

**CONSTITUTION AND BYLAWS
OF
OHAVAY ZION CONGREGATION, INCORPORATED
LEXINGTON, KENTUCKY**

**ARTICLE ONE
CONGREGATIONAL NAME**

1.01 **Name.** The name of the corporation is **OHAVAY ZION CONGREGATION, INCORPORATED**. The corporation may also be known and operate as Congregation Ohavay Zion, or Ohavay Zion Synagogue.

**ARTICLE TWO
THE CONGREGATION'S MISSION**

2.01 **Mission Statement.** Congregation Ohavay Zion exists for the sacred purpose of encouraging the teaching and living of Torah in the Conservative tradition by serving the congregation, the Jewish community and the community at large.

2.02 **Congregational Purposes.** Congregation Ohavay Zion shall operate as a religious Congregation. The purposes of the Congregation shall be to conduct and maintain a place for traditional and egalitarian Jewish worship; to conduct a school for religious and cultural teachings; to provide social facilities; and for such other and further lawful activities as may be deemed necessary or proper from time to time by the Board of Officers and Trustees.

2.03 **Operation of Synagogue.** Congregation Ohavay Zion shall own and operate a Synagogue or other place of worship, or any other physical structure, at any location as deemed appropriate by the Board of Officers and Trustees, subject to the terms and conditions of these Bylaws.

**ARTICLE THREE
MEMBERSHIP AND PRIVILEGES**

3.01 **Eligibility for Membership.** Any person of the Jewish Faith shall be eligible for membership in the Congregation, subject to approval by the Board of Officers and Trustees. A person of the Jewish Faith includes (i) any person born to a Jewish mother, or (ii) someone who has completed conversion to Judaism under the supervision of a Rabbi belonging to a recognized national rabbinical body, with requisite immersion and circumcision or *hata-fat dam brit*. For purposes of membership, an adult is a person being at least eighteen (18) years of age.

3.02 **Types of Membership.** There will be four (4) types of membership of Congregation Ohavay Zion, with each referred to as a "*Member*."

- a. **Individual Membership.** *“Individual Memberships”* may be afforded to any adult person of the Jewish Faith, who will be involved in the Congregation as an individual. An Individual Membership provides the benefits of membership to only the Individual Member.
- b. **Family Membership.** *“Family Memberships”* may be afforded to (i) adult couples, where at least one individual is of the Jewish Faith; or (ii) adult couples with one or more minor children, or dependent adults, where at least one of the individual adults is of the Jewish Faith, regardless of whether the child or children permanently resides with the family unit seeking membership; or (iii) an individual adult, of the Jewish Faith, who is a parent or guardian of one or more minor children involved in the Congregation; or (iv) an individual adult, of the Jewish Faith, with a dependent family member which may be a child or an adult, living in the same home (a *“Family Membership Unit”*). Family Membership provides the benefits of membership to all members of the Family Membership Unit, subject to the limitations on voting privileges. Those persons of the Family Membership Unit not eligible for Individual Membership will be considered as being part of the Family Membership.
- c. **Student Membership.** *“Student Memberships”* may be afforded to any single, individual adult of the Jewish Faith, who does not have any minor child that will be involved in the Congregation, and who is under thirty (30) years of age and a full time student. A Student Membership provides the benefits of membership to only the individual Student Member.
- d. **Honorary Membership and Friends of Ohavay Zion.** The Board of Officers and Trustees may grant *“Honorary Membership”* to any individual or family, or to *“Friends of Ohavay Zion”* as the Board of Officers and Trustees considers appropriate and upon those terms and conditions as set out by the Board of Officers and Trustees. An Honorary Member or a Friend of Ohavay Zion shall enjoy only limited privileges and benefits of membership as set out by the Board of Officers and Trustees and no Friends of Ohavay Zion or Honorary Member shall enjoy the privilege of voting.

3.03 **Application and Admission.**

- a. Application for membership shall be made in writing on a form provided by the Membership Committee.
- b. The Rabbi shall review the application for approval of the applicant for compliance of eligibility. If the applicant is eligible for admission, the application will be forwarded to the Board of Officers and Trustees with a recommendation by the Membership Committee.
- c. The applicant shall be admitted to the membership of the Congregation, if approved by a majority vote of a quorum of the Board of Officers and Trustees at the meeting where the application is presented.

3.04 **Good Standing.** All Members of the Congregation are considered Members in Good Standing unless the Board of Officers and Trustees take action to declare a Member Not in Good Standing or to suspend or terminate their membership.

3.05 Privileges. Members in Good Standing are entitled to enjoy all of the benefits of being a Member of the Congregation and to participate in all activities of the Congregation according to applicable rules and regulations as adopted by the Board of Officers and Trustees.

3.06 Resignation of Membership. Resignation from membership shall be made in writing to the Board of Officers and Trustees.

3.07 Suspension or Termination of Membership. Any Member who is: (i) delinquent in the payment of all financial commitments as set out in Article Four; or (ii) who has violated the material terms and conditions of these Constitution and Bylaws; or (iii) who has renounced the basic tenets of Conservative Judaism; or (iv) by their conduct or beliefs are a detriment to the well being of the Congregation, may be declared as a Member Not in Good Standing, or have their membership suspended or terminated by action of the Board of Officers and Trustees.

a. Suspension or termination of any membership pursuant to §3.07(i) or §3.07(ii) can be done only by approval of a two thirds (2/3rds) majority vote of the entire Board of Officers and Trustees.

b. Suspension or termination of any membership pursuant to §3.07(iii) or §3.07(iv), can be done only following a certification by the Rabbi of such fact and only by approval of a two thirds (2/3rds) majority vote of the entire Board of Officers and Trustees.

c. Any Member declared by the Board of Officers and Trustees to be Not in Good Standing, or suspended or terminated, shall receive a notice in writing from the Board of Officers and Trustees (i) explaining his or her standing; (ii) the effect of this position on his or her membership privileges; and (iii) the requirements, if any, to be reinstated to a Member in Good Standing. Following the notice, the Member shall be given an opportunity to respond in writing within fifteen (15) days if he/she contests the action taken and the basis for why the action should not be taken. The appeal shall be brought before the Board of Officers and Trustees at the next scheduled meeting of the Board and may be overturned only by a two thirds (2/3rds) vote, otherwise the determination of action is final.

d. Any Member who has been declared as not in Good Standing, or has had their membership suspended or terminated, may be (i) denied access to the Synagogue; (ii) be denied the right to have any life cycle event held at the Synagogue, or (iii) any other appropriate action as determined by the Board of Officers and Trustees.

3.08 Reinstatement. Any Member who has had their membership terminated or suspended may again be admitted to membership upon complete satisfaction of all outstanding obligations; payment of all arrears of indebtedness of the Congregation; and/or upon other such terms and conditions as may be fixed by the Board of Officers and Trustees.

ARTICLE FOUR FINANCIAL COMMITMENT

4.01 **Financial Obligation.** All Members are expected to share in the financial support of the Congregation. As established by the Board of Officers and Trustees, all members shall pay such dues, assessments and fees as are determined necessary and appropriate for the continued operation of the Congregation. Friends of Ohavay Zion shall pay those dues as are considered acceptable by the Board of Officers and Trustees for that person to be known as a Friend of Ohavay Zion. Honorary Members shall not be required to pay membership dues.

4.02 **Dues, Assessments and Fees.** The Board of Officers and Trustees shall establish appropriate Membership dues for each of the classes of membership, applicable assessments, tuition and fees for services provided by the Congregation, or for the use of facilities and the payment schedule for such dues, assessments, tuition and fees. Neither the suspension nor termination of membership, nor the resignation of membership shall entitle any Member to a refund of any paid dues or contributions.

4.03 **Delinquency.** Any Member who is delinquent in the payment of dues, assessments, tuition or fees for one full year, shall be sent a notice and demand by the Treasurer for the payment of such arrears within thirty (30) days. In the event full payment is not received within the thirty (30) day period, or no satisfactory agreement for the payment of the arrearage is made with the Treasurer relating to the arrears within the thirty (30) day period, the Treasurer shall report the names of such Members at the next regular meeting of the Board of Officers and Trustees for such action as the Board of Officers and Trustees decides appropriate.

ARTICLE FIVE NOTICES AND WRITINGS REQUIREMENT

5.01 **Form of Notices.** Unless otherwise stipulated, wherever within the Constitution and Bylaws, a notice or "written notice" is required to be provided, served or delivered, the following will satisfy the requirement:

- a. **Meetings.** The notice of the meeting and any agenda may be delivered as follows:
 - i. **Officers and Trustees.** Electronic notification by email or similar means to the preferred electronic address provided by the Officer or Trustee. If no email address provided, then by first class mail;
 - ii. **Congregation.** If to the Congregation as a whole, it is sufficient to post the information on the Synagogue web site, and/or place an announcement within the bulletin distributed by the Congregation, and/or send to the

preferred electronic address provided by the Congregant, and/or send by first class mail. However, in the event the notice or information is considered as "sensitive," personal or should otherwise not be publicly disseminated, then notice shall be provided only by way of electronic notification by email or similar means to the preferred electronic address provided by the Congregant for those Congregants whose electronic addresses are on file, otherwise by first class mail;

iii. **Congregants.** If only to an individual Congregant, notice shall be provided by way of electronic notification by email or similar means to the preferred electronic address provided by the Congregant whose electronic address is on file, otherwise by first class mail.

b. **Applications for Membership and Resignation.** Applications for Membership shall be completed on a form or format prepared for that purpose and may be submitted electronically in accordance with instructions on the form, such as by email or facsimile transmission, or by a written paper version mailed or delivered to the office. Resignations of membership must be in written paper version and mailed or delivered to the office or submitted through a facsimile transmission addressed to and for delivery to the Board of Officers and Trustees.

c. **Consent to Actions.** When written consent may be used in lieu of timely meeting:

i. **Officers and Trustees.** Electronic notification by email or similar means to the email address for the President and Secretary;

ii. **Congregants.** Electronic notification by email or similar means to the email address for the President and Secretary.

5.02 **Writings.** Wherever within the Constitution and Bylaws a "writing" is required (including but not limited to an application, material, or other circumstance), except where otherwise stipulated, a "writing" may be either an electronic "writing" such as an email, or a paper writing.

ARTICLE SIX CONGREGATIONAL MEETINGS

6.01 **Annual Meeting.** An annual meeting of the Congregation shall be held in the month of June, or on a date as designated by the President and Board of Officers and Trustees within each fiscal year.

6.02 **Notice of Meeting.** Notice of the annual meeting of the Congregation shall be given in writing to all Members of the Congregation, not less than fifteen (15) days prior to the date of the scheduled meeting of the Congregation.

6.03 Special Meetings. Special meetings of the Congregation, other than those regulated by statute or required by these Bylaws, may be called at any time by a majority of the Board of Officers and Trustees or the President. A special meeting will also be called by the President upon written request of at least twenty-five (25%) percent of the then currently qualified Members of the Congregation entitled to vote at such special meeting. Written notice of such meetings, the date and hour of the meeting, the purpose or purposes for which it is called, and the name of the person by whom or at whose direction the meeting is called, shall be given not less than ten (10) nor more than thirty-five (35) days prior to the date set for the meeting. The notice shall be given to each Member of the Congregation of record in the same manner as notice of the annual meeting. No business other than that specified in the notice of the meeting shall be transacted at any special meeting. Notice of special meetings may be waived by submitting a signed waiver or by attendance at the meeting without protest of lack of notice of same.

6.04 Quorum. The presence, in person by a majority of the voting Members of the Congregation, including a majority of the Board of Officers and Trustees, shall be necessary to constitute a quorum for the transaction of business at all meetings of the Congregation except as may be otherwise provided by law; but if there be less than a quorum, the majority of the Members of the Congregation, eligible to vote, so present may adjourn the meeting to a future date at which a quorum consisting a majority of the voting Members of the Congregation shall be present. At such adjourned meeting, any business may be transacted which may have been transacted at the meeting as originally called.

6.05 Loss of Quorum. All voting Members of the Congregation present at a duly called or held meeting at which a quorum is present, may continue to conduct business until adjournment notwithstanding the loss of quorum during the meeting.

6.06 Voting. A Member of the Congregation entitled to vote at a meeting may vote at such meeting in person. Except as otherwise provided by law, voting rights shall be as follows:

- a. Every Individual Member and Student Member shall be entitled to one (1) vote in his or her name if listed as an Individual or Student Member on the record of the Congregation.
- b. Every Family Membership shall be entitled to one (1) vote for each adult individual who would be eligible for Individual Membership under §3.01 and designated as the parent, spouse, adult partner or dependent adult, within that Family Membership Unit as listed on the record of the Congregation. However, no more than two (2) voting units shall be allowed for each family membership.

6.07 Majority Vote Required. Except as provided for herein, or provided for by law, all action shall be determined by a vote of majority of the votes cast, by those Members entitled to vote thereon, at a meeting of the Congregation.

6.08 **Order of Business.** The order of business at all meetings of the Congregation may include any of the following items, as designated by the President or as set out within the notice of special meeting, which are necessary to be included for purposes of discussion or decision. No item need be presented or included unless necessary to the business of the Congregation.

1. Call to Order and Presentation of Agenda.
2. Presentation of minutes of preceding Congregational Meeting.
3. Rabbi's Report.
4. President's Report.
5. Treasurer's Report.
6. Committee Reports.
7. Old Business.
8. New Business.
9. Installation of Officers or Trustees.
10. Close of Meeting.

6.09 **Consent.** Whenever, by a provision of statute, or by these Bylaws, the vote of the Members of the Congregation is required or permitted to be taken at a meeting in connection with any necessary action, then the meeting and vote of the Members of the Congregation may be dispensed with, if a majority of all the Members of the Congregation who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such actions being taken.

6.10 **Conduct of Meeting.** All meetings of the Congregation shall be chaired by the President and the meeting shall be conducted according to *Robert Rules of Order*, unless otherwise specified by the Board of Officers and Trustees.

ARTICLE SEVEN OFFICERS

7.01 **Officers and Qualifications.** The Congregation shall have as officers, a President, a First Vice-President, a Second Vice-President, a Secretary and a Treasurer. Any Member of the Congregation, who is otherwise individually eligible for membership (as defined in §3.01) and who is in Good Standing, shall be entitled to run for and serve as an Officer. No person may serve as both an Officer and as a Trustee.

7.02 **Term of Office.** All Officers shall begin their term as of July 1 and hold office for a term of two (2) years or until their successors have been duly elected and have qualified, or until removed as is hereinafter provided. Each Officer will be formally installed as an Officer at the annual meeting of the Congregation following their election.

7.03 **President's Duties.** The President shall:

- a. Preside at all Congregational meetings and meetings of the Board of Officers and Trustees;

- b. Present at each annual meeting of the Congregation a report of the condition of the Congregation;
- c. Cause to be called regular and special meetings with the Board of Officers and Trustees in accordance with the requirements of these Bylaws;
- d. Sign and execute all contracts in the name of the Congregation, and all notes, drafts, or other orders for the payment of money;
- e. Cause all books, reports, statements and certificates to be properly kept and filed as required by law;
- f. Enforce these Bylaws and perform all duties incident to the office and which are required by law, and, generally, the President shall supervise and control the business and affairs of the Congregation; and
- g. Act as an *ex officio* member of all committees.

7.04 First Vice-President's Duties. The First Vice-President shall:

- a. Have such powers and perform such duties as may be assigned to the First Vice-President by the Board of Officers and Trustees or the President. In the absence or disability of the President, the First Vice-President shall perform the duties and exercise the powers of the President. The First Vice-President may sign and execute contracts and other obligations pertaining to the regular course of duties should the First Vice-President be appointed to act for the President;
- b. Serve as the Board liaison to the committees designated by the President; and
- c. Perform all duties incident to the office and which are required by law.

7.05 Second Vice-President's Duties. The Second Vice-President shall:

- a. Have such powers and perform such duties as may be assigned to the Second Vice-President by the Board of Officers and Trustees or the President. In the absence or disability of the First Vice-President, the Second Vice-President shall perform the duties and exercise the powers of the First Vice-President. In the absence or disability of both the President, and First Vice-President, the Second Vice-President shall perform the duties and exercise the powers of the President. The Second Vice-President may sign and execute contracts and other obligations pertaining to the regular course of duties should the Second Vice-President be appointed to act for the President;
- b. Serve as the Board liaison to the committees designated by the President; and
- c. Perform all duties incident to the office and which are required by law.

7.06 Secretary's Duties. The Secretary shall:

- a. Record the minutes of the meetings of the Board of Officers and Trustees, the Congregation and the Executive Committee and keep copies of same in the appropriate books;
- b. Attend to the giving of notice of all meetings of the Board of Officers and Trustees;

- c. Keep at the principal office of the Congregation, or at such office as designated by the Board of Officers and Trustees, a book or record containing the names of all persons who are Members of the Congregation, showing the places of residence, and the dates when they respectively became Members thereof. The Secretary shall keep such book or record and the minutes of the proceedings open at appropriate times, for inspection by any congregant to inspect such records. At the request of the person entitled to an inspection thereof, the Secretary shall prepare and make available a current list of the Officers and Trustees of the Congregation and their residence addresses;
- d. Attend to correspondence and present to the Board of Officers and Trustees at its meeting all official communications received by the Secretary; and
- f. Perform all duties incident to the office of Secretary of the Congregation.

7.07 Treasurer's Duties. The Treasurer shall:

- a. Receive and have the care and custody of and be responsible for all the funds and securities of the Congregation and deposit same in such banks or financial institutions as the Board of Officers and Trustees may designate;
- b. Keep at the principal office of the Congregation accurate books of account of all business and transactions and shall, at all reasonable hours, exhibit books and accounts to any Officer or Trustee, upon application, at the office of the Congregation during business hours;
- c. Render a report on the condition of finances of the Congregation at such regular meetings of the Board of Officers and Trustees and at such other times as shall be required, and shall make a full financial report at the annual meeting of the Congregation;
- d. No disbursements shall be made unless they shall have been authorized and ordered by the Board of Officers and Trustees except that the Board of Officers and Trustees may, by resolution, authorize in advance certain disbursements by item or category. All disbursements shall be made by checks signed by the Treasurer and/or such other officers or persons authorized by the Board of Officers and Trustees. The Treasurer shall not issue any single check (nor combined amount to any single payee), larger than that amount authorized by the Board of Officers and Trustees and as recorded in the minutes;
- e. Upon resolution of the Board of Officers and Trustees, the Treasurer shall be bonded for the faithful performance of duties in such sum as the Board of Officers and Trustees may determine;
- f. Upon request by the President or the Board of Officers and Trustees, the Treasurer shall submit all of the books for an audit to a committee appointed by the President;
- g. The Treasurer shall keep an accurate list of all members in good standing, their addresses and submit a copy to the Secretary;
- h. Perform all duties incident to the office of Treasurer of the Congregation; and
- i. Serve on the Finance Committee.

ARTICLE EIGHT
BOARD OF OFFICERS AND TRUSTEES

8.01 Composition of Board. The Board of Officers and Trustees shall be comprised of the elected Officers; eleven (11) elected Trustees; the immediate Past President of the Congregation; the Rabbi; the President of the Men's Club, if there be one; the President of the Sisterhood, if there be one; the President of the Youth Group, if there be one, but if the President has not reached the age of bar or bat mitzvah, then another Youth Group member who has reached that age shall serve in place of the President; the Chairperson of the Religious School Parents Council, if there shall be one; and a member of the Gan Shalom Committee.

a. The Rabbi, the President of the Men's Club, the President of the Sisterhood, the President of the Youth Group, the Chairperson of the Religious School Parents Council, and the member of the Gan Shalom Committee, shall be *ex officio* members of the Board of Officers and Trustees of Congregation Ohavay Zion.

b. The Men's Club, Sisterhood, Gan Shalom Committee, Religious School Parents Council, and Youth Group shall be those committees or organizations as in existence and recognized as such by the Board of Officers and Trustees.

8.02 Eligibility for Trustees. Any Member of the Congregation, who is individually eligible for membership (as defined in §3.01), and who is a Member in Good Standing, shall be entitled to run for and serve as a Trustee, but no person may serve as a Trustee and simultaneously as an Officer on the Board of Officers and Trustees.

8.03 Term of Office. All Trustees shall begin their term as of July 1 and hold office for a term of two (2) years or until their successors have been duly elected and have qualified, or until removed as is hereinafter provided. Each Trustee will be formally installed at the annual meeting of the Congregation following their election. The Rabbi is a permanent member of the Board of Officers and Trustees of Congregation Ohavay Zion. The Past President shall be a member for the two (2) years immediately following his or her term as president. The Presidents of the Men's Club, Sisterhood, Youth Group, and the Chairperson of the Religious School Parents Council shall hold office coterminous with and only so long as their term as President or Chairperson of the respective group. The term of the Gan Shalom Committee Member shall be for a term of two (2) years.

8.04 Duties and Powers of the Board of Officers and Trustees. The Board of Officers and Trustees shall, consistent with and in conjunction with the enumerated powers, responsibilities and duties of the Officers, oversee, supervise and manage the general affairs of the Congregation, and have all powers to perform any acts with the same effect as if such acts were performed by the general membership of the Congregation.

8.05 Actions by Board of Officers and Trustees. The Board of Officers and Trustees shall in all cases act as a Board, regularly convened, and in the transaction of business, the act of the majority present at the meeting, except as otherwise provided by law, shall be the act of the entire Board, provided a quorum is present. The Board of

Officers and Trustees may adopt such rules and regulations for the conduct of their meetings and in the management of the Congregation as they may deem proper, not inconsistent with law or these Bylaws. All meetings of the Board of Officers and Trustees shall be chaired by the President and the meeting shall be conducted according to *Robert Rules of Order*, unless otherwise specified by the Board of Officers and Trustees.

8.06 Special Actions by Board of Officers and Trustees. All actions which involve the hiring or dismissal of a Rabbi; the purchase of any real property; the borrowing of money; the pledge or mortgaging of any property; or a single project expenditure not included in the budget which exceeds 30% of the annual budget; shall require the approval of two thirds (2/3rds) of the entire voting membership of the Board of Officers and Trustees. A decision by the Board of Officers and Trustees as set out within this §8.06 shall be the final decision, unless two-thirds (2/3rds) of the entire eligible voting membership of the Congregation vote to the contrary.

ARTICLE NINE MEETINGS OF THE BOARD OF OFFICERS AND TRUSTEES

9.01 Regular Meetings. Regular meetings of the Board of Officers and Trustees shall normally be held on the second Tuesday of each month, except such months as the Executive Committee shall determine to omit a meeting or change the date. But in no event shall two (2) or more consecutive monthly meetings be omitted.

9.02 Special Meetings. Special meetings of the Board of Officers and Trustees shall be held at the call of the President or any five (5) Trustees upon written notice, provided, at least five (5) days in advance. Such notice shall contain the agenda to be presented at such special meetings, and no other matters may be considered.

9.03 Open Meetings. All regular and special meetings of the Board of Officers and Trustees shall be open to any Member of the Congregation. The entire Board of Officers and Trustees may, when discussing matters requiring confidentiality, meet in executive session with only the voting members of the Board of Officers and Trustees present. In the event that the Board of Officers and Trustees adopts any action while in executive session, this action must be reported to the Congregation.

9.04 Quorum. A majority of the voting members of the Board of Officers and Trustees shall constitute a quorum at any regular meeting or special meeting and the Board of Officers and Trustees may transact any business necessary, except as otherwise specifically provided herein. However, should a quorum not be present, a lesser number may adjourn the meeting to some later time.

9.05 Eligibility to Vote. At all meetings of the Board of Officers and Trustees:
a. Each Officer, Trustee and *Ex Officio* Member, other than the Rabbi, the Gan Shalom Committee Member, and the President of the Youth Group, shall be entitled to vote on each issue brought up.

- b. As an exception to (a) above, the Gan Shalom Committee Member will be entitled to vote on matters relating to Gan Shalom.
- c. The President, while considered as a voting member, shall be entitled to vote only in cases of a tie.
- d. Each voting member of the Board of Officers and Trustees shall be entitled to cast only one (1) vote.
- e. Any member of the Board of Officers and Trustees who is Not in Good Standing shall relinquish his or her vote until such time as he or she again becomes a Member In Good Standing and shall not be counted toward a quorum, nor shall a quorum require their position.

9.06 **Majority Vote Required.** In all actions except for those as set out in §3.07 and §8.06, the Board of Officers and Trustees shall act by the majority of those members present and voting, but in no event shall any resolution be deemed carried, unless there be at least five (5) affirmative votes.

9.07 **Minutes of Board Meetings.** The minutes of any meeting of the Board of Officers and Trustees shall be made available to the Congregation within the month after approval by the Board.

9.08 **Notice of Meetings.** No notice need be required for any regular meeting of the Board of Officers and Trustees if held on the regularly scheduled date and time. Notice of any special meeting shall be served upon each member of the Board of Officers and Trustees in writing at least two (2) days prior to such meeting, specifying the time and the place of the meeting and the business to be transacted. Any required notice to the Congregation for any meeting will be delivered as specified in §5.01.

9.09 **Waiver of Notice.** If any Special Meeting of the Board of Officers and Trustees is held without notice having been given and all Members of the Board of Officers and Trustees are present, then the Board of Officers and Trustees may transact any business which might have been transacted if the meeting had been duly called by notice.

9.10 **Agenda of Meetings of the Board of Officers and Trustees.** The order of business at all meetings of the Board of Officers and Trustees shall include the following items, as designated by the President or as set out within the notice of special meeting, which are necessary to be included for purposes of discussion or decision.

1. Call to Order and Presentation of Agenda.
2. D'var Torah
3. Presentation of minutes of preceding Meeting.
4. Rabbi's Report.
5. President's Report.
6. Treasurer's Report.
7. Committee Reports.
8. Old Business.

- 9. New Business.
- 10. Close of Meeting.

9.11 **Requests to Board Members.** Prior to a Board Meeting, a Congregant may request of any Board Member to raise within “New Business” any specific issue of interest to the Congregant. If any Board Member agrees to do so, the issue will be brought before the Board for consideration as “New Business” during the Board Meeting.

9.12 **Special Petitions.** Upon receipt of a formal petition signed by at least Twenty-five percent (25%) of the voting Members of the Congregation, the Board of Officers and Trustees must place the subject of the petition on its agenda for consideration no later than the next regularly scheduled meeting of the Board of Officers and Trustees. After study of the issue(s) at hand, the Board of Officers and Trustees must formally respond, citing its final decision on the issue(s).

ARTICLE TEN ELECTION AND REMOVAL OF OFFICERS AND TRUSTEES

10.01 **Election of Trustees and Officers.** In each year which is an odd numbered year, all Officers shall stand for election, along with six (6) Trustee positions. In each even numbered year, the remaining five (5) Trustee positions shall stand for election.

10.02 **Nominating Committee.** The President shall appoint a Nominating Committee at the regular meeting in March, consisting of not less than three (3) Members, none of whom shall then be eligible for nomination as an Officer or as Trustee. All members of this committee shall, at the time of appointment, be Members in Good Standing. This committee shall nominate not more than two (2) individuals for each office, from Members who have indicated their willingness to serve and not more than two (2) for each open position as a Trustee, from members who have indicated their willingness to serve. No person may be nominated for any position who is not a Member in Good Standing at the time of nomination.

10.03 **Report of Nominating Committee.** At the regular meeting of the Board of Officers and Trustees in April of each year, the Nominating Committee shall make its report. The report of the Nominating Committee shall be published and sent to all Members of the Congregation in Good Standing not less than ten (10) days before the May Board of Officers and Trustees general meeting.

10.04 **Nominations from the Congregation.** Following the call to order, but prior to commencement of any other matters at the general meeting of the Board of Officers and Trustees in May of each year, additional nominations for any position may be made from the floor, by any Member of the Congregation in Good Standing and seconded by another Member of the Congregation in Good Standing, so long as such additional nominated individuals shall have indicated their willingness to serve.

10.05 **Ballots.** Within seven (7) days after the May Board of Officers and Trustees meeting, a ballot containing all nominations for all offices shall be mailed to every eligible voting Member of the Congregation in Good Standing. There shall be a self-addressed stamped envelope with each ballot and instructions to return same properly completed ballot within seven (7) days of receipt. There shall be one (1) ballot per Individual Membership; one (1) ballot for the single parent of a Family Membership; and two (2) ballots for any Family Membership with two (2) qualifying adults within the family unit, who each shall have one (1) vote.

10.06 **Compilation of Results.** The Nominating Committee shall also serve as a committee of tellers whose duties shall be collect and tabulate the ballots and report the results to the President. A majority of the ballots cast for an office shall constitute election to that office. In the event that there are more than two (2) candidates for any office and no candidate receives a majority vote of the ballots cast, a second ballot of the two candidates who received the highest number of ballots cast, shall be taken. The second ballot shall be limited to the two (2) candidates receiving the greatest number of votes on the first ballot. The nominees for Trustees receiving the greatest number of votes for the available vacancies shall be declared to be elected as the Trustees to the Board of Officers and Trustees.

10.07 **Retention of Ballots.** The results of the ballots for offices and positions upon the Board of Officers and Trustees shall be retained by the Secretary for six (6) months.

10.08 **Alternative Election Process.** If at the conclusion of the nomination process as set out within this Article Nine, including §10.02, §10.03 and §10.04, any of the positions for an Officer or Trustee has only one (1) nominee, then the Board of Officers and Trustees may accept and elect as unopposed the nominee as an Officer or as a Trustee, without further obligation to mail a ballot to the congregation for the uncontested position of Officer or Trustee. Any candidate accepted and elected by the Board of Officers and Trustees pursuant to this Section shall serve and have all powers as if elected by the entire congregation. In the event that any Officer or Trustee is elected by the Board of Officers and Trustees as unopposed, the Board of Officers and Trustees shall by general notice to the congregation, which may include but is not limited to a publication within the congregational bulletin, distributed electronically or by mail, notify the congregation of the position of Officer or Trustee for which no election was required.

10.09 **Vacancies.** In the event of a vacancy in any Elected Trustees position or any Officer other than President, by reason of resignation, death, or other cause, the vacancy shall be filled by election by ballot of the Board of Officers and Trustees at the next regular meeting of the Board of Officers and Trustees, provided notice to all members of the Board of Officers and Trustees is given at least five (5) days in advance of said meeting of the proposed election. In the event of vacancy by reason of resignation, death, or other cause of President, the First-Vice President shall succeed to the office. Any person selected by the

Board of Officers and Trustees to fill a vacancy shall serve until the expiration of the term of the person that they are succeeding.

10.10 Restriction on Terms. No Trustee shall be entitled to serve for longer than three (3) successive elected terms of two (2) years each plus any time served by virtue of filling a vacancy. Upon a member having served the maximum time permitted herein, such member shall not be permitted to be nominated for a new term as an elected Trustee, without at least one (1) year passing without service as an elected Trustee. Except in extenuating circumstances with approval of the Board, no elected Officer shall be entitled to serve for longer than the term specified below plus any time served by virtue of filling a vacancy:

- President: one (1) term of two years;
- First Vice-President: one (1) term of two years;
- Second Vice-President: one (1) term of two years;
- Treasurer: three (3) successive terms of two years each; and
- Secretary: three (3) successive terms of two years each.

10.11 Removal of an Officer or Member of Board of Officers and Trustees. Any member of the Board of Officers and Trustees absent from two (2) consecutive, or a total of five (5) regularly scheduled meetings of the Board of Officers and Trustees, without notice and sufficient reason as decided by the Board of Officers and Trustees may be considered as having relinquished the position on the Board of Officers and Trustees and the position may be considered vacant and filled as provided above. In addition, any member of the Board of Officers and Trustees may be removed, with or without cause, at any time by a vote of the listed Members, who are entitled to vote for the election of an Officer or Trustee, at any special meeting called for that purpose, or at the annual meeting. Except as otherwise prescribed by statute, a Trustee may be removed for cause by vote of majority of entire Board.

10.12 Resignation. A Trustee or Officer may resign the office at anytime and any such resignation shall be in writing to the Board of Officers and Trustees and take effect immediately without approval required.

ARTICLE ELEVEN COMMITTEES

11.01 Standing Committees. Subject to the provisions of 11.06 below, the following are the usual standing committees of the Congregation.

1. Executive Committee
2. Membership Committee
3. Finance Committee
4. Religious Committee
5. Building and Grounds Committee
6. Education Committee

7. Gan Shalom Committee
8. Social Action Committee
9. Social Welfare Committee
10. Kitchen Committee
11. Youth Committee
12. Adult Education Committee

11.02 **Special Committees.** Special committees may be appointed from time to time by the President.

11.03 **Executive Committee.** The Executive Committee shall consist of the Officers of the Congregation and the past president of the congregation.

11.04 **Members and Chairperson of Committees.** The President shall serve as an *ex-officio* member of all committees and the President shall appoint the chairperson for each committee. Committee membership may include both members and non-members of the Board of Officers and Trustees as appropriate and an individual need not be a member of the Board of Officers and Trustees to act as a chairperson of a committee.

11.05 **Functions of Committees.** Functions of all committees shall be established by the Board of Officers and Trustees, to whom the Committee shall report at the regular monthly meetings of the Board of Officers and Trustees. No committees shall have any powers other than those authorized by the Board of Officers and Trustees.

11.06 **Constituting Committees.** Without the need to amend the provisions of 11.01 or this Article, at the recommendation of the President, with concurrence by the Board: (i) the work of any committee may be assigned to one individual person rather than constituting several members of a committee; (ii) the duties of two or more committees may be combined into a single committee; or (iii) as relates to the Social Action, Social Welfare, Youth, Kitchen, or Adult Education Committees, the President may not constitute and not activate the committee.

ARTICLE TWELVE GAN SHALOM

12.01 **Establishment.** Congregation Ohavay Zion may operate a pre-school under the name of Gan Shalom. The Gan Shalom Program will be subject to the overall control, continuation and management by the President and the Board of Officers and Trustees, according to the terms and conditions of this Article.

12.02 **Enrollment.** Enrollment in Gan Shalom is open to the public, subject to availability of the program, with preference given to families that are Members of Congregation Ohavay Zion in Good Standing and other Jewish children within the community.

12.03 Governance - Committee. The President shall assist in the selection of members of a Gan Shalom Committee, which shall be comprised of (i) a member of the Board of Officers and Trustees; (ii) Members of the Congregation; and (iii) individuals who are suited to serve on the Gan Shalom Committee regardless of whether they are Members of the Congregation. The Gan Shalom Committee will have the responsibility of reviewing the program, curricula and standards of the Gan Shalom Program and shall advise the President on the selection and hiring of a Gan Shalom Administrator. One member of the Gan Shalom Committee (other than the member of the Board of Officers and Trustees) shall be an *ex officio* member of the Board of Trustees for the Congregation, without voting authority, except for matters relating to Gan Shalom.

12.04 Administrator and Staff. Gan Shalom shall be under the day-by-day control and supervision of the Gan Shalom Administrator who is hired by the President, subject to the recommendation from the Gan Shalom Committee. The Gan Shalom Administrator shall have the responsibility to (i) hire and terminate all teachers and staff; (ii) supervise teachers and staff; (iii) assure compliance of the Gan Shalom Program with all applicable laws and regulations; and (iv) regularly report to the President and the Board of Officers and Trustees as required. The Gan Shalom Administrator, teachers and staff will be employees of Congregation Ohavay Zion and subject to the same rules and conditions of employment as determined appropriate by the President and the Board.

12.05 Budget and Expenses. Gan Shalom shall be operated independently from the regular operating budget of the Congregation and in a manner that will financially support itself without any supplemental funding from the Congregation. The Gan Shalom Committee shall approve a balanced annual budget that includes setting tuition rates and detailing all of its expenses. The budget shall be presented to the Officers and Board of Trustees for review, but shall not be subject to a separate approval. The Gan Shalom Administrator shall have the responsibility to operate Gan Shalom within the parameters of the approved budget.

a. Gan Shalom shall be responsible for and pay all of its direct costs, such as salaries and wages (including all required withholdings), cost of supplies and other items that are directly billed to Gan Shalom, without allocation to the Congregation.

b. In addition to the direct expenses set out above, Gan Shalom shall pay to Congregation Ohavay Zion an amount of money sufficient to reimburse the Congregation for the general expenses incurred by the Congregation related to the operation of Gan Shalom during the year ("*Gan Shalom Reimbursement Amount*"). The Gan Shalom Reimbursement Amount shall be fairly approximated, but shall in no event exceed the actual proportionate amount of expenses incurred by Congregation Ohavay Zion to support the operations of Gan Shalom, including but not limited to the costs of insurance, utilities, janitorial services and other facility expenses or use, such as to allow for the operation of the Gan Shalom Program at no additional cost to the Congregation and to account for the extra use of the physical plant. The Gan Shalom Reimbursement Amount shall be paid annually or monthly as agreed to by the President and the Gan Shalom Administrator.

c. All funds generated by Gan Shalom above its operating expenses, including the Gan Shalom Reimbursement Amount, are for the sole benefit of Gan Shalom and shall be expended, at the discretion of the Gan Shalom Committee, for the benefit of the program in accordance with its budget.

12.06 Power to Contract. The Gan Shalom Administrator shall have the power to contract on behalf of Gan Shalom only for those matters (i) essential to the operation of Gan Shalom; and (ii) that are within the approved Gan Shalom Budget. The Gan Shalom Administrator may not and has no authority to generally contract on behalf or bind Congregation Ohavay Zion.

12.07 Board Review. The Officers and Board of Trustees shall receive a monthly status report, including financial summaries, from the designated Gan Shalom *ex officio* Board Member. The Officers and Board of Trustees shall have the right, through the President and Treasurer, or their designee, to review all of the financial records (including bank accounts) and other records of Gan Shalom and along with the Gan Shalom *ex officio* Board Member they shall be prepared to advise the Officers and Board of Trustees of the financial health and independence of Gan Shalom and other issues associated with the program.

ARTICLE THIRTEEN CONGREGATION OHAVAY ZION PERPETUALLY RESTRICTED FUND

13.01 Intended Purpose. Congregation Ohavay Zion creates a perpetually restricted fund to be known as *"The Ohavay Zion Congregation Perpetually Restricted Fund."* This restricted fund is intended to invest funds to generate a continuing stream of income to be used for the benefit of the Congregation; nurture the growth of the Congregation; perpetuate its existence; and contribute to the enrichment of Conservative Judaism in Central Kentucky (the *"Intended Purposes"*). The Ohavay Zion Congregation Perpetually Restricted Fund shall be overseen and administered by the Fund Committee.

13.02 Type of Investments. The Ohavay Zion Congregation Perpetually Restricted Fund shall be invested into a prudent low risk, stable format investment, using a combination of investment opportunities intended to return an annual income with low risk of principal deterioration. The actual investment instruments and funds must be approved by the Fund Committee, based upon the highest rated criteria for the specific type of investment as determined by recognized rating agencies.

13.03 Minimum Contributions. The Fund Committee shall establish minimum amounts that may be accepted as a contribution to The Ohavay Zion Congregation Perpetually Restricted Fund by any individual or family group and the manner in which the gifts shall be paid either in a single gift payable in one (1) year, or where the annual installment payments of a larger gift is payable over a period of time. Contributions may be inter-vivos gifts or testamentary gifts. It is intended that smaller contributions or gifts to

the Congregation be placed in the general fund of the Congregation or in another designated fund.

13.04 Eligible Contributors. Contributions may be received from (i) Members of the Congregation who are Members in Good Standing and have paid full dues according to their membership category; (ii) individuals or families who are non-members of the Congregation; and (iii) other entities interested in contributing to The Ohavay Zion Congregation Perpetually Restricted Fund.

13.05 Classification Levels of Contributors. There are three (3) separate classification levels of contributors to The Ohavay Zion Congregation Perpetually Restricted Fund, with the amounts to be regularly reviewed by the Fund Committee:

- a. The first classification of contributor is designated as כּלּלּי תּוּרָם (Torem Klali) or a "General Donor," which is any contributor that contributes less than Five Thousand Dollars (\$5,000.00) in total paid contributions to The Ohavay Zion Congregation Perpetually Restricted Fund;
- b. The second classification of contributor is designated as תּוֹמֵחַ (Tomech) or a "Supporting Donor," which is any contributor that contributes at least Five Thousand Dollars (\$5,000.00), but less than Twenty Thousand Dollars (\$20,000.00) in total paid contributions to The Ohavay Zion Congregation Perpetually Restricted Fund; and
- c. The third classification of contributor is designated as מְקַיֵּם (Mkayem) or a "Sustaining Donor," which is any contributor that contributes at least Twenty Thousand Dollars (\$20,000.00) in total paid contributions to The Ohavay Zion Congregation Perpetually Restricted Fund.

13.06 Valuation of Life Insurance and Testamentary Gifts. In determining the classification level of a contributor that pledges life insurance the gift shall be valued at the higher of one quarter ($\frac{1}{4}$) of the face amount of the life insurance pledged or the cash value of the policy if the policy ownership is given to The Ohavay Zion Congregation Perpetually Restricted Fund. In determining the classification level of a contributor who designates a specific amount as a testamentary gift in his or her will, if the testamentary gift is a specific bequest with a set value then it shall be valued at one quarter ($\frac{1}{4}$) of the value of the testamentary gift. If the testamentary gift is either real estate, personal property (other than a set cash amount), or included as part of a residuary, the classification level shall be general, regardless of the actual anticipated amount due to the uncertainty of the actual value and the uncertainty of the gift.

13.07 Gifts Subject to Approval. All contributions to The Ohavay Zion Congregation Perpetually Restricted Fund, specifically including but not limited to gifts of Real Estate are subject to approval by the Fund Committee prior to acceptance.

13.08 Expenditure of Income Only. Except as approved below, only income from the Restricted Funds is to be expended. The Fund Committee may approve the

expenditure of up to all income earned during the year, or it may designate any income not expended to be added to the principal and thereafter subject to the restrictions on expenditure of principal. Notwithstanding the foregoing, income earned during any given year may be “earmarked” or pledged toward a Project that requires an expenditure amount that exceeds the available annual income for any one year and the income may be accumulated for that future Project to be expended in a later year.

13.09 Approval by Board Not Required. No Project approved by the Fund Committee shall require review and approval by the Board of Officers and Trustees, except the Board may disapprove a Project or expenditure by a veto vote cast by eighty percent (80%) of the then entire constituted Board of Officers and Trustees.

13.10 Fund Committee. The Ohavay Zion Congregation Perpetually Restricted Fund will be managed and “Projects” approved by an “Fund Committee” that will be made up of the President of the Congregation; three (3) מקיים (Mkayem) or Sustaining Donors to the Restricted Fund as appointed by the president; two (2) תומן (Tomech) or Supporting Donors to the endowment fund as appointed by the president; and the Treasurer of the Congregation. In the event there is not an eligible or sufficient number of eligible מקיים (Mkayem) or Sustaining Donors [either none in existence, insufficient number, or none willing to serve] then the President shall appoint the necessary number of contributor members from eligible תומן (Tomech) or Supporting Donors. The President shall serve as chairperson of the Fund Committee and the Treasurer will act as the Treasurer of The Ohavay Zion Congregation Perpetually Restricted Fund.

13.11 Term of Members. Members of the Fund Committee shall serve for a period of time as follows:

- a. The President and Treasurer shall have terms that are co-terminous with their terms of office.
- b. Each of the מקיים (Mkayem) or Sustaining Donors and the תומן (Tomech) or Supporting Donors shall serve for two (2) years, their terms beginning June 1, with the term of one (1) מקיים (Mkayem) Sustaining Donor and one (1) initial תומן (Tomech) or Supporting Donor alternating with their counterpart. (The term of one (1) initial מקיים (Mkayem) Sustaining Donor and one (1) initial תומן (Tomech) or Supporting Donor shall be for one (1) year).

13.12 Number of Terms. Members of the Fund Committee may serve up to three (3) separate terms. However, the term of any President and Treasurer, served while as President and Treasurer of the Congregation, shall not count toward the limit of three (3) separate terms.

13.13 Meetings. The Committee shall meet as a group no less than at least once per year, or more often as required by the business of the Fund Committee. Detailed minutes shall be kept at all meetings.

13.14 **Records.** Financial summaries of the Restricted Fund shall be available for review by the President, the Treasurer, each Fund Committee member, any contributor to the fund and any member of the Congregation in good standing (as defined within the Congregation bylaws). The Treasurer shall include in the Treasurer's report to the Board of Officers and Trustees at each Board meeting the amount in the Restricted Fund and the recently approved Projects. If there is a continuing Project (where there is more than just a single time duration or expense), the Treasurer shall report on the "current status" of the Project.

13.15 **Projects.** The Fund Committee will have the right to review "*Projects*," which are proposals worthy of support by The Ohavay Zion Congregation Perpetually Restricted Fund. Each member of the Fund Committee shall have the right to propose a Project to the Fund Committee and the Fund Committee may accept suggestions for Projects from the congregation at large. For any Project to be approved, there must be a vote for approval by at least four (4) members of the Fund Committee.

13.16 **Limitation on Projects.** It is intended that the funds from The Ohavay Zion Congregation Perpetually Restricted Fund shall be expended for limited types of Projects that are in conformity with the Intended Purposes for The Ohavay Zion Congregation Perpetually Restricted Fund and generally fall within the following approved Limited Applications. The general categories of Projects that may be considered for approval by the Fund Committee as within the Limited Applications of The Ohavay Zion Congregation Perpetually Restricted Fund include:

- a. **Contributions to Established Scholarship Funds.** The Fund Committee may not establish any scholarship fund or program, but may make a specific contribution to an already established Congregation scholarship program;
- b. **Special Programing and Events.** Where funds are needed for the sponsorship of programs or events that are neither recurring, nor normally included within the regular operating budget of the Congregation;
- c. **Capital Improvements.** Long term capital improvements for the benefit of the Congregation, where the cost of the improvement is considered as extraordinary and cannot be included within the regular operating budget of the Congregation;
- d. **Special Purchases.** Such as a torah, a rare book collection for the library, or other item of significant cultural or historical value;
- e. **Seed Money.** Where the Congregation is establishing a fund-raising project and the Fund Committee determines that it will provide "seed" or matching money to encourage contributions to the fund raising. Specifically included is providing "seed money" or covering expenses for the fund raising for additional contributions to The Ohavay Zion Congregation Perpetually Restricted Fund, and where approved, paying the premiums on a life insurance policy given as a gift;
- f. **Special Projects.** Special artistic, educational or similar projects that benefit the congregation and conform to the Intended Purposes;
- g. **Membership.** Recruitment stimulus or initiatives to entice new members, such as dues and tuition subvention to be paid on behalf of the new member to the

Congregation on a pro rata basis for all new members during the year, but the total amount to be used not to exceed more than twenty-five percent (25%) of the income generated by The Ohavay Zion Congregation Perpetually Restricted Fund for the year; and

h. **Emergency Use.** Emergency use is defined as a required major structural repair, or replacement of major mechanical system when the failure or damage was not due to normal wear and tear or normal obsolescence, could not have otherwise been foreseen or planned for or reasonably prevented, or results from deferred maintenance. In addition, (i) the regular budget of the Congregation is incapable of inclusion of the expense within the budget without causing a significant deficit; (ii) the Congregation is unable to borrow sufficient funds to meet the expense; or (iii) where the payments toward an incurred debt to effect the repair or replacement cannot be met within the ordinary budget or through extra donations.

13.17 **Conflict of Interest.** No member of the Fund Committee may directly derive any personal financial benefit from any Project, nor may any family member of a member of the Fund Committee directly and personally financially benefit from any Project. In the event that a Project is proposed that will directly and personally financially benefit a member of the Fund Committee or a family member of a member of the Fund Committee, then the member of the Fund Committee shall recuse himself or herself from any consideration, review or advocacy of the proposed Project and there must be a six (6) month "cooling off" period before the Project may be considered by the remaining Committee Members for approval.

13.18 **No Invasion.** Principal of The Ohavay Zion Congregation Perpetually Restricted Fund is not to be invaded (expended), except upon circumstances that (i) constitute an immediate emergency and (ii) where The Ohavay Zion Congregation Perpetually Restricted Fund must be repaid within five (5) years. Invasion of principal will require approval by at least four (4) members of the Fund Committee, and no less than eighty percent (80%) of the then entire constituted Board of Officers and Trustees. Under no circumstances may more than twenty-five percent (25%) of the total principal, or Fifty Thousand Dollars (\$50,000.00), whichever is less, be expended from the principal for emergency purposes.

13.19 **Not An Operating Fund.** Neither income nor principal of The Ohavay Zion Congregation Perpetually Restricted Fund may be used to meet normal operating expenses of the Congregation. "Normal operating expenses" are those expenses which would generally be included in an annual operating budget or are reasonably expected to be occurring during any operational year or are recurring expenses.

13.20 **No Payment of Debt.** Payment of normal debt of the Congregation from The Ohavay Zion Congregation Perpetually Restricted Fund is prohibited.

13.21 **Not An Auxiliary Fund.** The Ohavay Zion Congregation Perpetually Restricted Fund cannot be used as auxiliary source of funding for any paid employee,

whether regular compensation, bonus or incentive, or for the singular economic benefit of any one person.

13.22 No Anticipation. The Ohavay Zion Congregation Perpetually Restricted Fund shall not be subject to anticipation, expenditure, hypothecation or assignment by the Board of Officers and Trustees of the Congregation.

ARTICLE FOURTEEN RELIGIOUS SCHOOL PARENTS COUNCIL

14.01 Purpose. The Religious School Parents Council collaborates with the Religious School director, teachers and the Rabbi, with the goal to assist in providing a high-quality Jewish education and hosting of all Religious School holiday celebrations and Teacher/Aide Appreciation. Additionally, the Council provides an opportunity for its members to provide input on matters of policy and curriculum. However, the Religious School Parents Council serves only in an advisory capacity and may not overrule any decision of the Religious School director, the Rabbi, or the Board of Officers and Trustees.

14.02 Membership. All parents and legal guardians of students enrolled in the OZS Religious School are eligible to become members of the Religious School Parents Council.

14.03 Meetings. The Religious School Parents Council shall meet at least twice per year, once in August or September and once in April or May, and at other times as determined necessary. The meetings shall be conducted in whatever manner the members consider appropriate. Each of the members will have the opportunity to attend the meetings and activities. In addition to members, others, including the Religious School Director and teachers, members of the Education Committee, members of the Board of Officers and Trustees, and the Rabbi, may be invited to participate at the meetings.

14.04 Leadership. Through its members, the Religious School Parents Council will select a Chairperson (who must be a member in good standing of the Congregation) and other positions as they see fit, with duties and obligations to be determined by the Religious School Parents Council. Selections to normally occur at the Spring meeting of the Religious School Parents Council and the term will be one year from July 1 to June 30. The Chairperson shall serve *ex officio* as a member of the OZS Board of Officers and Trustees.

ARTICLE FIFTEEN AMENDMENTS

15.01 Proposal of Amendments. All proposed amendments shall be presented to the Board of Officers and Trustees in writing and read aloud at a regular or special meeting.

15.02 Notice of Proposed Amendment. Following the presentation of the proposed amendment to the Board of Officers and Trustees, the entire contents of the

proposed amendment, verbatim, shall be included in the minutes of the meeting; be posted in a conspicuous place within the synagogue; and be included in the monthly bulletin sent to all congregants. The proposed amendment must appear in the notice sent to each member of the Board of Officers and Trustees to announce the next regular meeting of the Board of Officers and Trustees, at which time proposed amendment may be acted upon.

15.03 Votes Required to Approve Proposed Amendments. A two-thirds (2/3rds) vote of the total eligible voting membership of the Board of Officers and Trustees shall be necessary to adopt any amendment. Any approval of an amendment may be overridden by a two-thirds (2/3rds) vote of the entire eligible voting membership of the Congregation, brought on by Special Petition.

15.04 Distribution. If an amendment of this Constitution and Bylaws is adopted, then an updated copy of the Constitution and Bylaws (either in whole or just the affected pages) shall be distributed to every member of the Board of Officers and Trustees by the next regular meeting of the Board of Officers and Trustees.

Last updated: Approved by Board of Officers and Trustees June 9, 2020