

**By-Laws
of
Or Hadash Synagogue**

ARTICLE NO. 1: NAME

Section 1. This Synagogue shall be known as Or Hadash Synagogue, a corporation incorporated under the laws of the Province of Ontario (the "Synagogue").

ARTICLE NO. 2: PRINCIPLES

Section 1. This Synagogue is to support and enrich the Reform Jewish community by cultivating a love and understanding of the Jewish heritage, stimulating fellowship in the Jewish community and strengthening the bonds of loyalty with the Jewish people everywhere.

In all endeavors, members shall strive to treat each other with dignity and respect, and to conduct the affairs of the Synagogue in an open and transparent manner.

In order to advance the cause for liberal Judaism in Canada and throughout the world, this Congregation shall maintain its affiliation with the Union of Reform Judaism and the World Union for Progressive Judaism.

ARTICLE NO. 3: HEAD OFFICE

Section 1. The head office of the Synagogue shall be in the Province of Ontario, at such place therein as the Board of Directors may from time to time by resolution determine.

ARTICLE NO. 4: MEMBERSHIP

Section 1. Membership is open to any person of the Jewish faith 18 years of age or over, on approval of his or her application by the Board of Directors.

Non-Jewish spouses and/or non-Jewish dependent children or step-children of Synagogue members in good standing are considered to be associate members, provided that they are not affiliated members of any other religion.

Section 2. Any member's child or step-child on reaching the age of twenty-six shall be obliged to become a member in his or her own right, provided that he or she is eligible for membership as defined in Section 1 above. Any member's child or step-child who is under the age of twenty-six but who is self-supporting shall also be obliged to become a member in his or her own right, provided that he or she is eligible for membership as defined in Section 1 above.

Section 3. A member's child or step-child who is not obliged to be a member in his or her own right shall be entitled to all of the privileges of membership or associate membership (but shall not be entitled to vote nor to be counted toward a quorum) so long as at least one of his or her parents or step-parents remain a member in good standing.

Section 4. A member shall be entitled to all the rights and privileges of membership, and shall be entitled to one vote.

An associate member shall be entitled to all the rights and privileges of membership, except the right to vote, to hold elected office, to chair any committee/task force, to serve on any committee/task force designated as religious by the Board of Directors, or to participate in particular aspects of Jewish public ritual or life cycle ceremonies as determined from time to time by the ritual committee, in consultation with the Spiritual Leader.

Section 5. Membership shall not be transferable.

Section 6. Honorary Life Members shall be elected by majority vote of the Board of Directors present at a duly constituted meeting of the Board, and ratified by a majority vote of the members of the Synagogue present at a regular or special general meeting called for that purpose.

They shall not, however, have the right to vote or hold elected office.

Section 7. Members and associate members shall pay dues in advance in such amounts and at such times as may be determined by the Board of Directors. The Board of Directors may levy dues upon members and associate members in lesser amounts in cases of need.

Section 8. The Board of Directors may levy special assessments upon members and associate members, subject to the approval of a majority of the members present at a regular or special general meeting called for that purpose.

Section 9. Dues and school fees are payable when application for membership is approved. All other charges as authorized by the Synagogue shall be payable on such terms as directed by the Board of Directors.

A member or associate member in arrears of ninety days or more, who has not made satisfactory arrangements for payments of dues, school fees, or other authorized charges, may be suspended from membership by the Board of Directors. Such suspension shall be effected by a two-thirds vote of the Board of Directors present at a regularly constituted meeting of the Board, following the giving of thirty days notice in writing to such member or associate member by registered prepaid post to such member or associate member's last address on record in the books of the Synagogue.

Satisfactory arrangements for annual dues and other assessments must be completed seven days prior to Rosh Hashanah. Failure to do so results in immediate suspension of all rights and privileges. A member or associate member thus suspended may be reinstated by the Board of Directors on payment of all arrears and compliance with any other terms the Board may stipulate.

A member or associate member who has not made satisfactory arrangements with respect to payment of all outstanding financial obligations to the Synagogue at least sixty days prior to his or her proposing to utilize the facilities of the Synagogue to conduct a wedding, Bar Mitzvah or Bat Mitzvah or other life cycle event may not, at the discretion of the Board of Directors, be entitled to do so.

Section 10. The resignation or suspension of any member or associate member shall not relieve him or her from the payment of any obligation due the Synagogue at the time of resignation or suspension.

Section 11. The Board of Directors may, by a two-thirds vote of those present and voting, after an open hearing, reprimand, suspend any or all membership privileges of, or expel any member of the Synagogue who has been found to be in violation of the Bylaws or rules and regulations prescribed by the Board of Directors or the Synagogue and where such violation has been injurious to the good and welfare of the Synagogue; provided that such member has received reasonable notice of such meeting.

Any member so reprimanded, suspended or expelled may appeal in writing within 30 days of receipt of notification of any such action to the Board of Directors for a hearing to reconsider. Any member still aggrieved after a hearing to reconsider may appeal to the membership at a Special Meeting called in accordance with these Bylaws.

ARTICLE NO. 5: BOARD OF DIRECTORS

Section 1. The Board of Directors shall be responsible for the general management of the affairs of the Synagogue and shall act on all matters of policy.

Section 2. The Board of Directors, on behalf of the Synagogue, may borrow money on the credit of the Synagogue, as permitted by the special provisions of the Letters Patent, and may charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Synagogue, including book debts, rights, powers and undertakings, to secure any money borrowed, or other debts, or any obligation or liability of the Synagogue.

Section 3. The Board of Directors shall consist of eight elected positions and a number of ex-officio members. Each member of the Board will be given specific responsibilities by the President, which may include among other things chairing or acting as liaison with Synagogue committees.

The ex-officio members shall include the Immediate Past President and the presidents of all auxiliaries.

The Immediate Past President will serve as an ex-officio member of the Board of Directors for a maximum of 2 years. If the incumbent president's term is longer than 2 years the Board of Directors will not include an Immediate Past President.

Section 4. The Board of Directors will appoint from time to time as seen fit by the Board, committees/task forces that will be given specific responsibilities relating to the affairs of the Synagogue.

Section 5. Each Director shall be elected for a two year term of office. Directors will sit on one or more committees as needed by the Board.

- Section 6. The majority of the Board of Directors as it may from time to time be constituted shall form a quorum.
- Section 7. The Board of Directors shall meet a minimum of six times each year, with an elapsed period of no more than ninety days between two successive meetings.
- Section 8. The President will be chairperson of the Board of Directors.
- Section 9. The President may call a meeting of the Board of Directors at any time and in addition must call a meeting of the Board of Directors when so petitioned in writing by three members of the Board.
- Section 10. Notice of such meetings shall be given to each member of the Board of Directors at his or her last address on record, not less than five days before the time of such meeting; provided that a meeting of the Board of Directors may be held without formal notice if all members of the Board of Directors are present thereat, or waive notice of such meeting in writing.
- The accidental omission to give notice of any meeting or the non-receipt of any notice by any director shall not invalidate any resolution passed or any proceeding taken at a meeting of the Board of Directors.
- A certificate of the President, Vice President, Secretary or Treasurer or of any other officer, in office at the time of making of the certificate, as to facts in relation to the mailing or delivery of any notice to any director shall be conclusive evidence thereof and shall be binding on every member, director, officer or accountant of the Synagogue.
- Section 11. The office of a Director who is absent without excuse from 3 successive regular meetings of the Board of Directors may be declared vacant by the Board.
- The Synagogue may remove any Director, with or without cause, by the affirmative vote of two-thirds of the members present and voting at an Annual or Special Meeting. At any such meeting, such Director shall have the opportunity to be heard.
- Section 12. Provided that if one or more Directors shall die, resign or become disqualified, while holding office, the Board of Directors remaining, by resolution duly passed at any meeting of the Board, may elect or appoint a Director or Directors to fill such vacancy or vacancies until the next annual meeting of the Synagogue at which elections for the vacancy or vacancies would ordinarily be held with the intention that, whenever possible, one half of the positions of the Board come up for election every year.
- Section 13. A member of the Board of Directors is required to be a member in good standing of Or Hadash Synagogue.
- Section 14. The procedures at meetings of the Board of Directors shall be governed by Robert's Rules of Order and a copy of same shall be provided by the Secretary for use at each meeting. Minutes of all Board meetings shall be made available by any reasonable means to members upon request after their adoption by the Board of Directors.

Section 15. The Directors, including those Directors who also serve as Officers, shall serve as Directors and Officers without remuneration and no Director shall directly or indirectly receive any profit or remuneration from holding the position of Director, provided that a Director or Officer may be reimbursed reasonable expenses incurred by the Director in the performance of duties.

ARTICLE NO. 6: OFFICERS

Section 1. The Board of Directors will elect voting Directors as the following Officers:

President
Vice President
Secretary
Treasurer

Section 2. The Officers are to be elected annually by the Board of Directors from among the members of the Board.

Section 3. A Director must have served at least one year on the Board of Directors before becoming eligible to stand for election as either President or Vice President.

Section 4. The duties of the President shall be to act as Chair at all Synagogue and Board meetings, to appoint committee/task force chairs (subject to Article 5, Section 3), to be an ex-officio member of all Synagogue committees/task forces, to call special meetings, and to perform all other duties incidental to the office. In addition, he or she shall report to the Synagogue at its annual meeting as to the state of affairs of the Synagogue.

Section 5. In the absence of the President, the Vice President shall assume all the duties and responsibilities incumbent upon the President.

Section 6. The Treasurer shall:

- (a) Supervise the receipt of all money belonging to the Synagogue, and the issuing of receipts therefore; all such money shall be deposited in the name of the Synagogue in such bank or banks as the Board of Directors may direct.
- (b) Pay all orders approved by the Board of Directors drawn upon funds in his or her own hands provided however that all cheques shall be signed by signing Officers as set out in Article No 10.
- (c) Provide quarterly reports to the Board of Directors on the condition of the treasury; present the auditor's financial report at the first General Meeting after the end of the fiscal year; chair the finance committee; and prepare the annual budget (upon consultation with the finance committee) and submit it to the Board of Directors for approval.
- (d) Perform such other duties as his or her office demands or as instructed by the Board of Directors.
- (e) At the expiration of his or her term deliver to his or her successor, when duly qualified, all money and other properties of the Synagogue in his or

her custody; statement of his or her Accounts; and all books and papers pertaining to his or her office.

- Section 7. The Secretary shall:
- (a) Summon all meetings whenever directed to do so, according to these By-Laws.
 - (b) Attend all meetings of the Board of Directors and General Meetings of the Synagogue, read the minutes, reports, communications, and keep or cause to be kept accurate minutes of all proceedings at all such meetings in books kept for that purpose.
 - (c) Have the books and correspondence at the disposal of the President, Officers or Directors, whenever requested.
 - (d) At the expiration of the term, deliver to the successor, when duly qualified, all records pertaining to the office.

Section 8. In the event that one or more of the offices of President, Vice President, Treasurer and Secretary shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Board of Directors remaining, by resolution duly passed at any meeting of the Board, may elect a Director or Directors to fill such vacancy or vacancies until the next annual meeting of the Synagogue at which elections for the vacancy or vacancies would ordinarily be held.

Section 9. Any Officer of the Executive Committee may be removed from the Executive Committee by a two-thirds majority vote of the Board of Directors.

ARTICLE NO. 7: EXECUTIVE COMMITTEE

Section 1. An Executive Committee will assist the Board of Directors in setting long-term goals and strategies, identifying key issues for action by the Board, and promulgating policy for approval by the Board. The Board of Directors may, from time to time, delegate specific authority and responsibility to the Executive Committee. Where required by the Board, the Executive Committee will make recommendations for approval and action by the Board of Directors.

Section 2. An Executive Committee of the Board of Directors will consist of the following positions:

President
Vice President
Treasurer
Secretary
Immediate Past President (ex-officio)
Spiritual Leader (ex-officio)

The Immediate Past President and Spiritual Leader will be ex-officio, non-voting members of the Executive Committee.

Section 3. The President may call a meeting of the Executive Committee to deal with any issues deemed suitable by the President.

Section 4. The Executive Committee will be chaired by the Vice President.

ARTICLE NO. 8: MEETINGS OF THE MEMBERS

Section 1. The Annual General Meeting of the Synagogue will be held once during each fiscal year.

Section 2. Twenty percent (20%) of all voting members shall constitute a quorum at any meeting of the Synagogue.

Section 3. A meeting of the members of the Synagogue may be formally called by the President at any convenient place within the Town of Newmarket and its surrounding area.

Section 4. Written Notice of the Annual General Meeting is to be given to all members of the Synagogue. Such Notice shall be effected by publication of the date and venue of the meeting in the Synagogue bulletin, by electronic means, or by regular mail, to the last known address of the member as it appears on the records of the Synagogue no later than 30 days before the Annual General Meeting.

Section 5. The President shall call a Special General Meeting of the members of the Synagogue when required so to do by:

(a) The Board of Directors, or

(b) at least ten per cent (10%) of voting members who, by requisition in writing, request the calling of such Meeting.

If in addition the President does not set a date for such Meeting and Notice thereof is not given by the President within ten days thereafter, then the Board of Directors or the said ten per cent of voting members, may themselves call and convene such Meeting. The same Notice shall be given for the calling of such Meeting as if called by the President.

Reasonable Notice will be given of all Special Meetings. A Special Meeting shall be called within 60 days of the original request.

Section 6. The accidental omission to give notice of any meeting or the non-receipt of any notice by any member shall not invalidate any resolution passed or any proceeding taken at a meeting of members.

A certificate of the President, Vice President, Secretary or Treasurer or of any other officer, in office at the time of making of the certificate, as to facts in relation to the mailing or delivery of any notice to any member shall be conclusive evidence thereof and shall be binding on every member, director, officer or accountant of the Synagogue.

Section 7. The procedure at meetings shall be governed by Robert's Rules of Order and a copy of same shall be provided by the Secretary for use at each meeting.

Section 8. Members in good standing may vote by proxy. The Board of Directors shall be entitled to specify terms and conditions governing form and the use of proxies

including, without limitation, deadlines for delivery of proxies to be used at any particular meeting.

ARTICLE NO. 9: ELECTIONS AND VOTING

Section 1. A nominating committee will be established annually to nominate a slate of candidates for election to the Board of Directors.

The President will appoint 3 members of the Synagogue who are not seeking election to the Board of Directors as the nominating committee.

The nominating committee will act independently of the Board of Directors, although one of the members of the committee may be a Director who is completing the first year of his or her 2 year term.

The Nominating Committee will inform the Synagogue of the Committee's slate of candidates no later than 30 days before the Annual General Meeting.

Section 2. Additional nominations may be made if they are presented to the Secretary, in writing, no later than 20 days before the Annual General Meeting. Each nomination must include the names of the nominator and the seconder, and the consent of the candidate to stand for election.

Section 3. The slate of candidates running for election to the Board of Directors will be communicated to all members in good standing no later than 15 days before the Annual General Meeting.

Section 4. When there are more candidates than positions the election of members of the Board of Directors shall be by secret ballot.

ARTICLE NO. 10: SIGNING AUTHORITY

Section 1. Any two of the four Officers as defined in Article No. 6 Section 1, or such persons as may be authorized by resolution of the Board of Directors from time to time, shall have power to sign deeds, contracts and agreements on behalf of the Synagogue and to sign all documents required to be signed by the Synagogue from time to time. The same signing Officers shall be authorized to sign all banking documents required by the bankers for the Synagogue.

ARTICLE NO. 11: SPIRITUAL LEADER

Section 1. The Spiritual Leader shall have the overall responsibility of implementing the spiritual aims and objectives of the Synagogue. He/she shall enjoy the unqualified freedom of the Pulpit. At the same time, he/she shall seek the advice and guidance of the Board of Directors or of any special committee(s) which may be set up for this purpose to determine the view of the Synagogue and the most effective way of discharging his duties. The Spiritual Leader shall have the right to attend all meetings of the Board of Directors and the Synagogue, except when requested for some special reason to absent himself/herself. He/she shall be an ex-officio member of all committees, without the right to vote and shall not be counted towards a quorum.

- Section 2. The Board of Directors shall have the sole power to appoint the Spiritual Leader and may give such directions, if any, as to the terms of the initial contract with any such appointee as it sees fit.
- Section 3. When a vacancy occurs in the position of the Spiritual Leader, the President with the approval of the Board shall designate an existing committee or appoint a search committee for the purpose of recommending one or more candidates to fill such a vacancy.
- Section 4. The Board may give any committee designated or appointed (pursuant to section 3), such directions with respect to its activities as the Board may consider desirable and the committee shall conduct its investigations in accordance with any such directions and report its recommendations as to one or more candidates to the Board.
- Section 5. The appointment of any person holding the position of Spiritual Leader of the Synagogue shall not be renewed without the prior approval of the Board, which may, in authorizing such renewal, give such direction, if any, as to the terms of the renewal contract as it sees fit.
- Section 6. The terms of any contract with respect to the position of Spiritual Leader shall be subject to the approval of the Executive Committee, which shall, however, comply with any directions given pursuant to section 2.
- Section 7. The employment of any person holding the position of Spiritual Leader of the Synagogue shall not be terminated without the prior approval of the Board, which may, in authorizing such termination, give to the Executive Committee such directions, if any, as to termination arrangements as it sees fit.
- Section 8. Subject to section 7, the Executive Committee shall have the power to make any termination arrangements that it considers desirable with any person holding the position of Spiritual Leader of the Synagogue.

ARTICLE NO. 12: ACCOUNTANTS

- Section 1. The Board of Directors shall nominate and the members shall elect Accountants to review the financial statements of the Synagogue for the ensuing fiscal year. The Board of Directors shall determine the remuneration for these services.

ARTICLE NO. 13: INSPECTION OF RECORDS

- Section 1. Upon a request by any member to the Board of Directors, the bylaws, records and reports of the Synagogue, except those relating to members' dues, assessments and charges, and staff remuneration shall be made available for inspection at reasonable times.

ARTICLE NO. 14: COMMITTEES/TASK FORCES

- Section 1. There shall be various Committees and Task forces designated from time to time by the Board of Directors to serve the Synagogue. These Committees and Task

forces shall be provided with a clear mandate in writing from the Board of Directors setting out their authority and responsibilities, will keep Minutes, and will report as required to the Board from time to time. Minutes of Committee meetings shall be available to any member upon request.

ARTICLE NO. 15: SEATING FOR RELIGIOUS SERVICES

Section 1. There shall be no reservation of seats by way of specific assignment to individuals, except for physically disabled and others as designated by the Board from time to time.

Section 2. No seats shall be made available to non-members during High Holy Days, except as may be provided in accordance with the policy of the Board of Directors.

ARTICLE NO. 16: BURIAL

Section 1. Only a member shall be entitled to cemetery rights subject to such prices and such terms as may be prescribed from time to time by the Cemetery Trustees and by the Board of Directors.

ARTICLE NO. 17: AUXILIARY ORGANIZATIONS

Section 1. The Synagogue shall have such auxiliary organizations as shall, from time to time, be authorized and constituted by the Board. No organization may use the name of the Synagogue in its title or be in any other manner connected with the Synagogue without the approval of the Board. The activities of all auxiliary organizations of the Synagogue shall always be conducted in such a manner as will advance the best interest of the Synagogue. The Bylaws, other regulations and activities of all auxiliary organizations shall be consistent with these Bylaws and policies of the Synagogue and be subject to review by the Board. The Board of Directors shall receive full reports, from time to time, of purposes and activities of such auxiliary organizations. The Board of Directors shall establish such procedures as it deems necessary to maintain jurisdiction over and provide guidance for auxiliary organizations.

ARTICLE NO. 18: AMENDMENTS

Section 1. The Constitution and By-Laws of the Synagogue shall not be altered or amended except by a two-thirds majority vote of members of the Synagogue present at an Annual or Special General Meeting of the members called in accordance with Article No. 8. The Notice for this meeting shall include the text of the proposed amendments.

ARTICLE NO. 19: STANDARDS

Section 1. The Board of Directors in consultation with the Spiritual Leader shall establish regulatory standards in respect of such matters as Religious School Education, Bar and Bat Mitzvah training and ceremonies, and other life cycle events.

Section 2. Copies of these standards shall be prepared and made available to any members of the Synagogue, upon request.

ARTICLE NO. 20: SEAL

Section 1. The corporate seal of the Synagogue shall be such as the Board may from time to time by resolution adopt and shall be entrusted to the Secretary for its use and safekeeping.

ARTICLE NO. 21: FISCAL YEAR

Section 1. The Board may from time to time by resolution fix the financial year end of the Synagogue.

ARTICLE NO. 22: PERSONAL LIABILITY

Section 1. Every Director and Officer of Or Hadash Synagogue and his or her executors and administrators, legal representatives, and estates and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Synagogue from and against:

- (a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Synagogue; except such costs, charges and expenses are occasioned by his or her own willful neglect or default.

Section 2. Subject to applicable law, the Synagogue may purchase and maintain insurance for a Director or Officer of the Synagogue against any liability incurred by the Director or Officer, in the capacity as a Director or Officer of the Synagogue, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Synagogue.

ARTICLE NO. 23: GENERAL

Section 1. All reference in these by-laws to "he" shall include "she" and all other references to the masculine gender shall be read and construed as a reference to either gender.

Section 2. In all cases where the by-laws are silent, the provisions of the Corporations Act as amended from time to time shall prevail.