

**CONSTITUTION and BY-LAWS
of the ADATH SHALOM CONGREGATION**

Article I - NAME

The organization shall be known as the Adath Shalom Congregation.

Article II - HEAD OFFICE

The head office of the organization is in the City of Ottawa, in the Province of Ontario.

Article III – SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the organization.

Article IV – AFFILIATION

The Synagogue shall maintain its affiliation with the United Synagogue of Conservative Judaism (USCJ).

Article V – OBJECTIVES

1. Adath Shalom is a Conservative congregation which recognizes that its members are the heart of the synagogue and have the right to openly participate in its development, and whose aims shall be:
 - (a) to maintain a synagogue, and to promote the Jewish religion in the lives of its members;
 - (b) to provide for the spiritual needs of the young and old, healthy and infirm, in the effort to span the generations;
 - (c) to foster the concept of Havurah (fellowship);
 - (d) to encourage the participation of individuals; to develop the participation of women, and to promote whenever possible involvement as a family;
 - (e) to encourage its members to become involved in community responsibilities and action including the obligations of Tzedakah;
 - (f) to advance the study of Judaism and to encourage the pursuit of Jewish ideals and observance of Jewish customs and traditions;
 - (g) those as described in the Letters Patent.
2. The organization shall be carried on without purpose of gain for its members and any profits or other accretions to the organization shall be used in promoting its objects.

Article VI – CORE VALUES

1. **Conservative:**
To be a congregation adhering to Jewish interpretation and practice in accordance with the standards and guidelines of the United Synagogue of Conservative Judaism (the Conservative Movement – USCJ)
2. **Egalitarian**
To be gender egalitarian, accepting and treating men and women equally in regard to ritual and administrative practices
3. **Informal**
To the extent possible, maintain an informal, friendly atmosphere that is welcoming to one and all in all activities.
4. **Lay led**
To be a lay-led congregation, both encouraging and depending on its members to participate in the development and leadership of the congregation and its programs.

Article VII - MEMBERSHIP

1. There are two (2) categories of members:
 - (a) Regular;
 - (b) Associate;
2. Any person of the Jewish faith, as determined by the Ritual Chair, in accordance with the policies of Adath Shalom and the USCJ, who undertakes to abide by the objectives of the synagogue and the constitution shall be eligible for membership to the congregation, upon application to the Board of Trustees ("the Board").
3. Once a person or a family is accepted for membership, the person or family is obligated to pay fees, and assessments. Fees are payable by the 1st of July each year. The obligation to pay one's fees and assessments is satisfied by paying or making suitable arrangements to pay.
4. Membership shall be on a family basis when there are two or more eligible adults in the household.
5. (a) Regular members are those who satisfy the foregoing eligibility requirements, and they have, subject to the provisions hereinafter stated:
 - i) the right to vote at Congregational meetings;
 - ii) the right to serve on the Board and attend Board meetings;
 - iii) the right to speak at Congregational meetings;
 - iv) the right to a seat at High Holiday Services without additional charge;
 - v) the right to share and participate in all Congregational activities according to the rules which are established; and

- vi) the right to Congregational cemetery privileges;

provided further that at the material time, the member has satisfied all financial obligations.

- (b) A Jewish person under twenty one (21) years of age, or in the case of a full time student, under twenty five (25) years of age, whose parent is a regular member is also a member, without vote or the right to serve on Board, except as hereinafter provided. Where the obligation to pay fees and assessments is satisfied, full rights are extended.

- 6. Associate membership may be offered to those who satisfy the foregoing eligibility requirements and who are regular members of another synagogue or who live more than 80 km from Adath Shalom.

They do not have:

- i) the right to vote at Congregational meetings;
- ii) the right to serve on the Board, nor
- iii) the right to a seat at High Holiday Services without additional charge.

Article VIII - MEMBERSHIP APPLICATIONS

Membership applications shall be in writing on the form prescribed by the Board. After the eligibility requirements have been reviewed, and it has been determined that they have been satisfied, the membership application shall be presented to the Board, and shall be accepted, and the person shall be officially enrolled.

Article IX - FAILURE TO SATISFY FINANCIAL OBLIGATIONS

Membership may be terminated by the Board for those members who are more than one (1) year in arrears in regard to their financial obligations.

Article X – FEES

- 1. The Board is empowered to set minimum fees for membership, subject to ratification by a majority of regular members present and voting at a Congregational meeting called for the purpose.
- 2. Fees and assessments, and arrears of such fees and assessments may be forgiven at the joint discretion of the Treasurer or delegate (i.e., the Financial Secretary) and the President, in cases of financial need.

Article XII - EMERGENCY ASSESSMENTS

- 1. The Board is empowered to propose assessments subject to ratification by a majority of regular members present and voting at a Congregational meeting called for the purpose.
- 2. "Assessments" shall mean the imposition of additional levies, on each regular member in equal share designed to meet additional necessary financial obligations of the Synagogue

in order to keep it viable.

Article XIII - CONGREGATIONAL MEETINGS

1. Congregational meetings shall be called at least once a year.
2. The annual meeting shall be primarily for the purpose of elections of officers and Board members, the consideration of the budget for the coming year, and reports to the Congregation.
3. Special meetings may be called by the Board or on petition of ten (10) regular members. The purpose of the meeting shall be stated in the Notice and no other business shall be transacted.
4. Notice of meetings with agendas shall be mailed by prepaid ordinary Mail or e-mail to members at their last known address on the record of the synagogue at least fourteen (14) days prior to the designated date of the meeting.
5. Congregational quorums shall be fifteen per cent (15%) of the regular membership or fifty (50) regular members, whichever is less.
6. Every matter unless otherwise stipulated in the By-laws shall be decided by a simple majority of those regular members present and voting (no proxy).

Article XIV - BOARD OF TRUSTEES

1. Generally, the Board is responsible for the management and administration of the affairs of the Synagogue.
2. Without limiting the generality of the foregoing and without derogating from those specific powers stipulated elsewhere in the Constitution and By-laws, the Board is responsible to manage and control all Congregational property, to designate the financial institutions wherein the Congregation shall deposit its funds, to expend and dispose of Congregational funds and property, to enact rules and regulations applicable to any activity of the Congregation and to establish guidelines for the policies and activities of auxiliary organizations that have been authorized by the Congregation. The Board is empowered without Congregational approval to expend sums of money on unbudgeted items, the aggregate of which shall not exceed five per cent (5%) of the annual budget, provided such expenditures are reported to the Congregation at the next Congregational meeting.
3. The Board of Trustees shall consist of the following Board members: a minimum of six (6) elected officers as described herein, and six (6) elected trustees-at-large.
4. The Immediate Past-President sits on the Board as an officer.
5. Board members are elected at the annual Congregational meeting. In the absence of compelling circumstances that require action to the contrary, the following guidelines shall be adhered to:
 - (a) Board members are elected to serve for terms of two (2) years.
 - (b) Generally, no member should be elected to more than four (4) consecutive terms on the Board without a hiatus of two (2) years.

- (c) No member should be elected to the same office for two (2) consecutive terms.
- (d) "Office" means the position an "Officer" holds and "Officers" are those as described in Article XIII
- (e) "Trustees-at-Large" are all those elected Board members who are not "Officers".
- (f) "Compelling Circumstances", which require that the above mentioned guidelines not be followed, shall be announced at the Annual General meeting.

6. Election procedures:

- (a) Every year, one-half (1/2) the trustees-at-large are elected. Every other year, officers are elected.
 - (i) Trustees-at-large elected in years when officers are also elected serve a full two (2) year term;
 - (ii) Trustees-at-large elected in years when officers are not elected may either serve their two (2) year term and go off the Board, or are elected to an officer position at the end of the first year of service, at which time the position is replaced by a one (1) year trustee-at-large;
 - (iii) Provided further that a one (1) year trustee-at-large may be re-elected to a consecutive full two (2) year term as a trustee-at-large.
- (b) A member is eligible for election to the Board if he is a regular member and has satisfied his financial obligations to the Congregation.
- (c) Election to the Board of Trustees carries with it the duty of leadership within the Congregation in terms of attendance at Congregational worship and participation in Congregational activities.
- (d) The Nomination Procedure shall be as follows:
 - (i) At least two (2) months before the scheduled annual meeting of the Congregation, the Nominating Committee shall call for names of Board candidates.
 - (ii) A Board candidate is to be nominated by at least one (1) Regular member.
 - (iii) In order for a nomination to be published it must be submitted at least three (3) weeks before the meeting.
 - (iv) An acceptance of the nomination must be communicated to the Committee at least three (3) weeks before the meeting.
 - (v) In the event at least one (1) candidate for each position is not nominated, the Nominating Committee shall solicit, and nominate candidates for those positions. The Committee may also solicit nominations notwithstanding that there may be at least one (1) candidate already nominated for each position.

- (vi) Names of all candidates will be published two (2) weeks before the meeting.
 - (vii) Thereafter, further nominations will be accepted up to two (2) days prior to the meeting, provided there is an attached written acceptance. No further nominations will be accepted, including those from the floor.

 - (viii) Ballots will be prepared by the Committee in a form approved by the Board, but without distinction between classes of nominees. Election of members of the Board will be by a simple majority of those regular members present and voting by closed ballot.
7. Vacancies on the Board are to be filled at the next annual Congregational meeting by election. Until that time, the President with the Board's approval, shall appoint from amongst the membership, a member to carry out the duties of the vacant position. That term of service does not count as per paragraphs 5 and 6 above.
8. (a) Meetings of the Board are to be called regularly at such times and places as the Board may decide. The recording secretary is responsible for notifying all Board members of meeting times and places at least ten (10) days in advance of the scheduled meeting.
- (b) Special meetings of the Board may either be called by the President or on petition of any three (3) members of the Board. Notice shall be given as much in advance as may be reasonably practicable.
9. Meetings of the Board are open to the members of the Congregation.
10. Members of the Board absent without reasonable excuse for four (4) consecutive meetings are subject to the Board's declaring their position vacant.
11. A quorum of the Board is 50% + 1. Matters coming before the Board are decided by a simple majority of those present and voting.

Article XV – OFFICERS

1. The officers of the Congregation are:
- (a) the President or two (2) Co-Presidents;
 - (b) the Vice-President (optional when there are two (2) Co-Presidents);
 - (c) the Past President, or one of the (2) two immediate past Co-Presidents;
 - (d) the Treasurer;
 - (e) the Financial Secretary;
 - (f) the Recording Secretary.
2. (a) The President or Co-Presidents shall:
- (i) preside at Congregational and Board meetings;

- (ii) appoint Committee Chairmen, when possible from Board members, subject to Board ratification.
 - (iii) sit on all Committees, except the Nominating Committee, without vote, or may delegate some other officer as his representatives;
 - (iv) sign all legal instruments on behalf of the Congregation pursuant to appropriate resolutions of the Congregation and/or the Board;
 - (v) co-sign with the Treasurer all disbursements above a fixed amount, to be set by the Board after the budget for the following year is approved by the Board, prior to each Annual General Meeting;
 - (vi) generally be responsible for overseeing the general management and supervision of the affairs and operations of the Congregation; and
 - (vii) represent the Synagogue in the Community.
- (b) The Chair of the meeting may vote only to break a tie.
 - (c) Between Board meetings, the President may authorize the expenditure of unbudgeted amounts of no more than One Hundred Dollars (\$100.00), provided that he reports to the Board at its next meeting.

3. The Vice-President (assumed by the Co-Presidents where there is no Vice-President), shall:

- (a) in the absence of the President carry out the President's duties;
- (b) assist the President in the discharge of his duties; and
- (c) assume such duties as may be designated by the President.

4. The immediate Past President shall:

- (a) in the absence of the president or Co-Presidents and the Vice-President carry out their duties;
- (b) chair the Nominating Committee.

5. The Treasurer shall be responsible for the following, and may be assisted by the Financial Secretary:

- (a) keep full and accurate accounts of all receipts and disbursements of the Organization in proper books of account;
- (b) deposit all monies or other valuable effects in the name of and to the credit of the Organization in such financial institution(s) as many from time to time be designated by the Board;
- (c) disburse the funds of the Organization under the direction of the Board, taking proper vouchers therefor;

- (d) render to the Board at the regular meetings or whenever so required, an account of all transactions as Treasurer and of the financial position of the Organization;
 - (e) file appropriate governmental reports as may be required;
 - (f) bill members for outstanding indebtedness;
 - (g) provide members with receipts for their dues in accordance with current taxation practices;
 - (h) perform such other duties as may be determined by the Board.
6. The Financial Secretary shall assist the Treasurer with the duties described above, according to such division of duties as may be deemed appropriate by the Board.
7. The Recording Secretary shall:
- (a) keep full and accurate minutes of Congregational and Board meetings, and distribute Board minutes to the Board members at least ten (10) days in advance of its next meeting;
 - (b) maintain the Congregation's archives, including minutes and reports;
 - (c) maintain the Congregation's policies and procedures;
 - (d) keep the persons concerned notified of Board and Congregational meetings;
 - (e) sign any documents on behalf of the Congregation as the Board may direct;
 - (f) keep as custodian the seal of the Congregation and such other documents as the Board may direct; and
 - (g) assume such other duties as are in keeping with the responsibilities of the office and as are approved by the Board.

Article XVI – COMMITTEES

1. The following shall be the Standing Committees of the Congregation:
 - (a) Nominating.
 - (b) Membership;
 - (c) Ritual;
2. The Board may also direct the establishment of other committees as may be necessary from time to time, including but not limited to Adult Education, Bereavement, Facilities, Finance, Kiddush, Marketing, Social Action and Youth.
3. Members and Chairpersons shall sit for a term of one (1) year, and may be reappointed

- from year to year thereafter.
4. They will carry out their designated functions in keeping with the concepts, objectives and precepts of the Congregation as described in the Constitution and the By-laws. Committees are responsible to the Board.
 5.
 - (a) The **Nominating Committee** shall be responsible for encouraging, soliciting and proposing members to serve on the Board. The Committee shall be chaired by the Immediate Past President or other person appointed by the Board. and be composed of three (3) members.
 - (b) The **Membership Committee** shall be primarily responsible for the recommendation and implementation of programs designed to increase and maintain membership in the Congregation.
 - (c) The **Ritual Committee** shall be responsible for the following activities, within the framework of Conservative Judaism. The parnass(im) are automatically members.
 - (i) responding to Board requests for proposed policies, or extensions or clarifications of existing policies that have an inherently religious aspect, and after appropriate study and consideration, making recommendations to the Board;
 - (ii) suggesting to the Board areas of possible interest to the Congregation that might be reviewed for possible policy development;
 - (iii) proposing occasional special Shabbat services, such as learners' services, innovative services, etc.;
 - (iv) organizing and managing regular Shabbat and holiday services, with the exception of the High Holy Days;
 6. Meetings of all committees are open to the Congregation.

Article XVII - EXECUTION OF DOCUMENTS

1. All legal documents shall be signed by the President and by the Treasurer (see note at Article XIV, Section 5) and the Treasurer shall put the seal of the Organization thereon when required.
2. The Board may by resolution appoint any person to deal with, as the Board shall direct, any securities of the Organization.

Article XVIII - AUDITORS

The Board may contract for auditors to audit the Organization's books and accounts and as soon as practicable thereafter, make such reports available to the Congregation.

Article XIX - FINANCIAL YEAR

The fiscal year of the Organization shall terminate on the 30th day of June in each year.

Article XX - DEPOSIT OF SECURITIES FOR SAFEKEEPING

1. The securities of the Organization shall be deposited for safekeeping with one or more financial institutions to be determined by the Board, at the recommendation of the Treasurer.
2. Any such securities may be withdrawn only on approval of the Board, at the recommendation of the Treasurer.

Article XXI - PROPERTY AND LOANS

1. The Board has the power, by resolution, without Congregational approval:
 - (a) to acquire by gift or bequest property regardless of value;
 - (b) to dispose of property, the value of which does not exceed the sum of One Thousand Dollars (\$1,000.00) annually;
 - (c) to borrow money on the credit of the Organization or otherwise to acquire property and in conjunction therewith to charge the property of the Organization where the value or amount borrowed or acquired and in conjunction therewith given as security does not exceed in the aggregate the sum of One Thousand Dollars (\$1,000.00) in any one fiscal year.
2. The Board has the power, by resolution, but only with Congregational approval:
 - (a) to dispose of property, the value of which exceeds the sum of One Thousand Dollars (\$1,000.00) annually;
 - (b) to borrow money on the credit of the Organization or otherwise to acquire property and in conjunction therewith to charge the property of the Organization where the value or amount borrowed or acquired and in conjunction therewith given as security exceeds in the aggregate the sum of one Thousand Dollars (\$1,000.00) in any one fiscal year.

Article XXII - CONDUCT AT ALL MEETINGS

All meetings shall be conducted in an open and orderly fashion so as to ensure free discussion.

DATE OF LAST REVISION : approved at Annual General Meeting June 10, 2007.

president or co-president

co-president or vice-president