

**Amended: Article III
CONSTITUTION AND BYLAWS OF AM SHALOM**

ARTICLE I: NAME

This congregation shall be known as Am Shalom. The head office of the congregation shall be located in the City of Barrie, County of Simcoe, Province of Ontario or such other location as may be determined by the membership from time to time.

ARTICLE II: PURPOSE

The purpose of this congregation is to promote the fundamental and enduring principles of Judaism and to ensure the continuity of the Jewish people, to enable its members to develop their sense of reverence for and worship of God, to promote Jewish culture, study of Torah, and assembly, and to apply the principles of Reform Judaism to the values and conduct of the individual, the family, and the society in which we live.

ARTICLE III: AFFILIATION

This congregation shall be a member with the Union of American Hebrew Congregations (UAHC) and it shall abide by the UAHC Constitution and Bylaws, and will pay dues to the UAHC as specified in the UAHC bylaws.

ARTICLE IV: GUIDANCE FOR RELIGIOUS PRACTICE

The congregation shall interpret Judaism in the context of Reform Judaism.

ARTICLE V: MEMBERSHIP

Section 1 A membership unit shall consist of an individual or if the individual is married and/or part of a family, then the membership unit shall be the couple or the family, as the case may be. For the purposes of this article, the family shall mean one or two adults and their dependent children, under the age of majority, if any, and at least one member of a membership unit shall be Jewish. On all matters coming before meetings of the congregation requiring a vote each membership unit in good standing shall have one vote

Good standing shall mean that all financial obligations to the congregation are current.

Section 2. Any Jewish person who is a member of a membership unit which is in good standing may serve as an officer and/or a trustee of the congregation.

Section 3. Members of the congregation shall have all the privileges of membership, subject to the rules and regulations established by the Board of Trustees.

Section 4. Death or divorce shall not terminate the membership of the surviving or remaining individuals in the membership unit.

Section 5. The Board of Trustees may establish special membership classifications. This may include special honorary non-voting classifications for persons who support the principles of our congregation but who are not of the Jewish faith.

Section 6. Members shall be responsible for financial support of the congregation. Dues, assessments, and other fees shall be determined by the Board of Trustees. The Board of Trustees may waive, extend, or modify any financial obligation due from a member. The Board of Trustees shall establish procedures with the intent of preserving the privacy of the member who may request waiver or modification of financial obligations.

Section 7. The membership privileges of congregants who have not met their financial obligations to the congregation may be suspended upon vote of the Board of Trustees. Written notice of the intention to suspend services shall be given at least thirty days before such action is taken, and the congregant shall be offered the opportunity to be heard.

Section 8. Resignations from the congregation shall be submitted in writing to the Board of Trustees. Resignation or removal shall not relieve a member from payment of any obligation due the congregation.

ARTICLE VI. MEETINGS

Section 1. The annual meeting of the congregation shall be held within sixty days prior to the commencement of the fiscal year. At this meeting, reports shall be submitted by the president, the treasurer, the rabbi, and such other officers, staff, affiliates, and committees as may be requested to do so by the Board of Trustees. A budget for the coming fiscal year shall be approved and trustees and officers shall be elected at the annual meeting. Every membership unit of the congregation shall be notified by mail at least thirty days prior to the holding of the annual meeting.

Section 2. Special meetings of the congregation may be called by the president or shall be called at the request of a majority of the Board of Trustees or on written application of sixty six percent (66%) of the membership. The call for a special meeting shall set forth the purpose of the meeting, and written notice thereof shall be mailed to the membership at least fifteen days prior to the time of such meeting. No business shall be transacted at such meeting except that specified in the notice.

Section 3. The quorum for a general meeting of the congregation shall be 20 voting members.

Section 4. Only members who are present at a meeting will be entitled to vote. Proxy votes will not be accepted.

ARTICLE VII: OFFICERS

Section 1. The officers of the congregation shall be:

- a. a president
- b. a vice-president

- c. the immediate past president
- d. a secretary
- e. a treasurer (provided that the position of secretary and treasurer may be shared by one person)
- f. the chair of each of the standing committees

Officers are elected at the annual meeting of the congregation for a term of one year, provided that the vice-president shall automatically succeed to the position of president. No person shall serve in any office for more than two successive terms in the same position. Officers shall assume office on the first day of June in the year in which elected.

Section 2. The duties of the president shall be to preside as chair at all congregational and board meetings and to appoint all committees. The president shall be an ex-officio member of all committees except a nominating committee. He or she shall call special meetings and perform such other duties as are incident to the office.

Section 3. The vice president shall perform such duties as may be assigned by the president. The vice president shall automatically succeed to the office of the president in case of vacancy and shall act for the president in case of his or her absence or disability.

Section 4. The treasurer shall be the custodian of all funds of the congregation and shall be the disbursing agent of the congregation as authorized by the Board of Trustees. The treasurer shall present a financial report at all meetings of the Board of Trustees and of the congregation. The treasurer may form and chair a Finance Committee to assist with his or her duties.

Section 5. The secretary shall keep the minutes of both the congregation and the Board of Trustees, send out notices of all meetings, and perform such other duties as are incident to the office.

Section 6. All officers shall be covered by a fidelity bond, the cost of which shall be borne by the congregation. All officers and trustees of the congregation shall further be provided with insurance to protect them from suit for the due execution of their obligations as officers or trustees.

Section 7. All disbursements of congregational funds shall require the authorization or the signature of the treasurer and one other officer as designated by the Board of Trustees. No expenditure over the amount of \$5,000, no obligation to acquire or dispose of assets in an amount of more than \$5,000 shall be undertaken by the officers without the approval of the Board of Trustees.

ARTICLE VIII: BOARD OF TRUSTEES

Section 1. The Board of Trustees shall consist of the officers of the congregation and five additional members elected from the congregation. The term of office of a trustee other than a Trustee who is also an officer shall be two years.

Section 2. Trustees who are not officers shall not be elected for more than two successive two year terms.

Section 3. The Board of Trustees shall have the general management of the affairs, funds, records, and property of the congregation. It shall act on all matters of policy, appoint an independent auditor, and perform such other duties as the members of the congregation in regular or special meetings may prescribe.

Section 4. The Board of Trustees shall fill any vacant office or any vacancy on the Board of Trustees other than president, until the next congregational election. At that time the congregation will elect candidates to fill any unexpired terms.

Section 5. The Board of Trustees shall meet at least once each quarter of the fiscal year of the congregation. In addition, the Board of Trustees shall meet at the call of the president or by petition of 66 percent of the voting members of the Board of Trustees.

Section 7. One-third of the voting members of the Board of Trustees shall constitute a quorum.

Section 8. The Board of Trustees shall have the authority to engage employees and professional staff and to establish their duties and compensation.

Section 9. The Board of Trustees shall designate the depository for deposit of congregational funds. It shall have the authority to borrow money up to a limit of \$25000 dollars and to pledge for payment thereof congregational assets other than real estate.

Section 10. Members of the board, as the chosen lay leaders of the congregation, shall individually and collectively be the example to the membership by attendance at worship services and by active participation in the life and activities of the congregation.

ARTICLE IX: REMOVAL FROM OFFICE

Section 1. The office of any voting trustee who is absent without adequate excuse from three successive meetings of the board may be declared vacant by the board.

Section 2. An officer or trustee may be removed from office for cause by a two-thirds vote of the members of the congregation present at any special meeting called by the Board of Trustees for the purpose of acting upon such removal. Notice must be served on the officer or trustee proceeded against, and if requested, an opportunity to be heard must be given by both the Board of Trustees and the congregation.

ARTICLE X: CLERGY

Section 1: The Rabbi.

- A. The congregation shall abide, in its selection of the rabbi, by the rules and regulations of the Joint Rabbinic Placement Commission of the Union of American Hebrew Congregations (UAHC), the Central Conference of American Rabbis (CCAR), and the Hebrew Union College-Jewish Institute of Religion (HUC-JIR).
- B. The rabbi shall be elected in the following manner: (1) A special committee appointed by the president of the congregation with the approval of the Board of Trustees shall recommend a candidate to be elected. (2) Upon approval of the Board of Trustees, this recommendation

shall be submitted to the congregation at a regular or special meeting. (3) A two-thirds vote of the membership present and voting shall be required for the initial election of the rabbi.

- C. Upon completion of the rabbi's initial period of service, the board shall make a recommendation as to the rabbi's reelection. This recommendation shall be submitted to a regular or special meeting of the congregation. A majority vote of those members present and voting shall be required to act upon the recommendation of the Board of Trustees. Following the rabbi's initial reelection by the membership, the congregation shall be guided in reference to appropriate review, continued service, tenure, retirement, termination of service, and rabbi-congregation relationships by the guidelines recommended by the Central Conference of American Rabbis and the Union of American Hebrew Congregations.
- D. The rabbi shall have the right to attend all meetings of the officers, the Board of Trustees, and the congregation, without voting rights, except when requested to absent himself or herself. The rabbi shall be a nonvoting member of all committees and shall supervise all the other clergy and professional staff of the congregation.
- D. The rabbi shall be enrolled in the pension and disability insurance plans of the Rabbinic Pension Board of the UAHC and the CCAR.

Section 2: Other Religious Officers

- A. An assistant Rabbi and Cantor may be engaged by the congregation by a procedure generally in accordance with the procedure for selection of the Rabbi with necessary adjustments.

ARTICLE XI: PROFESSIONAL STAFF

Upon approval of the Board of Trustees, the congregation may hire such professional staff as the Board of Trustees may consider necessary and advisable for the purposes of the congregation.

ARTICLE XII: COMMITTEES

Section 1. The following standing committees shall be appointed by the president:

- A. *Ritual.* The Ritual Committee, in cooperation with the rabbi, shall consider and establish observances for the synagogue and promote practices in the home that will enhance the values of Jewish living.
- B. *Religious Education.* The Religious Education Committee shall develop the education program for children and adults, supervise the operation of the school, and establish youth and adult education programs.
- C. *Membership.* The Membership Committee shall recruit new members for the congregation and develop programs for their orientation, integration, and retention. It shall also be the duty of this committee to promote the congregation and foster its positive public relations.
- D. *Building/Physical Plant.* The Building/Physical Plant Committee shall keep the building and property of the congregation in good order and repair and establish, with the approval of the

Board of Trustees, rules and regulations for the use of the congregation's physical facilities. This committee shall further organize and promote cemetery facilities for the members of the congregation.

- E. Youth:* The Youth Committee shall promote the interests of the congregation's younger members, promote social and community events for them and foster their understanding and interest in community, national and international Jewish issues and Jewish culture.
- F. Social:* The Social Committee shall be responsible for providing events of entertainment and interest for the adult members of the congregation and for inter-faith functions and generally for promoting Jewish culture.
- G. Fundraising:* The Fundraising Committee shall initially be the committee responsible for raising the funds necessary to complete the synagogue building for the congregation. Following and concurrent with those efforts, the Fundraising Committee shall be responsible for co-ordinating all efforts to raise funds for the goals of the congregation.

ARTICLE XIII: AFFILIATES

The establishment of local units of the UAHC affiliates: Women of Reform Judaism, North American Federation of Temple Youth, National Federation of Temple Brotherhoods, etc., should be encouraged. In addition, the temple congregation should encourage the local units' affiliation with the respective national counterparts.

ARTICLE XIV: NOMINATIONS AND ELECTIONS

Section 1. Nominations of officers and trustees shall be made by a Nominating Committee appointed by the president, with the approval of the Board of Trustees by no later than January 15th of each fiscal year. The Nominating Committee shall consist of members of the Board of Trustees and members of the congregation at large. No member of the Nominating Committee shall be nominated as an officer or trustee.

Section 2. The Nominating Committee shall nominate one candidate for each position to be filled.

Section, 3. Selections of the Nominating Committee shall be reported to the Board of Trustees, and notice of said nominations shall be mailed to the congregation at least forty-five days prior to the annual meeting.

Section 4. Nomination for any elective office may also be made by petition of 10 members of the congregation, said nominations to be filed with the secretary at least fifteen days prior to the annual meeting.

Section 5. Notice of nominations by petition must be mailed to all members of the congregation at least ten days before the election.

Section 6. Officers and trustees shall be elected at the annual meeting by a majority vote of the members present and voting.

Section 7. There shall be no nominations from the floor at the annual meeting.

ARTICLE XV: CEMETERY

Section 1. The congregation may lease or own land for use as a cemetery, or may make such arrangements as it deems proper with any existing private cemetery for the use of its members.

ARTICLE XVI: REAL ESTATE

Section 1. Before any contract shall be entered into for the purchase, sale, transfer, encumbrance, or lease of real estate by or for the congregation the Board of Trustees shall ascertain all of the relevant material facts and submit them to the congregation at a regular or special meeting to be called for that purpose. It shall require a vote of two-thirds of the members present and voting to authorize any such action with respect to real estate.

Section 2. Deeds, contracts, and other legal documents obligating the congregation shall require the approval of the Board of Trustees and, if approved, must be signed by the president of the congregation.

ARTICLE XVII: FISCAL YEAR

The fiscal year of the congregation shall commence on the first day of June in each year.

ARTICLE XVIII: AMENDMENTS

Amendments to the constitution and bylaws shall be initiated by the Board of Trustees or by at least thirty-five percent of the members of the congregation. These amendments shall be presented in writing to the secretary of the congregation. Such amendments shall be acted on at any regular meeting of the congregation or at any special meeting called for that purpose. Copies of the proposed amendments shall be mailed to each member along with the notice of the meeting at least thirty days prior thereto. An affirmative vote of two-thirds of the members present and voting shall be necessary to adopt any amendment.

ARTICLE XIX: PARLIAMENTARY AUTHORITY

The rules of procedure at congregational, board, and committee meetings shall be determined by Robert's Rules of Order, latest revised edition, except where this constitution states otherwise.

ARTICLE XX: PROHIBITED ACTIVITIES

Section 1. No member of the congregation shall receive any of the 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.

Section 2. Notwithstanding any other provision of these bylaws, no officer, employee, director, or representative of the synagogue shall take any action or carry on any activity by or on behalf of the synagogue not permitted to be taken or carried on by an organization that has charitable status as defined by the tax laws of Canada.

ARTICLE XXI: INDEMNIFICATION

Section 1. The congregation shall indemnify any person who is, or who is threatened to be made, a party to any legal proceeding, because he or she was a director, officer, employee, professional staff, rabbi, cantor, or agent of the congregation, against expenses (including lawyer's fees), judgments, fines, and amounts paid in settlement (if approved by the Board of Trustees in advance) actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she reasonably believed same to be in or not opposed to the best interests of the congregation and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in a manner which he/she reasonably believed to be in or not opposed to the best interests of the congregation and, with respect to any criminal action or proceeding, has reasonable cause to believe that his/her conduct was unlawful.

Section 2. Any indemnification under Section 1 of this By law provision (unless ordered by a court) shall be made by the congregation only as authorized in the specific case, upon the determination that indemnification of the person is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made: (1) by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding; or, if no quorum can be reached, (2) by the affirmative vote of a majority of the members of the congregation, excluding those who are parties to the action, at a duly constituted meeting.

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the congregation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking (with sufficient security, if required) by or on behalf of the indemnified person to repay such if it shall ultimately be determined that he/she is not entitled to be indemnified by the congregation as authorized in this by law provision.

Section 4. The congregation shall attempt to purchase and maintain insurance on behalf of any person who is indemnified by Section 1.

ARTICLE XXII: DISSOLUTION OR MERGER

In the event of the dissolution or merger of the synagogue, no officer, director, employees, 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 tax laws of Canada as they may then exist. Moreover, any such use or distribution

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

C:Am shalom directory/constitution and Bylaws file