

CONSTITUTION

for

TEMPLE BETH SHALOM

ARTICLE A TITLE AND MODE OF WORSHIP

SECTION A.01 Title

This Congregation shall be known as Temple Beth Shalom of Columbus, Ohio

SECTION A.02 Mode of Worship

The mode of worship shall be in accordance with Reform Judaism.

ARTICLE 1 MEMBERSHIP

Section 1.01 Definition

- (a) Any person eighteen years of age or older, shall be eligible for Congregation membership upon written application to the Trustees in such form as established by the Trustees.
- (b) The partner of any member shall be considered a member of the Congregation if he/she desires.

Section 1.02 Privileges

Any member in good standing shall enjoy full use of the services and facilities available to the Congregation, subject to such charges as may be established by the Trustees.

Section 1.03 Resignation

Any member may resign membership by letter addressed to the Trustees. The resignation of any member shall not relieve him or her for the payment of any obligation due to the Congregation at the time of resignation. Resignation shall operate as a forfeiture of cemetery privileges. The Trustees has authority to alter or waive the restrictions of this paragraph.

Section 1.04 Fiscal Year

The fiscal year of Temple Beth Shalom shall begin on July 1 and end on the following June 30.

Section 1.05 Manner of Payment

All dues and assessments shall be payable in the manner established by the Trustees as set forth in the Policy Manual.

Section 1.06 Nonpayment

Any member in default of payment of dues and assessments for three months may be suspended or expelled from the Congregation by action of the Trustees. Such suspension or expulsion shall not be effective until thirty days after the Secretary sends written notice to the Congregant of the Trustee's action.

ARTICLE 2 TRUSTEES; BOARD OF TRUSTEES; MEETINGS

SECTION 2.01 *Number and Classes of Trustees; Qualifications*

(a) Number of Trustees; Classes of Trustees and Number of Trustees of Each Class

There shall be Twenty-one (21) individual trustees (each a Trustee and together sometimes referred to as Board of Trustees). There shall be Four (4) classes of Trustees as follows: (i) Eight (8) Officer Trustees, being the then acting Officers of the Congregation designated pursuant to Article 3; (ii) Eight (8) Elected Trustees elected as Elected Trustees pursuant to Section 2.02; (iii) Two (2) Presidential Trustees appointed by the President pursuant to Section 2.03; and (iv) Three (3) Affiliate Trustees being the designated officers of the identified affiliate organizations pursuant to Section 2.04. Except as otherwise provided herein to the contrary, each Trustee, regardless of class, shall have the same rights and responsibilities, including the same voting power, as each other Trustee.

(b) Qualifications of Trustees

In order to be a Trustee, an individual must:

- (i) be a member of the Congregation in good standing at the time of becoming a Trustee; and
- (ii) be willing and able to attend and participate in most meetings of the Trustees; and
- (iii) be willing, if asked, to chair or co-chair a committee of the Trustees or to undertake some other leadership roll within the Congregation.

If any Trustee ceases for any reason to be a member of the Congregation in good standing, such individual shall automatically cease to be a Trustee as of the date such individual ceases to be a member of the Congregation in good standing.

(c) Definition of Good Standing

An individual is a member in good standing if such individual has met all of such individual's financial obligations to the Congregation through either (i) the quarter ending on the last day of the fiscal year immediately preceding the date such individual's good-standing status is being determined, or (ii) the quarter ending Six (6) months prior to the date such individual's good-standing status is being determined. If an individual is in compliance with an agreement made with the Congregation's designated committee or officer(s) to meet such financial obligations, such member will be deemed to be in good standing.

SECTION 2.02 ***Elected Trustees***

(a) Election of Elected Trustees

Except as otherwise provided herein to the contrary, an individual shall be elected to serve as an Elected Trustee by the vote of a majority of members of the Congregation present at the Annual Meeting of the Congregation.

(b) Elected Trustee Term Limits

Except for subsequent service as an Officer Trustee or as an Affiliate Trustee, no individual shall serve more than four (4) consecutive full years as a Trustee, whether as an Elected Trustee or as a Presidential Trustee, or a combination of Elected Trustee and Presidential Trustee. An individual who has served Four (4) consecutive full years as an Elected Trustee and/or as a Presidential Trustee may, however, thereafter serve as an Officer Trustee or as an Affiliate Trustee, subject to such term limitations as shall then apply to an Officer Trustee or to an Affiliate Trustee. If an individual has served for Four (4) consecutive full years at the end of the first year of a Two (2) year term to which such Trustee was elected, such Trustee's service as an Elected Trustee shall nevertheless terminate as of the end of such Four (4) full consecutive years of service, and such termination shall create a vacancy in the office of Elected Trustee for the remainder of such Two (2) year term. A full year term commences on July 1 of one calendar year and ends on the next following June 30. Any part of a year that does not begin on July 1 shall not be counted as a full year. Any individual whose term as an Elected Trustee ends by reason of having served as an Elected Trustee and/or as a Presidential Trustee for Four (4) consecutive full years shall not thereafter be eligible to serve as an Elected Trustee or a Presidential Trustee until the expiration of Two (2) consecutive full years.

(c) Elected Trustee's Term Limit Not a Bar to Service as Officer Trustee or as an Affiliate Trustee

Service of Four (4) consecutive full year terms as an Elected Trustee and/or as a Presidential Trustee shall not be counted for purposes of determining any term

limitation on such individual's service as an Officer Trustee or as an Affiliate Trustee.

(d) Staggered Two Year Terms for Elected Trustees

Four (4) individuals shall be elected to serve as Elected Trustees for a Two (2) year term commencing July 1 of an even-numbered calendar year, and Four (4) individuals shall be elected to serve as Elected Trustees for a Two (2) year term commencing July 1 of the next succeeding odd-numbered calendar year. Subject to the limitation that no individual can serve more than Four (4) full consecutive years as an Elected Trustee and/or as a Presidential Trustee, an individual may be elected and re-elected to serve as an Elected Trustee for all or any remaining part of a full Two (2) year term.

(e) Filling Elected Trustee Vacancy

If an individual ceases to serve as an Elected Trustee for any reason, including, but not limited to, such individual's becoming a Presidential Trustee, an Officer Trustee or an Affiliate Trustee, the vacancy in the position of Elected Trustee thereby created shall be filled promptly by appointment by the Trustees of an individual to serve as Elected Trustee for the period ending June 30 next following the date such vacancy occurred. At the Annual Meeting of the Congregation next following the date such vacancy occurred, the Congregation shall elect an individual to serve as an Elected Trustee to complete the unexpired term, if any, of the Elected Trustee whose position became vacant.

(f) Removal of Elected Trustee

Any individual serving as an Elected Trustee may be removed as a Trustee for cause by the affirmative vote of not less than Fifteen (15) of the Trustees. Not less than Thirty (30) days prior to the scheduled date for the meeting of the Trustees to vote on such removal, the Elected Trustee whose removal is sought shall be notified in writing by the Secretary of the reason(s) for such proposed removal. The Elected Trustee whose removal is the subject of such vote shall not participate in such vote.

SECTION 2.03 ***Presidential Trustees***

(a) Appointment of Presidential Trustees

The President may appoint not more than Two (2) individuals to serve as Presidential Trustees. Each Presidential Trustee shall serve as a Presidential Trustee for a One (1) year term commencing July 1 of the year as of which such Presidential Trustee was appointed and ending on the next following June 30. Subject to term limits elsewhere set forth, the President may reappoint an individual to serve as a Presidential Trustee for any number of successive One (1) year terms.

(b) Presidential Trustee Term Limit

Except for subsequent service as an Officer Trustee or as an Affiliate Trustee, no individual shall serve for more than Four (4) consecutive full years as a Trustee, whether as a Presidential Trustee or an Elected Trustee, or a combination of Presidential Trustee and Elected Trustee. An individual who has served Four (4) consecutive full years as a Presidential Trustee and/or as an Elected Trustee may, however, thereafter serve as an Officer Trustee or as an Affiliate Trustee, subject to such term limitations as shall then apply to an Officer Trustee or an Affiliate Trustee.

(c) Presidential Trustee's Term Limit Not a Bar to Service as Officer Trustee or Affiliate Trustee

Service of Four (4) consecutive full year terms as a Presidential Trustee and/or as an Elected Trustee shall not be counted for purposes of determining any term limitation on such individual's service as an Officer Trustee or as an Affiliate Trustee.

(d) Filling Presidential Trustee Vacancy

If an individual ceases to serve as a Presidential Trustee for any reason, including, but not limited to, such individual's becoming an Elected Trustee, an Officer Trustee or an Affiliate Trustee, the vacancy in the position of Presidential Trustee thereby created shall be filled promptly by appointment by the President of an individual to serve as a Presidential Trustee for the period ending June 30 next following the date such vacancy occurred.

(e) Removal of Presidential Trustee

The President may at any time remove any individual serving as a Presidential Trustee as a Presidential Trustee at any time for any reason. Further, any individual serving as a Presidential Trustee may be removed for cause by the

affirmative vote of not less than Fifteen (15) of the Trustees. Not less than Thirty (30) days prior to the scheduled date for the meeting of the Trustees to vote on such removal, the Presidential Trustee whose removal is sought shall be notified in writing by the Secretary of the reason(s) for such proposed removal. The Presidential Trustee whose removal is the subject of such vote shall not participate in such vote.

SECTION 2.04 *Affiliate Trustees*

(a) Identification of Affiliate Trustees

The Women of Beth Shalom, the Men's Club and the Senior Youth Group shall each have a representative Trustee, each an Affiliate Trustee. Except as otherwise provided herein to the contrary, the President of the Women of Beth Shalom; the President of the Men's Club of Temple Beth Shalom and the President of the Senior Youth Group of Temple Beth Shalom shall serve as an Affiliate Trustee. If any identified affiliate organization has a designation other than President for its chief executive lay leader, the designation herein of President of that affiliate organization shall instead refer to such affiliate organization's chief executive lay leader.

(b) Term of Affiliate Trustees; Replacement Affiliate Trustee

An individual shall serve as an Affiliate Trustee for so long as such individual is President of the affiliate organization represented; and when such individual's term as President of such affiliate organization ends, such individual shall thereupon cease to be an Affiliate Trustee and the new President of such affiliate organization shall thereupon automatically become an Affiliate Trustee to fill such vacancy. If the President of such affiliate organization declines to serve as an Affiliate Trustee, the organization may designate another of its executive lay officers to serve as such affiliate organization's Affiliate Trustee. If such affiliate organization ceases to exist, there shall be no Affiliate Trustee for such affiliate organization.

(c) Service as Affiliate Trustee Not Counted for Term Limits

Service as an Affiliate Trustee shall not be counted for purposes of determining term limits on such individual's service as an Officer Trustee, as an Elected Trustee or as a Presidential Trustee.

SECTION 2.05 *Powers, Duties and Responsibilities of Trustees*

(a) Direct Affairs of Congregation

The Trustees shall direct the business of the Congregation.

(b) Committee Creation; Disbandment

The Trustees shall have the power to create and dissolve standing and ad hoc committees. Except as otherwise provided herein to the contrary, the President shall designate the chair or co-chairs of each committee; and the committee chair or co-chairs shall designate the committee members.

(c) Admission of Members; Acceptance of Resignations; Dues and Assessments

The Trustees shall elect individuals as new members of the Congregation in accordance with this Constitution and shall designate dues, building fund and other financial obligations of membership. The Trustees shall delegate to a committee of Trustees or to one or more Officers the sole responsibility for waiver of a portion or all of a member's financial obligations to the Congregation, and the name of such member and the nature and extent of such waiver shall remain strictly confidential and shall not be disclosed to the other Trustees or to any employee or other member of the Congregation. The Trustees shall receive written resignations of members of the Congregation and where a member has failed to fulfill such member's financial obligations to the Congregation the Trustees may take appropriate action to remove such members from the Congregation's membership.

(d) Approval of the Annual Operating Budget

The Trustees shall approve the annual operating budget for the Congregation in sufficient time that the annual operating budget can be presented to the members of the Congregation for approval by members at the Annual Meeting of the Congregation held immediately preceding the fiscal year for which such operating budget is applicable. Except as otherwise provided herein to the contrary, the aggregate expenditure of funds of the Congregation for any fiscal year (July 1 to and including the next following June 30) shall not exceed the aggregate expenditures for such fiscal year set forth in the annual operating budget for such fiscal year approved by the Congregation.

(e) Increase in Budgeted Receipts

When the Trustees have determined that receipts for any fiscal year will likely exceed receipts set forth in the approved budget for such fiscal year, the Trustees may, by a vote of not less than Two-thirds (2/3) of the Trustees present at a duly convened meeting of the Trustees, authorize expenditures for such fiscal year in excess of expenditures set forth in the approved budget, provided such the aggregate of such excess expenditures for such fiscal year shall not exceed the lesser of: (i) the aggregate amount by which the Trustees have determined that non-budgeted receipts for such fiscal are expected to exceed budgeted receipts for such fiscal year, or (ii) Ten percent (10%) of the aggregate expenditures set forth in the annual operating budget for such fiscal year approved by the Congregation.

(f) Emergency Expenditures

When the Trustees have determined that it is necessary to authorize aggregate expenditures for any fiscal year in excess of the amount of expenditures permitted under subsection (e) hereof, the Trustees may, by a vote of not less than Two-thirds (2/3) of the Trustees present at a duly convened meeting of the Trustees, (i) declare that an emergency exists in the finances of the Congregation that was not anticipated at the time the members of the Congregation adopted the annual operating budget such that such excess expenditures are necessary for the Congregation to continue operations, and (ii) authorize the expenditure of additional funds of the Congregation needed to meet such emergency situation. Not later than Ten (10) days after authorizing excess expenditures under this subsection (f) the Trustees shall provide written notice to all members of the Congregation setting forth (i) the aggregate amount of such excess expenditures approved under this subsection (f) and (ii) the reason(s) such excess expenditures are necessary.

(g) Disbursement of Funds of the Congregation

Each disbursement of funds of the Congregation made by check or otherwise shall require the written approval if (i.e., execution of the check or other disbursement authorization by) Two (2) Officers of the Congregation.

(h) Employment; Discharge; Compensation and Benefits of Congregation Employees

With the exception of the engagement of the Rabbi by the Congregation, the Trustees shall approve (i) the hiring of each employee of the Congregation and the involuntary discharge of any employee of the Congregation; and (ii) the compensation and benefits for each employee of the Congregation, including the compensation and benefits for the Rabbi. The Trustees may delegate to a committee of the Trustees the right to hire and to discharge employees of the Congregation, other than the Rabbi and the Executive Director, and to establish compensation and benefits for such employees.

SECTION 2.06 *Meetings of Trustees; Conduct of Meetings*

(a) Regular Meetings

The Trustees shall hold at least Eight (8) regularly scheduled meetings each fiscal year between July 1 of one calendar year and the next following June 30.

(b) Special Meetings of Trustees

The President may call special meetings of the Trustees at any time. Special meetings of the Trustees may be called at any time by a written demand for

special meeting signed by not less than Five (5) Trustees delivered to the President and to the Secretary, which written demand shall set forth in reasonable detail the matters sought to be acted upon at such special meeting. Upon receipt of such written demand, the President shall call a special meeting of the Trustees, for the purpose of acting on such matters not sooner than Ten (10) days, nor later than Twenty (20) days after the date the written demand was delivered. Notice of such special meeting shall set forth (i) the individual(s) calling for such special meeting and (ii) the matters sought to be acted upon at such special meeting.

(c) Notice of Meetings of Trustees

A notice of each regular meeting of the Trustees shall be published at least Three (3) weeks in advance of the meeting date in the regular bulletin of the Congregation that is mailed to members of the Congregation (currently "The Window"). Not less than Seven (7) days prior to the scheduled date of a special meeting of the Trustees, the Secretary shall give written notice of such special meeting of the Trustees to each of the Trustees (i) by U. S. Mail, and (ii) where a Trustee has provided the Secretary with an e-mail address, by e-mail. Notice of such special meeting of the Trustees shall also be sent to the members of the Congregation by an e-mail distribution, using the most current e-mail address list available at the time of e-mail distribution, and by prominently posting at least Three (3) notices of such special meeting in the building of the Congregation.

(d) Minutes; Records of Actions of Trustees

The Trustees shall keep accurate minutes of all proceedings of the Trustees, including all actions taken by the Trustees at each meeting. Such minutes shall be in sufficient detail that the minutes reflect the general tenor of discussion as well as the vote taken on each issue. Minutes of all meetings of the Trustees minutes shall be open at all reasonable times for inspection by any members of the Congregation at the office of the Congregation, except that the Trustees may, by a majority vote of the Trustees present at a duly convened meeting of the Trustees, declare that minutes of action taken at a closed, Executive Session, meeting of the Trustees not be made available for such inspection. At the request of any member of the Congregation, copies of minutes that may be inspected pursuant to the foregoing provisions will be provided at the actual copying cost of the Congregation.

(e) Quorum; Vote of Trustees

Unless the Articles of Incorporation or Ohio law or this Constitution requires a greater number of Trustees to be present, Eleven (11) Trustees shall constitute a quorum at any meeting of the Trustees. Unless the Articles of Incorporation or Ohio law or this Constitution requires a greater vote of Trustee, the vote of a simple majority of Trustees present at a meeting at which a quorum is present shall be necessary for the Trustees to act upon any matter brought before the Trustees. Unless the Articles of Incorporation or Ohio law or this Constitution

shall otherwise expressly provide to the contrary, the Trustees may act without a meeting if, but only if all Trustees sign a resolution approving such act.

(f) Open Meetings; Executive Session

Except as otherwise provided herein to the contrary, each regular and special meeting of the Trustees shall be open to all members of the Congregation who desire to attend and observe. Direct participation in discussion in any such meetings by members of the Congregation is encouraged, but may be limited for good cause by the chair of such meeting; provided that the Trustees may by an affirmative vote of a majority of Trustees present at such meeting either (i) overrule the chair's decision to close such meeting, or (ii) require such meeting to be closed if the chair declines to do so, so that the Trustees may conduct business in "Executive Session," for, but only for the purpose of discussing and/or taking action on (i) personnel matters, (ii) situations involving pending or threatened litigation or other proceedings, whether legal or administrative in nature, where counsel for the Congregation has recommended such matters be discussed in a closed meeting, or (iii) matters that involve special Board action relating to individual members, where such proceedings should be closed to the general membership out of respect for the feelings of the members involved.

ARTICLE 3 OFFICERS

SECTION 3.01 Title of Officers; Number; Qualifications

(a) Title of Officers; Number

There shall be Eight (8) Officers, as follows:

President

President-Elect

Three (3) Vice Presidents, one of whom shall be designated Financial Vice President, one of whom shall be designated Administrative Vice President and one of whom shall be designated Programming Vice President

Secretary

Treasurer

Immediate Past President

Each individual serving as an Officer shall be an Officer Trustee so long as such individual continues to serve as an Officer.

(b) Qualifications for Officers

In order to be an Officer, an individual must:

- (i) be a member of the Congregation in good standing at the time of becoming an Officer; and
- (ii) at the time of becoming an Officer have served at least one full consecutive year as a Trustee or as a member of a standing Congregation committee, or at least one full consecutive year partly as a Trustee and partly as a member of a standing committee of the Congregation.

If an Officer ceases for any reason to be a member of the Congregation in good standing, such individual shall automatically cease to be an Officer as of the date such individual ceases to be a member of the Congregation in good standing.

SECTION 3.02 *Officer Term Limits, Election; Vacancy*

(a) Officer Term Limits

No individual shall serve more than Four (4) consecutive full years in the same office. An individual who has served Four (4) consecutive full years in the same office may, however, continue to serve in another office. If an individual has served in the same office for Four (4) consecutive full years at the end of the first year of any Two (2) year term of such office, such individual's service in such office shall nevertheless terminate as of the end of such Four (4) consecutive full years, and such termination shall create a vacancy in such office for the remainder of such Two (2) year term. A full year term commences on July 1 of one calendar year and ends on the next following June 30. Any part of a year that does not begin on July 1 shall not be counted as a full year. An individual whose service in any office has terminated for any reason, including by reason of the foregoing Four (4) consecutive full year limitation, shall become eligible to serve again in such office after Two (2) consecutive full years have elapsed since such individual ceased to serve in such office.

(b) Officer Service Aggregated With Service as an Elected Trustee, Presidential Trustee or Affiliate Trustee

No individual who has served for more than Four (4) consecutive full years as a Trustee, whether as an Officer Trustee, an Elected Trustee or Presidential Trustee, or as a combination of Officer Trustee, Elected Trustee and/or Presidential Trustee, may continue to serve as a Trustee after such individual ceases to be an Officer Trustee.

(c) Filling Vacancy in Office

If an individual ceases to serve as an Officer for any reason, including, but not limited to, such individual's becoming an Elected Trustee or an Affiliate Trustee, the vacancy in such office thereby created shall be filled promptly by appointment of an individual by the Trustees for the period ending with June 30 next following the date the vacancy occurred. At the Annual Meeting of the Congregation next following the date such vacancy occurred, the Congregation shall elect an individual to complete the unexpired term, if any, of such office that has become vacant.

(d) Removal of Officer

Any individual serving as an Officer may be removed as an Officer and as an Officer Trustee for cause by the affirmative vote of not less than Fifteen (15) of the Trustees. Not less than Thirty (30) days prior to the scheduled date for the meeting of the Trustees to vote on such removal, the Officer whose removal is sought shall be notified in writing by the Secretary of the reason(s) for such proposed removal. The Elected Trustee whose removal is the subject of such vote shall not participate in such vote.

SECTION 3.02 *Duties of Officers*

(a) President

The President shall be the chief executive officer of the Congregation and shall have, possess and be entitled to exercise all of the inherent powers that the chief executive officer of a not-for-profit corporation may have, possess or exercise under Ohio law and generally. The President shall preside at all meetings of the Congregation and at all meetings of the Trustees. In addition to other powers of the President under this Constitution, the President alone shall have the power to appoint and remove committee chairs accept as otherwise herein provided to the contrary.

(b) The President-Elect

The President-Elect shall succeed to the office of President when and if such office becomes vacant for any reason. In the event of the temporary absence or other inability of the President to serve, the President-Elect shall assume the duties of the President. In addition, the President-Elect shall perform such duties as shall from time to time be assigned by the President or the Trustees.

(c) Vice Presidents

Each of the Vice Presidents shall perform such duties as shall be assigned by the President or the Trustees. In addition, each of the Vice Presidents shall work

closely with the Rabbi and the Executive Director in those areas which are the particular domain of that Vice President. In general, the duties of the three Vice Presidents are described as follows:

The Financial Vice President shall be primarily responsible for overseeing the financial stability of the Congregation, including pledges for dues, building fund annual campaign and other fund-raising activities; and collection of current and delinquent pledges and assessments of members. In addition the Financial Vice President shall work closely with the Treasurer to make sure that accounts of the members of the Congregation are accurate, that correct bills to members of the Congregation are processed and mailed on a timely basis, that payments are made in appropriate amounts and in a timely manner to employees, vendors and others entitled to payments from the Congregation, and in general that the funds of the Congregation are being handled appropriately.

The Administrative Vice president shall be responsible for overseeing the administrative functions of the Congregation, including office operations and maintenance of land, buildings and physical property, together with overall supervision of staff of the Congregation involved with office operations and plant maintenance.

The Programming Vice President shall be primarily responsible for overseeing the programmatic functions for members of the Congregation, including education, religious practices, special events, fund raising and member engagement.

(d) Treasurer

The Treasurer shall be primarily responsible for receiving and disbursing the funds of the Congregation and for accounting therefor and for timely preparation and distribution of monthly and annual income and expense and other financial reports of the financial status of the Congregation to the Trustees and to the members of the Congregation. The Treasurer shall arrange for the opening, maintenance and closing of savings, checking, brokerage and other financial accounts of the Congregation, and for deposits into such accounts and withdrawals from such accounts when signed by any two Officers. In addition the Treasurer shall work closely with the Financial Vice President to make sure that accounts of the members of the Congregation are accurate, that correct bills to members of the Congregation are processed and mailed on a timely basis, that payments are made in appropriate amounts and in a timely manner to employees, vendors and others entitled to payments from the Congregation, and in general that the funds of the Congregation are being handled appropriately. The Treasurer shall initiate and oversee preparation of the annual operating budget of the Congregation. The Treasurer shall arrange for appropriate fidelity bonds for those Officers and such fidelity bond should cover employees the Trustees determine. Immediately upon completion of the term of office, the retiring

Treasurer shall deliver to the incoming Treasurer all moneys, accounts, books and papers held by virtue of office.

(d) Secretary

The Secretary shall attend all meetings of the Trustees and all meetings of the members of the Congregation. The Secretary shall be primarily responsible for timely preparation and distribution of, and for retention in safekeeping complete records of all actions and other proceedings taken at each such meeting. At the Annual Meeting of the Congregation, the Secretary shall render in writing a report of the proceedings of the prior year's Annual Meeting. The Secretary shall keep a record of membership and shall prepare such correspondence and communications and execute such documents in the name of the Congregation as directed by the Officers and Trustees and as required by the office of Secretary. Upon completion of the term of office, the retiring Secretary shall immediately deliver to the incoming Secretary all records and documents held by virtue of office.

(e) Immediate Past President

The Immediate Past President shall chair the Nominating Committee. In addition, the Immediate Past President shall perform such duties as shall from time to time be assigned by the President or the Trustees.

ARTICLE 4 NOMINATING PROCESSES FOR TRUSTEES AND OFFICERS

SECTION 4.01 Nominating Committee; Membership

(a) Nominating Committee Membership; Chair

At least Eight (8) weeks prior to the Annual Meeting, a Nominating Committee shall be appointed by the President to propose candidates for the various positions to be filled. The Nominating Committee shall consist of the Immediate Past President as chair (and if the Immediate Past President is unable or unwilling to act, then a chair appointed by the President) and not less than Four (4) other members, no more than Two (2) of whom shall be either present Trustees or members of the Congregation who have served as Trustees during the current year or during either of the immediately preceding fiscal years.

(a) Nominating Committee Members May Be Nominated

Any individual serving as a member of the Nominating Committee may be nominated to serve as, and may accept nomination by the Nominating Committee as an Elected Trustee or as an Officer notwithstanding such individual's service as a member of the Nominating Committee that makes such nomination. Service as

a member of the Nominating Committee shall not prevent any individual from being elected as to such nominated Elected Trustee or Officer position.

SECTION 4.02 *Nominating Procedures; Elections*

(a) Nominations Presented to Members in Advance of Annual Meeting

Names of the candidates for Elected Trustee and for Officers shall be submitted in writing, with a copy of this Article, to members of the Congregation at least Three (3) weeks prior to the Annual Meeting.

(b) Nominations by Congregation Members

Additional qualified candidates may be nominated to serve as Officers or as Elected Trustees by nominating petitions delivered to the President at least Seven (7) days prior to the Annual Meeting and signed by not less than Ten (10) members of the Congregation who are themselves members in good standing at the time such petition is signed.

(c) Vote Required to Elect Officers and Elected Trustees

The Annual Meeting, the candidate nominated to serve as an Officer or as an Elected Trustee who receives the most votes shall be elected to the position for which such individual was nominated. Ties shall be resolved by the toss of a coin. Votes for candidates at the Annual Meeting shall be by voice vote unless, at the time the matter of election of Officers and Elected Trustees first brought before the meeting, not less than Ten (10) members of the Congregation request that voting for all candidates be by secret ballot, in which circumstance, voting for all candidates for Officers and Elected Trustees shall be by written secret ballot. Any time a secret ballot is required, the President shall designate Two (2) or more of the members present at the meeting as ballot counters to count the secret ballots and to announce the results. The determination of the number of secret ballots cast for each candidate as announced by such ballot counters shall be binding on the candidates and on the Congregation.

ARTICLE 5 RABBI

SECTION 5.01 *Duties*

The Rabbi shall perform the traditional rabbinical and pastoral duties and from time to time report on the state of the ministry to the Board of Trustees.

SECTION 5.02 *Election of the Rabbi*

- (a) The election of the Rabbi for an initial term not exceeding three years shall take place at a Congregation's Annual Meeting of the Congregation or at a special

meeting of the Congregation preceding the commencement of the Rabbi's term of service. It shall be by written secret ballot requiring the votes of sixty percent of all members present and voting to elect.

- (b) Re-election of the Rabbi shall be by written secret ballot at the Annual Business Meeting requiring an affirmation vote by sixty per cent of all members of the Congregation present and voting.
- (c) If the relationship with the Rabbi is "continuing", i.e., the Rabbi has been elected for a period that continues unless and until terminated either by the Rabbi or by the Congregation whether the relationship can be terminated by the Congregation for any reason, whether or not cause exists, only at a special meeting of the Congregation called and held for that purpose. This special meeting shall be called by the President in accordance with **Error! Reference source not found..** An affirmative vote by written secret ballot by more than fifty percent of all members present and voting at such special meeting of the Congregation shall be necessary to terminate the continuing relationship with the Rabbi.

SECTION 5.03 Congregational Relationship

The relationship between the Congregation and the Rabbi shall be guided by the practices and procedures of the Union for Reform Judaism and the Central Conference of American Rabbis.

SECTION 5.04 Termination

- (a) Unless the Rabbi expressly agrees in writing to a shorter period, termination of such continuing relationship with the Rabbi shall not be effective until the end of the Congregation's fiscal year that ends more than six months after the date of the special meeting at which such continuing relationship was terminated. If the Congregation fails to elect a Rabbi at said Annual Meeting, the President shall call additional meetings until sixty percent of all members voting shall elect another Rabbi.
- (b) Should charges be brought against the Rabbi that could result in termination of employment, the Rabbi shall be promptly informed in writing by the Board of Trustees of the nature of the charges and shall be invited to appear before an open meeting of the Board to discuss such charges.
- (c) Removal of a Rabbi for cause shall be determined at a special meeting of the Congregation called and held for that purpose. This special meeting shall be called by the President in accordance with **Error! Reference source not found..** An affirmative vote by written secret ballot by more than sixty percent of those members present and voting shall be necessary to dismiss the Rabbi for cause. The relationship between the Congregation and the Rabbi shall terminate at the conclusion of such special meeting if the Congregation votes to terminate the relationship with the Rabbi for cause, provided that the Board of Trustees may continue the relationship on a

month to month basis through the end of the fiscal year of the Congregation in which such special meeting was held.

ARTICLE 6 AMENDING THE CONSTITUTION

SECTION 6.01 Procedure

- (a) Any proposal to alter, amend, or repeal this Constitution, in whole or in part, shall be presented in writing to a meeting of the Board of Trustees, and shall lie upon the table for a period of AT LEAST one month before being acted upon, when it shall require a vote of the majority of the Board members present and voting to submit the proposal to the Congregation at the next Annual Business Meeting. However if by a separate vote a majority of the Board of Trustees so directs, the President shall call a special meeting of the Congregation to vote on the amendment.
- (b) Approval of a proposed amendment by a decision of the Congregation shall require not less than a vote of two-thirds of the members present and voting.

SECTION 6.02 Petition for Amendment

Amendments may also be proposed by a petition signed by twenty percent of the membership. Such proposed constitutional changes, when submitted to the President in writing, shall make it mandatory for the President to call a special meeting of the Congregation in accordance with **Error! Reference source not found.** The Congregation shall be notified within five days after the President has received said Petition. A two-thirds vote of those members present and voting shall be required for the adoption of the proposed amendments.

ARTICLE 7 RULES OF PROCEDURES

Temple Beth Shalom has incorporated as a non-profit corporation under the Laws of the State of Ohio. For parliamentary procedure, Roberts Rules of Order, Newly Revised, shall apply when not in conflict with state laws, Articles of Incorporation, or the provisions of this Constitution.

ARTICLE 8 ADOPTION OF BY-LAWS

The board shall have the power to adopt, modify, or revoke from time to time as it deems appropriate, such bylaws for the operation of the congregation as are not inconsistent with the provisions of the articles of incorporation, this constitution and any applicable provisions of law.

ARTICLE 9 POLICY MANUAL

The Board of Trustees shall make available to the Congregation a Policy Manual specifying all customs and policies that are not provided for in this Constitution and have been adopted by the Board or any other duly-formed Temple Beth Shalom bodies.

ARTICLE 10 AUXILIAIRES

The Congregation MAY UPON APPROVAL OF THE BOARD have such auxiliary organizations as shall from time to time be established and organized by the members. The activities of all auxiliary organizations of this congregation shall always be conducted in such a manner as will advance the best interests of the Congregation. The Bylaws and other regulations of all auxiliary organizations shall be consistent with the Constitution and Policies of the Congregation.

ARTICLE 11 PROHIBITED ACTIVITIES

No member of the congregation shall receive any earnings or pecuniary profit from the operations of the congregation. This shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the congregation in carrying out any of its tax-exempt purposes. Notwithstanding any other provision of this constitution, no officer, employee, member, director, or representative of the Congregation shall take any action or carry on any activity by or on behalf of the Congregation not permitted to be taken or carried on by an organization exempt under section 501c(3) of the IRS and regulations promulgated thereunder, as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under section 170c(2) of such code and regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

ARTICLE 12 INDEMNIFICATION

The Congregation shall indemnify each of its Officers and Trustees, whether or not then in office, against all reasonable expenses actually and necessarily incurred by such person, including such expenses incurred in any civil, criminal or administrative suit or proceeding to which he/she may have been made a party because he/she is or was a Trustee or Officer. Such person shall have no right to reimbursement, however, in relation to matters as to which he/she was derelict in the performance of his/her duty by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his/her office. The right to indemnification for expenses shall also apply to expenses of suits which are comprised or settled if the court having jurisdiction of the action shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Trustee or Officer may be entitled.

ARTICLE 13 DISSOLUTION OR MERGER

In the event of the dissolution or merger of the Congregation, no officer, director, employee, member, or representative of the synagogue shall be entitled to any distribution or division of its remaining property, assets, or proceeds. The balance of all money and other assets or property owned, held, or received by the congregation from any source, after the payment of all debts and obligations of the congregation, shall be used exclusively for exempt purposes within the intention and purpose of the IRS code as it now exists or may be amended from time to time, or it shall be distributed to an organization or organizations exempt under said section of the Internal Revenue Code as the same shall then exist. Moreover, any such use or distribution

of the money or property of the Congregation shall be in accord with the synagogue's purpose as set forth above, and, to the extent possible, shall promote similar or related purposes.

Document History

A. *Originally Adopted by Temple Beth Shalom Congregation March 5, 1978*

B. *Amendments*

- i. May 17, 1981
- ii. May 23, 1982,
- iii. May 15, 1983
- iv. May 18, 1986
- v. May 17, 1987
- vi. May 20, 1990
- vii. Style changes not affecting content, March 12, 1998
- viii. May 16, 2004
- ix. May 15, 2005

