shall serve in office for two years; ~~provided, however, one-half of the Elected Directors elected in 2015 shall be elected for a one-year term and one-half shall be elected for a two-year term.~~ The term of all Elected Directors shall begin on July 1 following their election, and no Elected Director shall serve in such capacity for more than three consecutive terms.

In the event an Officer or Elected Director misses three (3) consecutive board meetings without good cause, such Officer or Elected Director may be removed from the Board by majority vote of the Board, and a successor shall be elected by the Board to fill the office for the unexpired term. Validation of excused absences shall be made by the Board and incorporated into the minutes of the Board's meetings.

Section 9. There shall be an Executive Committee, ~~made up of the Officers of the synagogue,~~ to set the agenda for Board meetings and to function on behalf of the Board between regularly scheduled Board meetings, provided that such authority shall not operate to amend or circumvent the policies established by the Board ~~of Directors~~ or the Constitution. ~~The Executive Committee shall be composed of the six Officers of the Synagogue, the immediate past President(s) of the Synagogue, the Sisterhood President and the Men's Club President.~~ The Executive Committee shall take no binding action in the absence of a quorum, which ~~shall~~ is a simple majority (one

half plus one) of the members consist of four (4) members of the Executive Committee. No action taken by the Executive Committee shall be valid unless approved by a majority of those present at a meeting, and unless due diligence was exercised to give as many Executive Committee members as possible prior notice of the meeting. Executive Committee meetings shall be open to any member in good standing of the congregation, except for executive sessions so designated by the presiding officer. Any or all members of the Executive Committee may participate in a meeting by, or conduct the meeting through, use of any means of communication by which all Executive Committee members participating may simultaneously hear each other during the meeting. An Executive Committee member participating in a meeting by this means shall be deemed to be present in person at the meeting.

The Executive Committee shall:

- a. Respond to the call of the President between regular Board meetings.
- b.
- c.
- d. ~~Meet during those months when no regular Board meetings are held to deal with on-going organizational concerns.~~
- e. Review all committee reports, to assure relevant Board meeting agenda, and bring to the attention of the Board any problems which might otherwise escape action.
- f. Approve needed expenditures not already reflected in the annual budget, not to exceed ~~\$3,000.00~~ **\$5,000.00** without the approval of the Board.
- g. Advise the Board on all personnel matters, including hiring, promotion, termination and compensation (salary and benefits) for ~~all congregational personnel~~ **the Rabbi, Cantor, and Executive Director**, and review and approve all employment contracts before execution of any such contract.
- h. ~~Take and maintain minutes of every meeting, which shall be available for review by all members in good standing of the congregation (except minutes of executive sessions), and report at every Board meeting on its activities since the last Board meeting.~~

ARTICLE VIII

OFFICERS

Section 1. The officers of this congregation shall be:

- a) President
- b) Two Vice-Presidents (~~one of whom shall be designated the President-Elect~~)
- c) Secretary
- d) Treasurer

Section 62. Officers shall be elected for a term of two (2) years in accordance with Article IX, and may not serve more than two (2) consecutive terms in any one officer position. The term of all Officers shall begin at the conclusion of the annual membership meeting at which they are elected..

Section 23. It shall be the function of the President to chair all meetings of the **C**ongregation and of the Board; to call all meetings of the **C**ongregation and of the Board of Directors; ~~to sign all agreements, contracts, deeds and other documents for the congregation, pursuant to appropriate resolutions by the congregation or the Board of Directors; to countersign all checks, vouchers, and notes together with the Treasurer, as may be directed by the congregation or the Board of Directors; and to appoint all committees.~~ The President shall be an ex-officio member of all committees.

Section 34. The Vice-Presidents shall assist the President in the discharge of the President's duties and, in case of the absence, resignation, death, or disability of the President, ~~the President-Elect~~ **one of the Vice-Presidents** shall discharge all of the duties of that office until a replacement is selected by the Board under section 7 of this Article. ~~The Vice-Presidents shall assist in the operation of all committees.~~

Section 45. The Secretary shall keep an accurate record of all the proceedings of the **Congregation, and of the Board of Directors and the Executive Committee and provide minutes of Board meetings for approval by the Board.** ~~issue all notices for meetings, carry on all correspondence regarding meetings, and sign such instruments or documents as may be necessary to effectuate the proper directions of the congregation or the Board of Directors. The Secretary shall furnish the Treasurer with the names of all persons who have become members of the congregation.~~

Section 56. The Treasurer shall be chair of the Finance ~~and Budget~~ Committee. The Treasurer shall ~~keep an accurate and correct record of the receipts and expenditures of the congregation and of the accounts between the congregation, its members and others. These records shall at all times be open for inspection by the Board of Directors and the Finance Committee. The Treasurer shall notify all members of the congregation of their indebtedness to it, receive all monies which are payable to the congregation, and cause the same to be deposited or invested in the congregation's name, as directed by the Board of Directors. The Treasurer shall make withdrawals upon an order from the President, attested to by the Secretary, and then only by check or voucher, signed by the President and one officer, or two designated officers. The~~

~~Treasurer shall~~ render a written report of the finances of the Congregation at all meetings of the Board of Directors, at the annual meeting of the Congregation, and at such other meetings or occasions as he may be directed to do so by the Congregation or by the Board of Directors. Said report shall be affixed to the minutes of the meeting at which the same is presented.

The Treasurer shall have access to all bank, credit card, and other related financial statements in real time.

Section 7. In the event of the death, resignation, or incapacity of any Officer, a successor shall be elected by the Board of Directors to fill the vacancy for the unexpired term.

ARTICLE IX

ELECTION

Section 1. Each year, the President shall appoint a Nominating Committee. The Nominating Committee shall consist of seven (7) members, including the immediate past President, who shall serve as Chair of the Committee, the President-Elect one (1) vice-president, one (1) other Board member selected by the President, and two (2) four (4) non-Board members of the Congregation selected by the President. Committee members shall serve a single year, and may be re-elected to serve subsequent terms. At least one member of the Nominating Committee must have served on previous year's committee. The President should make every effort to select a diverse committee that represents multiple aspects of the community. ~~The Nominating Committee shall present a slate of Elected Directors and Officers to the congregation as described in Section 2 below. Nomination may also be made by a member in good standing submitted in writing to the Chair of the Nominating Committee together with written consent of the person nominated or orally at the election.~~

The Nominating Committee shall identify candidates for Elected Directors and Officers through open calls for nominations and direct outreach to the membership. The Committee shall consult with current leadership, committee chairs, and other organizational stakeholders to identify candidates who meet the qualification criteria for Board and Officer positions. The Committee shall conduct interviews with potential candidates and assess their skills, experience, and alignment with the Congregation's objectives, seeking candidates who bring diverse perspectives and complementary capabilities to the Board. The Nominating Committee shall present the initial slate of candidates to the Board for approval no later than sixty (60) days before the Annual Meeting.

If the Board rejects the slate of candidates submitted by the Nominating Committee, the Board shall provide a written explanation of the reasons for rejection within seven (7) days of its

decision. The Nominating Committee shall reconvene to address the Board's concerns and may revise the slate by identifying and evaluating additional candidates or reconsidering the qualifications of the existing nominees. The revised slate must be resubmitted to the Board for approval within thirty (30) days of the initial rejection. If the revised slate is also rejected, the Board and the Nominating Committee shall collaborate to identify an acceptable slate of candidates within a reasonable timeframe, ensuring the process remains fair, transparent, and in alignment with the organization's objectives.

Upon Board approval, the slate, along with detailed candidate backgrounds and qualifications, shall be published and made available to the Congregation following approval by the Board. Nominations may also be submitted to the Chair of the Nominating Committee by a member in good standing.

Section 2. Elected Directors shall be elected each year, in accordance with Article VII, Section 8, at a general meeting of the membership of the Congregation to be held during the month of May or June. Officers shall be elected each odd-numbered year (~~beginning in 2015~~), in accordance with Article VIII, Section 6, at the same time the election is held for Elected Directors.

Section 3. Candidates who are absent from the election meeting may be elected to office provided they have notified the Congregation of their willingness to accept the respective office if elected. No absentee or proxy ballots will be honored.

Section 4. In any contested election, the presiding officer shall appoint up to three (3) tellers to properly supervise the counting of votes and announce the results.

Section 5. The Secretary shall record the results of the election in the minutes.

Section 6. In any contested election, voting shall be by closed ballot. When more than one candidate is nominated for an office, the one receiving the majority of votes shall be deemed elected. If no candidate for an office receives a majority, the two candidates receiving the largest number of votes shall be balloted upon. The one receiving the majority of votes cast shall be deemed elected.

ARTICLE X

THE RABBI

Section 1. ~~The pulpit of this congregation shall be occupied by an ordained Rabbi who is certified by the Yeshiva University Placement Committee, the Rabbinical Council of America, or United Synagogue of Conservative Judaism; provided, however, the Board may waive the above-described ordination requirement with the consent of the United Synagogue of Conservative Judaism.~~ The Rabbi of the Congregation shall be an ordained Rabbi whose qualifications satisfy the standards of the Conservative Movement as articulated by the Rabbinical Assembly and the United Synagogue of Conservative Judaism.

Section 2. The Rabbi shall be selected by the Board of Directors upon the recommendation of a special Rabbi Selection Committee chosen by the President with the approval of the Board of Directors.

Section 3. The criteria under which the Rabbi shall be selected shall be determined by the Board of Directors upon the recommendation of the Rabbi Selection Committee.

Section 4. The Rabbi shall be the spiritual leader of the Congregation and shall have the overall responsibility of implementing the aims and objectives of the Congregation. The Rabbi shall enjoy the freedom of the pulpit. At the same time the Rabbi shall seek the advice and guidance of the Board of Directors or of any special committee or committees which may be set up for this purpose, to determine the view of the Congregation and the most effective way of discharging the Rabbi's duties.

ARTICLE XI

THE CANTOR

Section 1. ~~Should the Board determine that a Cantor be hired, the~~ The Cantor shall be selected by the Board of Directors upon the recommendation of a special Cantor Selection Committee chosen by the President with the approval of the Board of Directors.

Section 2. The duties of the Cantor shall be determined by the Board of Directors.

ARTICLE XII

EXECUTIVE DIRECTOR

Section 1. The Executive Director shall be selected by the Board.

Section 2. The duties of the Executive Director shall be determined by the Board.

Section 3. The Executive Director shall keep an accurate and correct record of the receipts and expenditures of the Congregation and of the accounts between the Congregation, its members and others. These records shall at all times be open for inspection by the Board and the Finance Committee. The Executive Director shall notify all members of the Congregation of their indebtedness to it, receive all monies which are payable to the Congregation, and cause the same to be deposited or invested in the Congregation's name, as directed by the Board.

Section 4. The Executive Director shall have the ability to authorize needed expenditures not already reflected in the annual budget, and to sign checks, vouchers, and notes not to exceed \$5,000 without requiring additional signatures from the Board, provided that proper receipts and bookkeeping are maintained.

Any checks, vouchers, and notes exceeding \$5,000 must be countersigned by either the President or the Treasurer.

The Executive Director shall have the ability to authorize and sign agreements, contracts, deeds and other documents for the Congregation, pursuant to appropriate resolutions by the Congregation or the Board.

Section 5. The Executive Director shall be responsible for or may delegate, upon approval of the Board, the management of all congregational personnel except the Rabbi and Cantor. The Executive Director shall inform the Board of personnel matters, including hiring, promotion, termination, and compensation (salary and benefits) for all congregational personnel under the management of the Executive Director.

ARTICLE XIII

AUXILIARY ORGANIZATIONS

Section 1. The congregation ~~shall~~^{may} have a Sisterhood and a Men's Club authorized by the Board ~~of Directors~~.

Section 2. The activities of these auxiliary organizations shall always be conducted in such manner as will advance the best interests of the Congregation.

Section 3. The by-laws and other regulations of all auxiliary organization shall be consistent with the constitution, by-laws, and policies of the congregation.

Section 4. The auxiliary organizations of the congregation shall operate under the same United

States Internal Revenue Service laws and regulations as the Congregation.

ARTICLE XIII-XIV

COMMITTEES

Section 1. The President shall appoint chairs for all standing and ad hoc committees of the synagogue in consultation with the Executive Committee, the Rabbi, and the Executive Director. The chair of the Finance and Budget Committee shall be the Treasurer. The chairs of the Ritual Committee, Membership Committee, Fundraising Committee, the Buildings and Grounds Committee, and the Cemetery Committee shall be Board members. The chair of the Tikkun Olam Committee and any ad hoc committees may be a Board member and must be a congregation member. The chairs of the education committees identified in Section 4, paragraphs (b)-(d), of this Article XIII may be Board members and should be congregation members but, if necessary in the judgment of the President, may be non-members of the congregation. The individual committee chairs, in consultation with the President, shall make committee appointments after canvassing the preferences of Board members. Non-Board members are permitted and encouraged to serve on committees. Each committee chair shall provide written reports at least four times per year to the Board of Directors on the committee's activities, and the President or Board may request a committee chair who is not a Board member to attend a Board meeting to discuss committee activities.

Section 2. Committees and committee chairs shall be appointed for a term not to exceed two years and may be reappointed. All committees shall be subject to the direction of the Board of Directors.

Section 3. All committees shall take and maintain in the synagogue office written minutes of all meetings.

Section 4. The President shall designate a member of the Board of Directors to serve as liaison between the Board and any committee chaired by a non-Board member. The designated liaison for each committee shall be an ex officio member of the committee, shall attend meetings of the committee, may in the absence of the committee chair present the committee's written reports required by Section 1 to the Board, and shall otherwise report to the Board on the committee's activities as requested by the President or the Board.

Section 5. Standing Committees. The standing committees of this congregation and their duties shall be as follows:

a) Finance and Budget Committee: This committee shall make periodic reviews of the financial operations of the congregation and shall report its findings to the annual meeting of the

~~congregation and, from time to time, to meetings of the Board of Directors. It shall, also, present to the Board of Directors, and following its approval, to the annual meeting of the congregation a proposed budget for the following fiscal year for the approval of the congregation. The proposed budget shall take into consideration budget requests from other committees, but the Finance and Budget Committee has final authority to recommend a budget to the Board. Committees shall be entitled to present a proposal to the Board for a change in the budget submitted by the Finance and Budget Committee. The Treasurer shall be an ex-officio member of this committee. The Finance Committee may from time to time recommend to the Board of Directors changes in budgetary items that it deems necessary to keep the budget in balance.~~

~~b) Youth Education Committee: This committee shall supervise the educational and social programs of the congregation on the elementary and secondary levels, and shall determine policy, rules and regulations for the administration of such programs, subject to the approval of the Board of Directors.~~

~~c) Pre-School Education Committee: This committee shall supervise the pre-school of the congregation, and shall determine policy, rules and regulations for the administration of such school, subject to the approval of the Board of Directors.~~

~~d) Adult Education Committee: This committee shall develop and supervise the adult education programs and policies of the congregation, subject to the approval of the Board of Directors.~~

~~e) Ritual Committee: This committee shall be in charge of all religious services of the congregation, and shall formulate rules and regulations for such services together with the Rabbi and the Cantor. This committee shall offer to the Rabbi such advice and guidance as he may require regarding the character and mode of the various services. It shall assist in seating arrangements at services during the High Holy Days and at other times during the year, and work with the Men's Club to provide and supervise ushers for the various services.~~

~~f) Membership Committee: This committee shall be charged with the responsibility of keeping in touch with Jewish families in the community which are not affiliated with any congregation, particularly with new families, with the view of inviting them to become members of the congregation. This committee shall, also, receive applications for membership, investigate such applications, and approve such applications or present them for appropriate action to the Board of Directors. When the occasion arises, this committee shall, also, initiate action for the suspension or expulsion of members.~~

~~g) Tikkun Olam Committee: This committee shall have the responsibility of developing and maintaining liaison with other congregations and organizations in the community. It shall have the responsibility of studying community problems which may arise from time to time and make recommendations for appropriate action to the Board of Directors.~~

~~h) — Fundraising Committee: This committee shall be charged with the responsibility of developing a year-round program of fundraising activities for the congregation. It shall also have the responsibility of arranging appropriate programs for the various events that it may sponsor.~~

~~i) — Program Committee: This committee shall be charged with the responsibility of developing a year-round program of social and religious activities for the congregation. It shall also have the responsibility of arranging appropriate programs for the various events which it may sponsor.~~

~~j) — Building and Grounds Committee: This committee shall have the responsibility of periodically checking on the condition of the synagogue building and report to the Board of Directors needed repairs or supplies for the proper and efficient operation of the synagogue building.~~

~~k) — Cemetery Committee: This committee shall govern and supervise all matters pertaining to the cemetery, in accordance with Jewish law, and shall be responsible for the maintenance and upkeep of the cemetery grounds, graves and properties.~~

Section 1. Purpose and Scope of Standing Committees

Standing Committees are integral to fulfilling the mission, vision, and values of the Congregation. Standing Committees function to ensure transparency, inclusivity, respect, and engagement within the synagogue community. Standing committees will work collaboratively, guided by Jewish ethics, to support the synagogue's operations, programs, and congregational needs. Each standing committee shall adopt a charter outlining the purpose of the committee and how it will operate.

Section 2. Core Values Guiding Committee Operations

The following values serve as the foundation for the conduct, decision-making, and objectives of all Standing Committees:

- k. **Kavod (Respect):** Committees shall treat all members, staff, and volunteers with dignity, recognizing the diversity of backgrounds, beliefs, and perspectives within the congregation. Discussions and decisions should honor individual opinions and contributions.
- l. **Kehillah (Community):** Committees are charged with fostering a sense of belonging and inclusivity within the synagogue. Programs, initiatives, and policies should be designed to welcome all and create a sense of shared community and purpose.

- m. Tzedek (Justice and Integrity): Each committee is expected to act ethically, responsibly, and transparently. Members shall be mindful of fairness, ensuring decisions reflect the broader needs of the congregation and the principles of Jewish ethics.
- n. Chesed (Kindness and Compassion): Committees are to operate with empathy, especially in providing support to congregants during times of need. Compassion should be a guiding principle in all outreach, program planning, and responses to concerns.
- o. Hachnasat Orchim (Hospitality): Committees should ensure a welcoming environment for new and prospective members. All events, communications, and programs should strive to make individuals feel valued and included in the synagogue community.
- p. Talmud Torah (Commitment to Learning): Committees shall promote learning, not only in religious or cultural programming but also in committee processes. Continual improvement and education of committee members in leadership, community engagement, and relevant skills are encouraged.

Section 3. General Responsibilities of Standing Committees

- a. The President shall appoint a chair for each of the standing committees who shall report regularly to the Board. The President may appoint additional persons on these committees, selecting them from the Board and/or the general membership of the congregation, or authorize the committee chair to make such selections.
- b. There shall be at least one Board member on each of the standing committees, which shall consist of no less than 3 members. All standing committees shall meet not less than quarterly, shall record their proceedings and report to the Board, and shall be subject to supervision by the Board.
- c. Additional standing committees may be approved by the Board as needed without the need to amend the By-laws first. Standing committees shall adhere to the synagogue's mission and values in their specific areas of focus.

Section 4. The fixed standing committees are: Cemetery, Development, Finance, Membership, and Ritual.

a. Cemetery Committee:

The Cemetery Committee is dedicated to preserving our synagogue cemetery as a sacred, dignified, and serene resting place that honors Halacha and Jewish traditions and respects all who are interred. This committee proposes policies and recommended actions to the Executive Director and Board regarding cemetery operations, maintenance, and enhancement. In collaboration with the Treasurer, the Cemetery Committee oversees cemetery finances and prepares an annual budget proposal to ensure financial sustainability and proper care of the grounds. In alignment with our values, the Cemetery Committee seeks to maintain the cemetery as a well-cared-for, accessible, and meaningful space for the community.

b. Development Committee:

The Development Committee is dedicated to fostering financial sustainability, stewardship and growth of our synagogue to ensure the Congregation has the resources to support short- and long-term financial goals (outside of membership dues). Responsibilities include coordinating with the Executive Director and Board of Directors on annual and long-term fundraising goals; preparing a fundraising plan to meet the fundraising goals of the annual budget which shall be presented to the Board for approval; planning and developing actions for carrying out fundraising events; and organizing initiatives that encourage financial participation from congregants, donors, and the wider community.

c. Finance Committee:

Manages the synagogue's financial resources with transparency and accountability, ensuring sustainable financial practices aligned with ethical principles. The Finance Committee shall make reviews of the finances of the Congregation and shall report their findings at the meetings of the Board and at the annual meeting of the Congregation. It shall also present a proposed budget to the Board, and following its approval, to the Congregation at the annual meeting. The proposed budget shall take into consideration budget requests from other committees, but the Finance Committee has final authority to recommend a budget to the Board. Committees shall be entitled to present a proposal to the Board for a change in the budget submitted by the Finance Committee. The Treasurer shall be the chair of this committee. The Finance Committee may from time to time recommend to the Board changes in budgetary items that it deems necessary to keep the budget in balance.

d. Membership Committee:

The Membership Committee is committed to fostering a welcoming, inclusive, and engaged community within our synagogue. This committee focuses on attracting, welcoming, and retaining members, ensuring that all individuals and families feel valued and connected.

Responsibilities include creating outreach strategies for prospective members, facilitating onboarding processes for new members, and developing programs that promote active participation and long-term engagement. Working closely with the Executive Director and other committees, the Membership Committee seeks to build a vibrant community that reflects our values of hospitality, connection, and mutual support, creating a spiritual home for all who seek to belong.

e. **Ritual Committee:**

The Rabbi, as *mara d'atra*, makes religious decisions for the Congregation. The Ritual Committee provides the Rabbi with support, advice, and guidance on the tone, structure, and nature of our ritual activities, lifecycle events, and religious services. The Ritual Committee advises the Rabbi on establishment and implementation of ritual policies that honor the diversity of knowledge and backgrounds within our congregation. The Committee's goal is to align these practices with Jewish tradition and our core values of inclusivity, lifelong learning, and spiritual connection.

Section 6. Conduct and Accountability

Each standing committee shall create and adhere to guidelines for communication, decision-making, and conflict resolution, reflective of Jewish values and respectful interaction.

- a. Members are expected to uphold the core values detailed in Section 2 of this Article.
- b. To ensure transparency and accountability, each standing committee will provide regular updates to the Board as appropriate or upon request of the Board, which may include meeting minutes and reports.

Section 7. Review and Renewal of Committee Charters

Standing committees shall annually review their charters. This process will include consultation with synagogue leadership, committee members, and interested congregants to ensure continued relevance and adherence to the synagogue's evolving needs and core values.

Section 8. Removal of Committee Members

Committee members who consistently act counter to the core values outlined in Section 2 of this Article, disrupt committee operations, or undermine the mission of the synagogue may be removed by a two-thirds vote of the Board. Removal procedures shall be outlined in the committee charter and will be conducted with respect, fairness, and due process.

Section 69. Non-Standing and Ad Hoc Committees.

~~The Board may authorize the creation of ad hoc committees to address matters that it determines would best be addressed by a committee other than one of the standing committees or a sub-committee of one of the standing committees.~~

- a. Non-Standing committees shall be appointed for the purpose of carrying on the business of the Congregation that is not performed by a particular Standing Committee. Non-Standing Committees shall include synagogue members in good standing and non-members, as deemed appropriate. A chairperson shall be appointed by the President and is responsible for guiding the committee's work in alignment with synagogue values and ensuring effective collaboration and productivity. A charter shall be created which outlines the purpose of the committee and how it will operate.
- b. At the annual meeting of the Congregation, the President will report the existence, formation and/or dissolution of each and every non-standing and ad hoc committee for the previous year.

ARTICLE XIV

PARLIAMENTARY PRACTICE

Robert's Rules of Order shall be the standard for parliamentary procedures in this congregation, in the absence of any other rule or law governing the procedure in a particular situation.

ARTICLE XVI

RELIGIOUS WORSHIP AND CONDUCT

~~Section 1. All religious services, prayers and customs shall be conducted according to traditional Ashkenazic Ritual.~~

Section 31. The Rabbi shall be in charge of all religious services of the synagogue. The Rabbi and, **should one be hired**, the Cantor are expected to be present at religious services of the Congregation.

Section 2. Any questions or controversies concerning the religious procedures of the synagogue or synagogue services shall be decided by the Rabbi of the **C**ongregation.

~~Section 4. Congregants attending religious services shall be dressed properly showing respect for the sanctity of the synagogue.~~

ARTICLE XVII

CEMETERY

Section 1. The Congregation shall use for cemetery purposes such part or parts of available lands it shall deem necessary.

Section 2. The Board of Directors shall make decisions on all contracts regarding cemetery land, as shall be recommended by the Cemetery Committee.

Section 3. Under the governance and supervision of the Cemetery Committee, the Rabbi and synagogue staff shall arrange for all burials.

Section 4. Under the governance and supervision of the Cemetery Committee, the synagogue staff shall sell plots at prevailing prices as recommended by the Board of Directors. A Perpetual Care of Burial certificate shall be issued upon interment.

Section 5. All burials shall be in accordance with the policies set-forth by the Cemetery Committee and approved by the Board of Directors.

ARTICLE XVIII

AMENDMENTS

Section 1. This constitution, or any portion thereof, may be amended in the following manner:

a) The proposal to amend or suspend one or more articles of the constitution, or to introduce new articles to it, may be (1) submitted to the Board of Directors, signed by at least 25% of thirty (30) voting members in good standing, or may be (2) submitted to the Board of Directors by any Officer or Elected Director.

b) The Board of Directors shall consider such proposal at its next meeting.

c) Within a reasonable time, not to exceed three (3) months after consideration of the proposal by the Board of Directors, a meeting of the Congregation shall be called to consider the proposal and a vote shall be held on the proposal. The notice of such meeting shall include a copy of the proposal.

d) At such meeting, a report shall be submitted on the recommendation of the Board of Directors as to action to be taken.

ed) If two-thirds of the vote of the Congregation ~~in attendance~~ favors the proposal, it shall be declared adopted.

Section 2. A proposal for amendment or suspension which has been rejected by the Congregation shall not be resubmitted for the consideration of the Congregation unless three (3) months have elapsed since the time of such rejection.

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