

CONSTITUTION AND BY-LAWS
of
OHEV TZEDEK-SHAAREI TORAH CONGREGATION
(As Amended June 29, 2016)

ARTICLE I: NAME:

The name of this Congregation shall be OHEV TZEDEK-SHAAREI TORAH CONGREGATION.

ARTICLE II: OBJECT

The object of this Congregation shall be to establish and maintain a Conservative Synagogue with such educational, religious, social and recreational activities as will further the cause and objectives of the Synagogue and the traditions of Judaism.

ARTICLE III: AFFILIATION

This Congregation shall be affiliated with the United Synagogue of America.

ARTICLE IV: MEMBERSHIP

Section 1. Any person of Jewish faith, who has reached his/her eighteenth (18th) birthday, shall be eligible for membership.

Section 2. Memberships shall be of the following categories:

A. Family Membership: Such membership shall be extended to married couples and shall entitle husbands and wives to all membership privileges, and each couple shall be entitled to two votes, provided both husband and wife are present at the place and time of voting. Any spouse of a former member shall enjoy the same rights and privileges of a family membership, provided he or she maintains their membership.

A non-Jewish spouse of a Temple member paying dues at the family rate shall be recognized as part of the Temple family and shall enjoy all membership privileges with the exception of religious participation not approved by the Ritual Committee or the Rabbi.

A non-Jewish spouse or children of an interfaith marriage may be buried in the oval area of the Ohev Tzedek Cemetery or in a separate section of the new area of the cemetery with the following stipulations:

A. Participants at the burial service shall be at the Rabbi's discretion but shall not include non-Jewish ritual.

B. The tombstone shall not have any non-Jewish symbols engraved on it.

All children who have not yet reached their eighteenth (18th) birthdays shall be included in such family membership without the right to vote.

Any spouse of a former member shall enjoy the same rights and privileges of a Family Membership.

B. Individual Membership: Such membership shall be extended to unmarried men and women.

C. Honorary Membership: The Board of Directors shall reserve the right to bestow honorary membership upon any deserving person upon two-thirds (2/3) favorable vote of the members present at any meeting of the Board.

D. Special Membership: Any and all special rights and privileges extended to any individual member recorded on the permanent records books of the Congregation before the ratification of the this Constitution (1973) shall continue to enjoy the same rights and privileges of such membership until and unless revoked by two-thirds (2/3) vote of the Board of Directors present at a special meeting called for that purpose.

Section 3. Applications: Application for membership shall be made in writing to the Congregation through the Membership Committee which shall report such applications to the Board of Directors or to the Congregation at any of its regular meetings or special meetings called for that purpose. A majority oral vote of those present and voting shall constitute acceptance.

Section 4. Suspension and Expulsion:

A. A member may be suspended or expelled for cause for any of the following reasons:

- 1) Failure to pay dues for a period of one (1) chargeable fiscal year.
- 2) Conduct which may bring discredit upon the Congregation and/or the community.

B. Provided, however, written notice shall have been given by Registered Return Receipted Mail to such member, notifying him/her of the suspension or expulsion within a thirty (30) day period after valid written accusations shall have been made to the Board of Directors, through the Membership Committee signed by at least three (3) members in good standing of the Congregation.

C. A private hearing before a special committee of not more than five (5) members of the Board of Directors appointed by the President shall be forwarded the accused member in order to defend him or herself. Said committee shall report their findings to the Board of Directors or Congregation at a special meeting called for the purpose. A two-thirds (2/3) majority vote of the members present and voting shall be required for suspension or expulsion.

D. A suspended member may after six (6) months or upon payment of all past indebtedness at any time after suspension, apply for reinstatement to membership in the same manner as a new applicant.

E. An expelled members may apply for reinstatement to membership. Such application shall be made in writing to a committee of no less than five (5) members appointed by the President. At least three (3) members of said committee shall be members of the Board of Directors at the time of said expulsion. Upon a favorable recommendation by said committee, it shall take a two-thirds (2/3) majority vote of the members present and voting of the Board of Directors or Congregation at a special meeting called for that purpose to constitute acceptance.

Section 5. Mixed Marriages: All questions relating to applications for membership of parties to mixed marriages shall be referred to the Rabbi and the President for recommendation to the Membership Committee.

Section 6. Standing:

A. A member shall be considered in good standing unless under suspension or expulsion.

B. A member in good standing shall be entitled to a card of withdrawal, provided he is not indebted to the Congregation for a term of no longer than twelve (12) months. Application for said withdrawal shall be honored by a favorable majority vote of the Board of Directors. Request for re-admission after one (1) years shall be considered a new application for membership.

ARTICLE V: DUES

Section 1: Establishment of Dues: Each member shall pay such minimum dues and/or assessments as shall be determined by the Board of Directors with the approval of the majority of the Congregation at a meeting called for that purpose. Due written notice shall have been given at least thirty (30) days before such special meeting is to take place to each member on record on the books of the Congregation.

Section 2: Special Consideration: Any request for “special consideration” as to the payment or payments of dues and/or assessments by any member shall be submitted to a special committee appointed by the President. The findings of said committee shall be considered final and accepted by the Congregation without reservation.

ARTICLE VI: PRIVILEGES OF FULL MEMBERSHIP

Section 1. A member in good standing may enjoy the following privileges, among others:

- A. Attend and have a voice at any meeting of the Congregation, Board of Directors of Committee.
- B. Have a vote if a legal member of the Board of Directors or committee, and at any Congregational meetings.
- C. Hold any office in the Congregation.
- D. Participate in worship at any scheduled service conducted by the Congregation.
- E. Enroll his/her children in Religious and/or Sunday School system conducted by the Congregation.
- F. Use the facilities offered by the Cemetery of the Congregation as prescribed by the Cemetery Committee of the Congregation in the permanent records of the Congregation on file at the time of the need or request.
- G. The use of the Synagogue Sanctuary and/or Chapel shall be limited to full members unless such use shall be approved by the Executive Committee.

Section 2. Associate Members

- A. An Associate Member must be a full member in good standing of another Congregation.
- B. They may enjoy the privilege of participating in worship at any scheduled service conducted by the Congregation.
- C. The intent of an Associate Membership is for financial support of the Congregation and privileges are limited as outlined in Items A & B above of Section 2.

ARTICLE VII: MEETINGS

Section 1. Annual Meetings

- A. The Annual Meeting of the Congregation shall take place during the week following Shavuot, or as soon thereafter as is feasible. The President shall give written notice through the office of the Secretary of said Annual Meeting to each member in good standing on record of the Congregation no less than fourteen (14) days prior to the holding of such meeting.

B. The report of the Nominating Committee of the slate of proposed Officers, Trustees and members of the Board of Directors for the ensuing year shall be included in said notice, together with any other nominee properly submitted. Officers and Committee Chairs shall submit written annual reports at the meeting.

Section 2 Elections

A. Elections by closed ballot of the Officers, Board of Directors and Trustees shall take place at the Annual Meeting. In addition to the slated presented by the Nominating Committee, other nominations may be made over the signature of five (5) members presented at least twenty-one (21) days prior to the Annual Meeting to the Corresponding Secretary.

B. Report of the President of his/her year of stewardship shall be made at the Annual Meeting. Such reports shall be made part of the Minute of said meeting.

C. Reports of each of the Standing Committees of their year's activities shall be made at the Annual Meeting. Such reports shall be made part of the Minutes of said meeting.

D. The year-end properly audited written financial report of the Treasurer shall be made at the Annual Meeting. Such report shall be made part of the Minutes of said meeting.

Section 3. Special Meetings

A. Special meetings of the Congregation may be called by the President at his/her discretion.

B. Written notice shall be given to each member of the Congregation at least five (5) days prior to the holding of such meeting stating the purpose of said meeting.

C. A special meeting of the Congregation shall be called by the Preside at the written request sent to him/her signed by at least fifteen (15) members in good standing of the Congregation, or by a call for such duly requested special meeting to be held within five (5) days after said request is received. The First Vice-President or any Officer in succession of rank shall call said special meeting.

Section 4. Quorum

A. Fifteen (15) members shall constitute a quorum for the transaction of business at any meeting of the Congregation.

B. Ten (10) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5. Procedure: All meetings shall be governed by Robert's Revised Rules of Order.

ARTICLE VIII: OFFICERS

Section 1. Elected Officers: The elected officers of the Congregation shall be the President, Fund Raising Vice-President, Budget and Finance Vice-President, Membership Vice-President, Financial Secretary, Corresponding and Recording Secretary, and Treasurer.

Section 2. Duties of Officers

A. President: It shall be the duty of the President to preside at each meeting of the Congregation and Board of Directors. He or she shall appoint the members of all Standing Committees and such special committees as he or she may be directed from time to time by the Board of Directors and/or Congregation at the Annual Meeting. He shall co-sign together with the Treasurer all vouchers drawn upon the funds on deposit of the Congregation. He shall sign all contracts, deeds, agreements and any other documents upon resolution of the Board of Directors and/or Congregation.

B. Fund Raising Vice-President: It shall be the duty of the Fund Raising Vice-President to discharge the duties of the President in his or her absence or inability to serve. Said Vice-President shall also serve as chair of the Fund Raising Committee.

C. Finance and Budget Vice-President: It shall be the duty of the Finance and Budget Vice-President to discharge the duties of the Fund Raising Vice-President in his or her absence or inability to serve. Said Vice-President shall also serve as Chair of the Finance Committee.

D. Membership Vice-President: It shall be the duty of the Membership Vice-President to discharge the duties of the Finance and Budget Vice-President in his or her absence or inability to serve. Said Vice-President shall also serve as Chair of the Membership Committee.

E. Financial Secretary: It shall be the duty of the Financial Secretary to keep all records of indebtedness of each member of the Congregation, to use his or her office to effectuate the prompt and proper payment of the indebtedness and to submit such reports and records as may be required from time to time by the Board of Directors. The Financial Secretary shall serve on the Finance and Budget Committee of the Congregation.

F. Treasurer

1) It shall be the duty of the Treasurer to receive all monies paid to the Congregation, giving proper receipt therefore, and deposit such moneys in the designated depository. Said Treasurer shall make such withdrawals signed by he or she and the President that shall be necessary for the proper conduct of the business of the Congregation.

2) The Treasurer shall keep such records of accounts of the finances of the Congregation as shall be deemed necessary in order to give adequate information to be audited and submitted to the Congregation at its Annual meeting and/or Board of Directors as requested by it.

3) The Treasurer shall serve on the Budget and Finance Committee of the Congregation.

G. Corresponding and Recording Secretary

1) It shall be the duty of the Corresponding and Recording Secretary to properly and duly record all minutes of each regular and/or special meeting of the Board of Directors and/or Congregation.

2) Said Secretary shall also cause to have typed or printed the Temple Minutes into the permanent record book of the Congregation as determined by the Board of Directors, and to read such Minutes of the preceding meeting at each meeting; to read when called upon and cause to be answered any correspondence upon the instructions of the President, and to discharge any other such duties as he or she may be called upon by the President consistent with the duties of Secretary.

3) It shall further be the duty of the Corresponding and Recording Secretary to be charged with the responsibility of any publication of the Congregation posted and/or sent to the Membership.

4) It shall further be the responsibility of the Corresponding and Recording Secretary to maintain a separate Policy Book which shall incorporate all motions passed regarding policy at Board of Directors or Congregational meetings relating to congregational or cemetery matters.

5) It shall further be the duty of the Corresponding and Recording Secretary to be charged with the responsibility of any publication of the congregation posted or sent to the membership.

Section 3 Term of Office: An Officer is elected for a two-year term. No Officer may succeed him or herself after three consecutive terms without at least a two-year interval before re-election.

Section 4. Vacancy: In the event of death, resignation, or inability to serve of any Officer, such vacancy shall be filled by the Board of Directors elected by a majority of the votes cast at the meeting following such vacancy.

ARTICLE IX: PAID PERSONNEL

The Board of Directors may authorize the employment of the services of a paid secretary to discharge all and/or any of the duties of Corresponding and Recording Secretary as shall be determined by the House Committee after consultation with the Corresponding

and Recording Secretary. Any such contract shall be binding for a term no longer than and coinciding with the existing term of office of the President and may be renewed by the Board of Directors for each subsequent year.

ARTICLE X: BOARD OF DIRECTORS

Between the Annual Meetings of the Congregation, all authority for the conduct of the business of the Congregation shall be vested in the Board of Directors.

Section 1. Membership

A. All Past-Presidents of the Congregation, currently elected Officers and Trustees and the President in office of the Sisterhood, together with twenty-five (25) additional members of the Congregation shall constitute the Board of Directors. This will take effect with the 1980 Congregational elections.

B. The membership of the Board of Directors shall be increased in such numbers as shall represent fifteen percent (15%) of the total membership on record of the Congregation forty-five (45) days prior to the Annual Meeting.

C. Proper written notification by the Financial Secretary of the change in status of the number of the membership of the Board of Directors for the subsequent year shall be given to the Nominating Committee in sufficient time to insure the proper discharge of its duty.

Section 2. Special Duties

A. The Board of Directors shall be charged with the responsibility and control of all properties, real and otherwise, of the Congregation.

B. The advice, counsel and recommendations of the Ritual and/or School Committee shall be considered by the Board of Directors before determining policy relative to their individual responsibilities.

Section 3. Vacancy: In the event of death, resignation or inability to serve of a member of the Board of Directors, such vacancy shall be filled by a majority of the members present at the meeting following the official notification of such a vacancy to fill such unexpired term.

Section 4. Executive Committee

A. There shall be an Executive Committee which shall consist of the President, Vice-Presidents, Financial and Recording Secretaries, Treasurer, Trustees, Past-Presidents, Sisterhood President (if Temple member).

B. The duties of the Executive Committee shall be to handle and deal with the affairs of the Congregation, subject to the approval of the Board of Directors and to make such recommendations as it shall deem necessary.

C. One member of the Executive Committee shall be appointed to the Cemetery Committee.

ARTICLE XI: TRUSTEES

Section 1. Election: There shall be an elected Board of Trustees consisting of three (3) members elected at the Annual Meeting of the Congregation. Eligibility for membership on the Board of Trustees requires that the person shall have served as a member of the Board of Directors for at least one (1) year.

Section 2: Duties

A. It shall be the duty of the Trustees to take charge of the physical properties of the Congregation and to insure the property maintenance and upkeep of these properties.

B. It shall further be the duty of the Trustees to see to the proper maintenance and running of the cemetery of the congregation, together with the Cemetery Committee appointed for that purpose.

Section 3. Term of Office

A. The term of office for each trustee shall be two (2) years and they shall be elected at the regular Temple Election.

B. No Trustee may succeed him or herself for more than two (2) two-year terms without at least one (1) two-year interval before re-election.

Section 4. Vacancy: In the event of death, resignation, or inability to serve of any Trustee, such vacancy shall be filled by the Board of Directors by the majority of the votes cast at the meeting held after such vacancy occurs.

ARTICLE XII: THE RABBI AND THE CANTOR

Section 1: The Pulpit of this Congregation shall be occupied by an ordained Rabbi approved by one of the recognized Rabbinical groups.

Section 2: The Rabbi and the Cantor shall be elected at a meeting of the Board of Directors.

Section 3: The Rabbi shall be charged with the direct responsibility of the educational and religious institutions and/or programs established and maintained by the Congregation under the supervision and/or instruction of the Board of Directors.

Section 4: The Cantor shall be responsible for the musical program and activities of the Congregation and shall be guided in the performance of his or her duties by the Rabbi and the Ritual Committee.

Section 5: The Rabbi and/or Cantor shall perform such functions and/or duties as may be required by the Board of Directors from time to time, consistent with the highest standards established by the United Synagogue of America for the best interests of the Congregation.

Section 6: The Rabbi shall have jurisdiction over the Cantor and/or Choir and Gabbaim on the Pulpit at any religious activity of the Congregation.

Section 7. The Rabbi shall have the overall responsibility of implementing the aims and objectives of the Congregation. He or she shall enjoy the freedom of the pulpit. At the same time, he or she 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 his or her duties.

ARTICLE XIII: GABBAIM

Section 1. Appointment

A. There shall be appointed by the President to serve during his or her administration two (2) Gabbaim who shall be known as Gabbai Rishon and Gabbai Sheni to discharge their duties and responsibilities as prescribed in this Constitution.

B. It shall be further understood that the Gabbai Sheni shall act only in the absence of the Gabbai Rishon, and then upon consultation with him or her if feasible.

Section 2. Duties: It shall be the duty of the Gabbai to be charged with the responsibility of the Torahs as to their proper care and preparation for use; the administration at and the insuring of the maintenance of the Daily Minyan; the serving on the Ritual Committee; the administration of the Aliyah Program as outlined for him by the Ritual Committee for the High Holy Days and Holidays; and any other such duties as may from time to time arise of religious nature relative to the duty of the Gabbai.

ARTICLE XIV: STANDING COMMITTEES

Section 1. Appointment of Committees: The President shall appoint the Chairperson and members of the Standing Committees not later than thirty (30) days after election.

Section 2. Duties of Committees: The Standing Committees and their duties shall be as follows:

A. Finance and Budget Committee

- 1) It shall be the duty of the Finance and Budget Committee to present to the Board of Directors the budget for the ensuing year by which the finances of the Congregation shall be governed within thirty (30) days after appointment.
- 2) This Committee may employ the services of an accountant.
- 3) The Finance and Budget Vice-President shall serve as Chairperson of this Committee.

B. School Committee

- 1) It shall be the duty of the School Committee to be charged with the responsibility of the administration of the Educational system for children, excluding Adult Education.
- 2) The School Committee shall be empowered to engage any and all members of the Teaching Staff of said Education Organization upon the recommendation of the Rabbi and/or Principal.
- 3) All actions of the School Committee shall require prior consent of the Board of Directors.
- 4) The advice and experience of the Rabbi should be consulted by said Committee for the best performance of their duty.

C. Ritual Committee

- 1) The Ritual Committee shall consist of at least three (3) members which shall include the Gabbai or Gabbaim of the Congregation.
- 2) The Rabbi shall be considered the authority on procedure used by this Committee in the discharge of its duties in the conduct of each religious service, weddings, funerals, B'nai Mitzvot and/or other services conducted from the pulpit of the Congregation.
- 3) Any major changes of a ritual nature shall require the approval of the Board of Directors.

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D. Membership Committee

- 1) It shall be the duty of the Membership Committee to review any application for membership submitted to the Congregation and/or to submit its recommendations to the Board of Directors.
- 2) It shall further be the duty of the Membership Committee to assume responsibility for the retention of the membership of the Congregation and to initiate leadership to insure proper growth of the Congregation's membership roster.
- 3) The Membership Vice-President shall serve as Chairperson of this Committee.

E. Adult Education Committee

- 1) It shall be the duty of the Adult Education Committee to be charged with the responsibility of developing and implementing a program of adult education for the Congregation.
- 2) The advice, counsel and supervision of the Rabbi and/or teaching staff should be utilized in the discharge of the duty of this Committee.

F. Community Relations Committee: This Committee shall consist of at least two (2) members who shall also serve as representatives of the Congregation to the Jewish Community Relations Council of the Jewish Federation of Youngstown and/or other community organizations engaged in community relations work if and when called upon.

G. Youth Activities Committee:

- 1) It shall be the duty of the Youth Activities Committee to assume responsibility for the development and implementation of a program or programs for the benefit of the youth of the Congregation.
- 2) This Committee shall coincide its responsibilities and activities with the like committee of any auxiliary organization within the framework of the Congregation.

H. Social Committee: It shall be the duty of the Social Committee to assume responsibility for the development from time to time of a program of social activities for the benefit of the membership of the Congregation.

I. Welfare Committee: It shall be the duty of the Welfare Committee to report on the well-being of the members of the Congregation; to make visitations to the sick and needy; make condolence calls and to perform any other activity to uplift and maintain the highest morals of the membership on the broadest principles of humanity.

J. House Committee

- 1) It shall be the duty of the House Committee to be charged with the responsibility of supervising the use of the physical properties of the Congregation.
- 2) It shall be the duty of this Committee to formulate a schedule of rates and/or fees to be charged to any organization, group, or individual contracting to use the facilities of the Congregation. Such written rate schedule shall be on file with the Corresponding Secretary for inspection of such prospective lessee.
- 3) It shall be the duty of this Committee to engage the duties of a Custodian and such other personnel as may be deemed necessary for the proper maintenance of the building and offices.
- 4) No commitments by any member of the Congregation shall be made to any one for the use of any facilities of the Congregation without the written consent of the Chairman of the House Committee.
- 5) Any function open to the public held on or in the property of the Congregation shall first have the written consent of the Board of Directors upon the recommendation of the House Committee.

K. Nominating Committee:

- 1) The Nominating Committee shall consist of five (5) members, three (3) of whom shall be members of the Board of Directors, and two (2) shall be chosen from the membership at large.
- 2) It shall be the duty of the Nominating Committee to present in writing to the Board of Directors and the entire Congregation a Slate of Officers, Trustees and Board of Directors for the ensuing term at least thirty (30) days prior to the Annual Meeting.
- 3) Written notice of the Slate, together with notice of the Annual Meeting shall be sent to the entire Membership on record of the Congregation at least fourteen (14) days prior to election at the Annual Meeting.
- 4) The Nominating Committee shall place in nomination for Temple offices only the names of members of the Congregation who are presently serving on the Board of Directors or who have previously served at least one full term as a member of the Board of Directors.

L. Cemetery Committee

- 1) It shall be the duty of the Cemetery Committee to be charged with the responsibility of the administration and maintenance of the Cemetery of the Congregation.
- 2) This Committee shall keep a record of its own accounts together with the proper records necessary for the orderly conduct of its business.

- 3) There shall be at least a Chairperson, Secretary and Treasurer of this Committee appointed from among the membership of said Committee.
- 4) Any vouchers of expenditure shall be signed by the Treasurer of the Committee and co-signed by the President of the Congregation.
- 5) At least a semi-annual audited report shall be made in detail by the Chairperson to the Board of Directors giving the financial status and activity report.
- 6) All policy governing the use of the Cemetery shall require the approval of the Board of Directors upon the recommendation of the Cemetery Committee.

M. Fund Raising Committee

- 1) It shall be the duty of the Fund Raising Committee to be charged with the responsibility of raising such funds as shall be necessary for the proper conduct of the business of the Congregation over and above such monies as may be paid to the Congregation through the normal channels such as dues, assessments, donations and fees.
- 2) No “outside activity” shall be conducted by any committee, group, or member without written consent of the Fund Raising Committee and final approval of the Board of Directors.
- 3) The Fund Raising Vice-President shall serve as Chairperson of this Committee.

Section 3. Expenditure of Funds: Each Officer or Committee may expend a sum or sums not exceeding One Hundred Dollars (\$100.00) without prior consent of the Board of Directors.

ARTICLE XV: AUXILIARY ORGANIZATIONS

Section 1: The Congregation may have any auxiliary organization authorized by the Board of Directors as will be for the best interests of the Congregation as deemed necessary by the Board.

Section 2: The rules and regulations governing such organization shall be consistent with and not in contradiction to the Constitution and By-Laws of the Congregation.

Section 3: Any member of an auxiliary organization who is not a member of the Congregation shall not be entitled to Congregational membership privileges.

ARTICLE XVI: KASHRUTH AND RELIGIOUS OBSERVANCES

Section 1. Observances: This Congregation shall observe all religious Holy Days and /or Festivals according to the traditions of Judaism as prescribed by the Pentateuch (Torah) and Talmud, and later books of the Rabbis and as accepted by the rules emanating from the United Synagogue of America.

Section 2: Kashruth

A. All the laws pertaining to Kashruth shall be held inviolate in and/or on the physical properties of the Synagogue.

B. No food or foods shall be prepared or cause to be prepared or brought in or onto the physical properties of the Synagogue that would violate the laws of Kashruth.

ARTICLE XVII: AMENDMENTS

This Constitution may be amended, repealed, or suspended at the Annual Meeting of the Congregation by a two-thirds (2/3) vote of the members present and voting, or at a Special Meeting of the Congregation called for such purpose by a two-thirds (2/3) vote of the members present and voting , provided however that:

A. Such proposed Amendment shall have been recommended by the Board of Directors or submitted in writing over the signatures of at least ten (10) members of the Congregation at least thirty (30) days prior to such meeting, and provided further that:

B. Notification of said proposed Amendment shall have been sent to each member on record of the Congregation at least fourteen (14) days prior to such meeting.

C. Amendments to the Constitution, which shall have been once proposed and not favorably adopted after proper procedure shall have been followed shall not be reconsidered by the Congregation unless there shall be a lapse of not less than six (6) months. The signature of at least twenty (20) members shall be necessary for reconsideration of such proposal.