

CONSTITUTION
of
CONGREGATION SHAARIE TORAH

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

AMENDED AND RESTATED EFFECTIVE _____

ARTICLE I

NAME

The name of this congregation shall be CONGREGATION SHAARIE TORAH (hereafter referred to as "Congregation"). It shall own a corporate seal which may be affixed to documents.

ARTICLE II

OBJECTIVE

Section 1. Objective and Purpose.

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 Conservative Judaism.

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

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.

Section 2. Core Values

The following values serve as the foundation for the conduct, decision-making, and objectives of this Congregation:

- a. **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.

- b. **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.
- c. **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.
- d. **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.
- e. **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.
- f. **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.

ARTICLE III

MEMBERSHIP

Section 1. 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 Ceremony¹, or who has undergone conversion by a recognized rabbinic authority) shall be eligible for membership. Spouses and family members **who do not qualify for membership under this section** are encouraged to participate in religious, social, educational, and other activities of the Congregation, to the extent determined by the rabbi in accordance with the *halakhic* guidance of the Rabbinical Assembly's Committee on Jewish Law and Standard.

Section 2. Categories of membership may be established from time to time by the Board of

¹ In accordance with Halakha (Jewish Law), a Jew is defined as someone born to a Jewish mother or who has undergone conversion by a recognized rabbinic authority. Individuals born to a Jewish father and non-Jewish mother who were raised in exclusively Jewish households may, in lieu of conversion, participate in an Affirmation Ceremony before a *beit din* and immersion in a *mikvah* to affirm their Jewish identity.

Directors (hereafter referred to as “Board”) and shall include a category of family membership. Family membership shall entitle each Spouse² 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.

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

Section 6. 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 for any violation of the Constitution or practices of the Congregation. The member shall be notified in writing.

Section 7. 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, the reinstatement must also be approved by a two-thirds vote of the Board. The application for reinstatement must be accompanied by **the entire** amount of arrears for which the member was suspended. The Board can, however, by majority vote, waive any arrears.

ARTICLE IV

DUES

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

ARTICLE V

² Spouse includes legal Spouses and domestic partners.

PRIVILEGES OF MEMBERSHIP

Members in good standing shall enjoy the following privileges:

- a. Vote at all meetings of the Congregation.
- b. Serve on any committee of the Congregation as designated by the president.
- c. If Jewish [as defined in Article III Section 1], be eligible for election as a director and officer, or upon appointment, chair committees, or serve on committees that pertain to ritual matters.
- d. Participate in all social, educational and other activities of the Congregation.
- e. Be entitled to member rates for social programming, education programs, and rituals.
- f. Participate in ritual and religious services at the Congregation. The Congregation will adhere to the guidelines established in the Congregation's ritual policy.
- g. Be entitled to the spiritual guidance and counsel of the clergy.
- h. Be entitled to use all the facilities of the synagogue subject to rules and regulations which may be established by the Board.
- i. Be entitled to purchase a cemetery plot at the Shaarie Torah Cemetery as **detailed in** 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 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 consisting of the President, two (2) Vice-Presidents, Secretary, Treasurer (hereafter referred to collectively as "Officers"), not **fewer than five (5) and not more than seven (7)** Directors elected under Article IX (hereafter referred to as "Elected Directors"), the immediate Past President and one (1) member each appointed by the Presidents of the auxiliary organizations 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 Congregation.

Section 2. The Board 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 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, **with no fewer than nine (9) meetings each year.** 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. A simple majority (one half plus one) of the Board shall constitute a quorum.

Section 6. Special meetings of the Board may be called by the President at the President's discretion **or at the request of a minimum of four (4) members of the Board.** 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 to fill the office for the unexpired term.

Section 8. All Elected Directors shall serve in office for two years. 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 **and the Past President**, 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 or the Constitution. The Executive Committee shall take no binding action in the absence of a quorum, which is a simple majority (one half plus one) of the members of the Executive Committee.

The Executive Committee shall:

- a. Respond to the call of the President between regular Board meetings.

- b. 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.
- c. Approve needed expenditures not already reflected in the annual budget, not to exceed \$5,000.00 without the approval of the Board.
- d. Advise the Board on all personnel matters, including hiring, promotion, termination and compensation (salary and benefits) for the Rabbi, Cantor, and Executive Director, and review and approve the above-mentioned employment contracts before execution of any such contract.

ARTICLE VIII

OFFICERS

Section 1. The officers of this congregation shall be:

- a) President
- b) Two Vice-Presidents
- c) Secretary
- d) Treasurer

Section 2. 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 3. It shall be the function of the President to chair all meetings of the Congregation and of the Board; to call all meetings of the Congregation and of the Board. The President shall be an ex-officio member of all committees.

Section 4. 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, 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.

Section 5. The Secretary shall keep an accurate record of all the proceedings of the Board and the Executive Committee and provide minutes of Board meetings for approval by the Board.

Section 6. The Treasurer shall be chair of the Finance Committee. The Treasurer shall render a written report of the finances of the Congregation at all meetings of the Board, at the annual meeting of the Congregation, and at such other meetings or occasions as he may be directed to do so by the Board. 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 to fill the vacancy for the unexpired term.

ARTICLE IX

ELECTION

Section 1. Each year, no later than January 31st, the President shall appoint a Nominating Committee. The Nominating Committee shall consist of up to seven (7) members, including the immediate past President, who shall serve as Chair of the Committee, one (1) other Board member selected by the President, and up to five (5) 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 operate according to the nomination policy developed and approved by 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 years, 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 case 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 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 upon the recommendation of a special Rabbi Selection Committee chosen by the President with the approval of the Board.

Section 3. The criteria under which the Rabbi shall be selected shall be determined by the Board 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 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

CANTOR

Section 1. Should the Board determine that a Cantor be hired, the Cantor shall be selected by the Board upon the recommendation of a special Cantor Selection Committee chosen by the President with the approval of the Board **and consent of the Rabbi.**

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

ARTICLE XII

EXECUTIVE DIRECTOR

Section 1. The Executive Director shall be selected by the Board **in consultation with the Rabbi.**

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 may have a Sisterhood and a Men's Club authorized by the Board.

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 XIV

COMMITTEES

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. Committee Operations

All committees of the Congregation shall carry out their work in a manner consistent with the Constitution and Bylaws of the Congregation. Committees shall operate in accordance with the guidance of the Board and the Rabbi and/or the Executive Director, as appropriate to their areas of responsibility.

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 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, **and striving to cultivate a climate where** all individuals and families **can** 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 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.

f. Facilities Committee:

The Facilities Committee is responsible for periodically checking on the condition of the synagogue building and reporting to the Board on recommended repairs or supplies for proper and efficient operation of the synagogue building. The Executive Director shall serve on the Facilities Committee.

Section 5. 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.

ARTICLE XV

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. The Rabbi shall be in charge of all religious services of the synagogue. The Rabbi and 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 Congregation.

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 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. 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.

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, signed by at least 25% of voting members in good standing, or (2) submitted to the Board by any Officer or Elected Director.
- b) The Board shall consider such proposal.
- c) Within a reasonable time, not to exceed three (3) months after consideration of the proposal by the Board, 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) If two-thirds of the vote of the Congregation 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 until at least three (3) months have elapsed since the time of such rejection.

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