

Beth Tzedec By-laws

Preamble

In 1952, two pioneer congregations, Base Midrash Hagadol Chevra Tehillim, founded in 1887, and Goel Tzedec Congregation, founded in 1883, joined together in furtherance of their common objectives to form Beth Tzedec Congregation.

Today, Beth Tzedec Congregation maintains a synagogue as a house of assembly, study and prayer. The Congregation provides opportunities through religious services, education, cultural, social, charitable and recreational activities for Jewish people in the community.

Beth Tzedec is committed to the principles and values of Conservative Judaism. The synagogue is dedicated to the study of Torah and the observance of *mitzvot*; to the principle of *Klal Yisrael*; and to the State of Israel, the historic homeland of the Jewish people.

Beth Tzedec seeks to create a welcoming, caring community that recognizes and is responsive to individual needs as the community shares in joyous celebrations, and to provide comfort and support to those in need in difficult times.

This Preamble shall form part of the By-laws and shall be used as an aid in interpreting the By-laws. For the avoidance of doubt, the By-laws shall be interpreted in a manner which is consistent with and which best accomplishes the principles, values and objectives as set out in this Preamble.

Section 1- General

1.01 Definitions

In this by-law, unless the context otherwise requires:

- (a) "Act" means the *Corporations Act (Ontario)* provided, however, if the *Not-for-Profit Corporations Act, 2010 (Ontario)* comes into effect and the Corporation is continued under the *Not-for-Profit Corporations Act, 2010* thereafter "Act" means the *Not-for-Profit Corporations Act, 2010 (Ontario)* and, where the context requires, includes the regulations made under the act then in force, as amended or re-enacted from time to time;
- (b) "Articles" means the articles of incorporation or other constating documents;
- (c) "Board" means the board of directors of the Congregation;
- (d) "*Business Day*" means a day other than a Saturday, Sunday, statutory holiday in Ontario (which shall include Simcoe Day and Family Day), two days of Rosh Hashanah, Yom Kippur, first two days and last two days of Sukkot, first two days and last two days of Passover and two days of Shavuot and, for the avoidance of doubt, for the purposes of this definition a day starts at the earliest moment in time after midnight and not at sundown the evening before when the Jewish holiday commences;
- (e) "By-laws" means this by-law (including the schedules to this by-law) and all other bylaws of the Congregation as amended and which are, from time to time, in force;

- (f) "Chair" means the chair of the Board;
- (g) "Chief Electoral Officer" shall have the meaning ascribed to such term in Section 9.09;
- (h) "Congregation" means Beth Tzedec Congregation, being a corporation established without share capital under the laws of the Province of Ontario that has passed this by-law under the Act or that is deemed to have passed this by-law under the Act
- (i) "Director" means an individual occupying the position of director of the Congregation by whatever name he or she is called
- (j) "EC Officers" shall mean the Chair, the president, the vice-president, the secretary and the treasurer of the Congregation;
- (k) "Executive Committee" shall have the meaning ascribed to such term in Section 2.04;
- (l) "Executive Director" shall have the meaning ascribed to such term in Section 5.09;
- (m) "Immediate Past-President" means the person who held the office of president of the Congregation immediately prior to the current president and who is a Member;
- (n) "Member" means a member of the Congregation and "Members" means the collective membership of the Congregation;
- (o) "Nominating Committee" shall have meaning ascribed to such term in Section 9.09;
- (p) "Officer" shall mean the EC Officers and such other person as the Directors may appoint from time to time as an officer of the Congregation and "Officers" shall include all of the foregoing persons; and
- (q) "Synagogue" means the Congregation's house of worship located at 1700 Bathurst Street in the City of Toronto, Province of Ontario, or wherever located from time to time.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law. If any of the provisions contained in this by-law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04 Seal

The seal of the Congregation, if any, shall be in the form determined by the Board.

1.05 Execution of Contracts

The Board may from time to time establish the signing authorities for deeds, transfers, assignments, contracts, obligations and other instruments in writing and direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Congregation to be a true copy thereof.

Section 2 - Directors

2.01 Election and Term

- (a) Subject to Section 2(c) below, the Directors shall be elected by the Members at the annual meeting. Only Members are entitled to serve as Directors. From and after the second annual meeting following the meeting at which this by-law is ratified by the Members there shall be a total of eighteen (18) elected Directors with the transition from the current number of twenty (20) elected directors to eighteen (18) elected directors being effected as hereinafter provided. The Members shall elect at the first annual meeting following the meeting at which this by-law is ratified by the Members coming, six (6) Directors for a term of two (2) years and three (3) Directors for a term of three (3) years. The Members shall elect at the second annual meeting following the meeting at which this by-law is ratified by the Members three (3) Directors for a term of two (2) years and six (6) Directors for a term of three (3) years. At the third annual meeting following the meeting at which this by-law is ratified by the Members, the Members shall elect six (6) Directors for a three-year term. Thereafter, newly elected Directors shall be elected by the Members for three (3) year terms. The maximum number of consecutive terms that a Director may serve after this by-law comes into force shall be three (3) which shall be increased to four (4) consecutive terms for any Director who serves as a member of the Executive Committee at any time during such first three (3) terms. Each year of a Director's term shall commence immediately after the annual meeting of Members in which the Director is elected and end at the end of the next annual meeting of Members.

- (b) The number of consecutive years served by a person who is a Director immediately prior to the day this by-law comes into force shall be counted in determining the number of consecutive terms that such Director may continue to serve as a Director once this by-law comes into force with each three (3) consecutive years served as a Director prior to this by-law coming into force to be treated as one term for the purposes of this by-law; provided however that any member who was a Director on the day immediately prior to this by-law coming into force shall be permitted to serve the remainder, if any, of the term which commenced prior to this by-law coming into force and any person who was a Director immediately prior to the day that this by-law comes into force and had served at that time (or at the remainder of the term after this by-law comes into force) at least nine (9) consecutive years shall be permitted, if elected, to serve as a Director for one (1) additional term commencing immediately at the end of the term that commenced immediately prior to the day this by-law came into force and provided further that any

such person who is appointed to the Executive Committee for the period commencing immediately after the annual meeting of Members in which this by-law comes into force shall be permitted, if elected, to serve as a Director for an additional consecutive term. For the avoidance of doubt, under the transitional rule described in this Section 2(b), a person who was a Director immediately prior to the day this by-law comes into force and who at that time was a Director for nine (9) or more consecutive years, may be a Director for one (1) additional consecutive term or two (2) additional consecutive terms if such Director is also appointed to the Executive Committee for the period commencing immediately after this by-law comes into force.

- (c) In addition to the Directors elected pursuant to Section 2.01(a) or (b), the following shall be ex-officio Directors:
- (i) the President of the Men's Club;
 - (ii) the President of the Sisterhood;
 - (iii) the Immediate Past-President.

Each of the individuals referred to in (i), (ii) and (iii) above shall not be entitled to vote unless he or she has also been elected as a Director by the Members.

2.02 Vacancies

The office of a Director shall be vacated immediately:

- (1) if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- (2) if the Director dies or becomes bankrupt;
- (3) if the Director is found to be incapable of managing property by a court or under Ontario law;
- (4) if the Director has failed to attend three consecutive meetings of the Board except for health reasons or such other extraordinary reasons as may have been approved by the Executive Committee; or
- (5) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.03 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- (1) a quorum of Directors may fill a vacancy among the Directors;

- (2) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- (3) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote of Members present at a meeting and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- (4) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

2.04 Committees

Committees may be established by the Board as follows:

- (1) The Board shall appoint from their number a committee of Directors (the "**Executive Committee**") consisting of the EC Officers and the chair of the ritual committee and, if the Directors so determine, one additional Director, and may delegate to the Executive Committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated. The Executive Committee shall (except as otherwise required under the Act) be responsible for implementing the will of the Board and, in particular, shall implement the Board's strategic and generative plans, policies and decisions.
- (2) Subject to the limitations on delegation set out in the Act, the Board shall establish each of the following committees and shall determine the composition and terms of reference for such committees including the appointment of a chair of each committee, except that the treasurer shall be a member of the Audit Committee and the chair of the Budget and Finance Committee and the Immediate Past-President shall be a member of and the chair of the Nominating Committee:
 - (i) Audit
 - (ii) Budget and Finance
 - (iii) Building
 - (iv) Cemetery
 - (v) Education and Culture
 - (vi) Membership
 - (vii) Nominating
 - (viii) Ritual
- (3) Subject to the limitations on delegation set out in the Act, the Board may establish any further committee it determines necessary or desirable. The Board shall determine the

composition and terms of reference for any such committee including the appointment of a chair of each committee. The Board may dissolve any committee other than the committees listed in sections 2.04 (1) and (2) by resolution at any time provided that the Board is not precluded from changing the composition of a committee listed in sections 2.04(1) and (2).

- (4) Save and except for the Executive Committee and as otherwise provided in section 9.09 with respect to the Nominating Committee, a member of a committee need not be a Director but must be a Member.

2.05 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- (1) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- (2) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Congregation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - (i) considered reasonable by the Board;
 - (ii) approved by the Board for payment by resolution passed before such payment is made; and
 - (iii) in compliance with the conflict of interest provisions of the Act; and
- (³) Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Congregation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this by-law.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director which shall constitute notice of such meetings, and no other notice shall be required for any such meetings.

3.03 Quorum

A quorum for the transaction of business at a Board meeting is nine (9) Directors entitled to vote at the meeting. If a quorum is present at the opening of a Board meeting, the Directors present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

3.04 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Congregation not less than seven (7) days before the date that the meeting is to be held. An agenda for each meeting of the Board accompanied by the materials that address the matters on the agenda to be considered by the Directors shall be distributed to every Director in the manner provided in Section 10 of this by-law not less than three (3) days before the date that the meeting is to be held. Notwithstanding the foregoing, in exceptional circumstances, as determined by the Chair, the seven (7) and three (3) day periods, respectively, can be waived. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Congregation.

3.05 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

3.06 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second vote or casting vote (other than in respect of the election of Officers).

3.07 Participation by Telephone or Other Communications Facilities

If all of the Directors consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

3.08 Member Right to Attend

All Members shall have the right to attend a meeting of the Board provided that the Directors may resolve to go into a closed session to consider one or more matters and if the Directors so resolve all persons who are not Directors shall leaving the meeting (subject to such exceptions as the Directors may by resolution determine).

3.09 Right of Others to Attend

Any person other than a Director or Member may attend a meeting of the Board upon the invitation of the Chair or the Directors by resolution and, if so invited, such person may remain at the meeting until the Chair or the Directors by resolution determine otherwise.

Section 4 - Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Congregation shall be placed for safekeeping.

4.02 Borrowing

The Board may authorize the Congregation to borrow money on the credit of the Congregation and grant security to the lender in respect thereof provided that without the prior approval of the Members by a majority of votes at a meeting of the Members the aggregate borrowings of the Congregation shall not exceed \$3 million, other than borrowings made to purchase State of Israel bonds.

4.03 Financial Year

The financial year of the Congregation ends on June 30 in each year or on such other date as the Board may from time to time by resolution determine.

Section 5 - Officers

5.01 Officers

The Board shall appoint each of the EC Officers from among the Directors at its first meeting following the annual meeting of the Congregation, who shall be members of the Executive Committee referred to in Section 2.04(1). The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time. No EC Officer shall be eligible to serve in the same position for more than three (3) consecutive years. In determining who it shall appoint to a position referred herein other than Chair, president and treasurer, the Board shall take into account whether the individual is willing, in due course, to serve as Chair and president.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

The Chair shall perform the duties described in Schedule A and in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the President

The president shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Vice-President

The vice-president shall perform the duties and exercise the rights of the president in the absence of the president or when the president is unable to act and shall assist the president in the discharge of the duties of the President.

5.07 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

5.08 Duties of the Secretary

The secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

5.09 Duties of the Executive Director

The Executive Director shall be a hired employee of the Congregation who shall supervise the day-to-day operations and administration of the Congregation, except those of a *halakhic* nature. The Board may delegate to the Executive Director the power to manage and direct the business and affairs of the Congregation. The Executive Director shall report directly to the President or an Officer designated by the President and shall conform to all lawful orders given by the President or the Officer and shall at all reasonable times give to the Board all information it may require regarding the affairs of the Congregation. The Executive Director shall attend all meetings of the Board unless otherwise excluded by a majority vote of the Board.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Congregation shall be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Congregation or for joining in any receipt or for any loss, damage or expense happening to the Congregation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Congregation on or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Congregation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Congregation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- (1) complied with the Act and the Congregation's articles and by-laws; and
- (2) exercised their powers and discharged their duties in accordance with the Act.

6.02 Indemnity of Directors and Officers.

- (a) The Congregation shall indemnify each: (i) Director and Officer of the Congregation; (ii) former Director and Officer of the corporation; and (iii) individual who acts or acted at the Congregation's request as a Director or Officer, or in a similar capacity, of another entity, to the maximum extent permitted by the Act including against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Congregation or other entity.
- (b) The Congregation may advance money to a Director, officer or other individual referred to in Section 6.02(a) for the costs, charges and expenses of an action or proceeding referred to in such Section, but the individual shall repay the money if the individual does not fulfill the conditions set out in Section 6.02(c).
- (c) the Congregation shall not indemnify an individual under Section 6.02(a) unless, (i) the individual acted honestly and in good faith with a view to the best interests of the Congregation or other entity, as the case may be; and (ii) if the matter is a criminal or administrative proceeding that is enforced by monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

6.03 Directors' and Officers' Insurance

Provided that the Congregation complies with the *Charities Accounting Act* or a regulation made under that Act that permits same, the Congregation shall purchase and maintain, in such amount as the Congregation shall deem advisable, insurance for the benefit of an individual referred to in Section 6.02(a) against any liability incurred by the individual, (i) in the individual's capacity as a Director or Officer of the Congregation; or (ii) in the individual's capacity as a Director or Officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Congregation's request.

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Congregation, shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

7.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Congregation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 8 - Members

8.01 Members

Membership in the Congregation shall be open to persons of the Jewish faith who are 18 years or older. Members must pay a membership fee determined by the Board. If a member has not paid his or her fee for a period of one year, his or her membership in the Congregation may be suspended.

8.02 Membership

Membership in the Congregation is not transferable and terminates if the Member resigns by giving notice in writing to the Board or if the membership is otherwise terminated in accordance with the Act provided however that such person shall continue to be liable to the Congregation for any fees owing at such time.

A member who is current in the payment of his or her membership fee shall have the right to vote at all meetings of the Congregation.

Provided that the Member is current in the payment of his or her membership fee, the Member and the Member's Jewish children under the age of 18, as the case may be, shall have the following rights:

- to a seat in the Synagogue;
- to the registration of births, marriages and deaths;
- to burial in the Cemetery subject to the terms, customs and conditions of the Congregation;
- to attend the Congregational school upon payment of such fees and compliance with terms and conditions as determined by the Board;
- to celebrate a Bar or Bat Mitzvah and be married in the Synagogue by the Rabbi and Cantor, subject to availability and subject to the terms, customs and conditions of the Congregation.

8.03 Disciplinary Act or Termination of Membership for Cause

- (1) Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or By-laws or for violating any policy of the Congregation provided that the Board determines by resolution that violation of such policy shall be grounds for disciplinary action or termination of membership and provided further that the policy shall be published on the Beth Tzedec website or otherwise communicated to the membership together with a statement to the Members that the breach thereof may be grounds for disciplinary action or termination of membership
- (2) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of

the Member before making a final decision regarding disciplinary action or termination of membership.

Section 9 - Members' Meetings

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Toronto, Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report and other financial information required by the by-laws or the Articles.

The business transacted at the annual meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements for the immediately preceding fiscal period;
- (d) report of the auditor or person who has been appointed to conduct an audit;
- (e) reappointment or new appointment of the auditor for the coming year;
- (f) election of Directors; and
- (g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than fifty (50) the Members for any purpose connected with the affairs of the Congregation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

9.03 Notice

Subject to the Act, not less than twenty-one (21) and not more than fifty (50) days written notice of any annual meeting (or, in the case of a special Members' meeting, not less than ten (10) days' written notice) shall be given in the manner specified in the Act to each Member and to the auditor. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting including, for the avoidance of doubt, the annual meeting is fifty (50) Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The Chair shall be the Chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as Chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the by-laws provided that:

- (a) each Member shall be entitled to one vote at any meeting;
- (b) except with respect to the election of Directors, votes shall be taken by a show of hands among all Members present and the Chair of the meeting, if a Member, shall have a vote;
- (c) an abstention shall not be considered a vote cast;
- (d) before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;
- (e) if there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost;
- (f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion; and
- (g) for the avoidance of doubt, in addition to the election of Directors, a proxyholder who is present at a Members' meeting shall be entitled to vote on behalf of a Member not present who has provided a proxy to the proxyholder on a matter that is properly before the meeting and the Member on whose behalf the proxyholder has voted shall be deemed to be present at the Members' meeting for this purpose. The Chief Electoral Officer shall decide on all questions relating to the use of proxies for voting on matters in addition to the election of Directors at the annual meeting and in the case of a special Members' meetings or for an annual meeting for which no Chief Electoral Officer has

been appointed, the Chair shall decide all issues relating to the use of proxies at such meeting.

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Congregation and others who are entitled or required under any provision of the Act or the Articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

9.09 Election of Directors

Chief Electoral Officer

The Board will appoint an officer (the "**Chief Electoral Officer**") at least four (4) weeks prior to the date of the annual meeting. The Chief Electoral Officer will establish the rules for the election of the Directors at the next annual meeting in compliance with the terms of the Act or the By-laws and will oversee the conduct of the election. The Chief Electoral Officer may appoint scrutineers (not including Directors or candidates for election to the Board) to assist in the conduct of the election; however, decisions as to compliance or non-compliance with the election rules will be made by the Chief Electoral Officer alone.

No Director, candidate for election to the Board, or employee of the Congregation may act as Chief Electoral Officer. The Chief Electoral Officer shall be indemnified and saved harmless by the Congregation for any acts, omissions or decisions in the performance of his or her duties as Chief Electoral Officer.

Before any election, the Chief Electoral Officer will establish rules relating to the election process including the form of proxy to be used at the election, the dissemination of information regarding the proxy process to Members; the form of ballot to be used at the election, the minimum number of candidates for whom a Member must cast a vote on the ballot (provided however that the minimum number of candidates for whom a Member must cast a vote on the ballot shall not be more than three (3)), the fair and equal access of all candidates to the dissemination of information to Members and the establishment of advance polling prior to the election with a minimum of at least two (2) advance polls prior to the time of the annual meeting (including the establishment of the date, time and duration thereof).

The Chief Electoral Officer will certify the results of the election and will report the results to the Members through the Congregation's website or as otherwise determined by the Chief Electoral Officer.

Any candidate found to be circumventing the rules or requirements established by the Chief Electoral Officer may be removed from the candidates' list and not be allowed to stand for election.

In the event that the number of candidates standing for election as Directors for a term does not exceed the number of vacancies available for that term, the Board may dispense with the requirement for the appointment of a Chief Electoral Officer for such election. In such case, the Chair shall establish the dates for advance polls and shall establish such other rules relating to the election as may be appropriate in the circumstances including, but not limited to, the form of proxies that may be used at the election.

Nominating Committee

- (a) No less than ninety (90) days prior to each annual meeting, the Executive Committee shall establish a committee (the "**Nominating Committee**") consisting of seven (7) Members comprised of the Immediate Past-President who, in accordance with Section 2.04, shall serve as the chair of the Nominating Committee, three Directors and three Members who are not Directors provided, however, if the Immediate Past-President declines to act as the chair of the Nominating Committee, the Board shall appoint a Member other than the president to be the chair of the Nominating Committee. The role of the Nominating Committee is to nominate candidates to stand for election as Directors at the next annual meeting. No member of the Nominating Committee can stand for election as a Director at the next annual meeting.
- (b) Within ten (10) days thereafter, the chair shall disseminate to the Members by email or other electronic means or otherwise a call for nominations from the Members and shall establish a deadline (which shall not be less than sixty (60) days before the annual meeting) within which a potential candidate must submit his or her name to the Nominating Committee for consideration. The Nominating Committee shall make such inquiries of the potential candidates as it sees fit and shall advise the candidates no less than forty-five (45) days prior to the annual meeting whether the Nominating Committee has decided to recommend the individual as a candidate for election as a Director at the annual meeting.
- (c) No less than forty-two (42) days prior to the annual meeting, the Nominating Committee shall disseminate to the Members by email or other electronic means or otherwise the names of the individuals it nominates for election as a Director at the annual meeting.
- (d) Additional candidates may be nominated by petition in writing signed by at least five (5) Members who are current in their membership fees which petition must include a statement by the nominee that he or she is willing to stand for election. This petition must

be presented to the chair of the Nominating Committee within ten (10) days after the dissemination of names of the nominated candidates pursuant to paragraph (c) above.

- (e) Not less than thirty (30) days prior to the annual meeting, the Nominating Committee shall disseminate to the Members by email or other electronic means the names of all candidates eligible for election as Directors. The rules relating to the election process shall be established by the Chief Electoral Officer as noted above, and communicated to the Members in such manner as the Chief Electoral Officer shall determine.

Section 10 -

10.01 Service

Any notice or communication required to be sent to any Member or Director or to the auditor shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Congregation and to the auditor at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. Any Member may request and be provided by prepaid mail a hard copy of any notice or communication that is provided by email or other electronic means.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given:

- (a) the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period; and
- (b) if the last day of the period does not fall on a Business Day, the last day of the period shall be the next Business Day.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 11 -

11.01 The Senior Rabbi

The Senior Rabbi shall have the responsibility of a teacher and spiritual leader of the Congregation and shall enjoy "the freedom of the pulpit".

The ritual committee may provide its views in guiding the future of the Congregation in matters of Judaism; however, the Senior Rabbi as *mara d'atra* shall, within the tenets of Conservative Judaism, be the *halachic* authority of the Congregation.

If the Congregation has no Senior Rabbi, the reference to "the Senior Rabbi" in this Section 11 shall be read as a reference to "the Rabbi".

11.02 Other Clergy

The Cantor and other clergy shall be responsible, with the Senior Rabbi, for religious services and the musical program and activities of the Congregation. The Cantor and other clergy shall be responsible in the performance of their duties to the Senior Rabbi and shall be subject to the supervision and direction of the Senior Rabbi.

Section 12 - Adoption of this By-law

This by-law (including the schedules to this by-law) shall come into force immediately following the general meeting in which the Members approve this by-law (including the schedules to this by-law) by a vote of two-thirds of the Members present.

Section 13 - Proceedings at Meetings

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Congregation in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Congregation may adopt.

ENACTED THIS 29th DAY OF MAY, 2018 _____

President

Secretary

SCHEDULE A

Position Description of the Chair

Role Statement

The Chair shall provide leadership to the Board, ensure the integrity of the Board's process and shall represent the Board to outside parties. The Chair shall co-ordinate Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management of the Congregation. The Chair shall ensure the Board discusses all matters relating to the Board's mandate.

Responsibilities

Board Conduct

The Chair shall set a high standard for Board conduct and enforce policies and the By-laws concerning the Directors' conduct.

Agendas

The Chair shall establish agendas aligned with the Board's goals and preside over Board meetings. The Chair shall ensure meetings are effective and efficient for the performance of governance work and shall ensure that a schedule of Board meetings is prepared annually, and shall ensure meeting materials are distributed in advance of meetings pursuant to Section 3.04.

Work Plan

The Chair shall ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Succession Planning

The Chair shall ensure succession planning occurs for the Board and Board committees.

Reporting

The Chair shall report regularly to the Board on issues relevant to its governance responsibilities.

Committee Membership

The chair shall serve as ex-officio member on all Board committees except the Nominating Committee.

SCHEDULE B

Position Description of the President

Role Statement

The president provides leadership to the Congregation and exercises primary oversight of the Executive Director and the Senior Rabbi.

Responsibilities

Meetings

The president shall call and preside at all meetings of the Members and the Executive Committee of the Board and shall have a second or casting vote at all such meetings.

Report to Members

The president shall report on the activities of the Congregation and the Board at the annual meeting of Members.

Direction

The president shall serve as the Board's central point of communication with the senior management, if any, of the Congregation and shall provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, the president shall develop standards for Board decision-support packages that include formats for reporting to the Board and the level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal

The president shall lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Representation

The president shall serve as the Board's primary contact with the public.

Mentorship

The president shall serve as a mentor to other Directors, ensure that all Directors contribute fully and address issues associated with underperformance of individual Directors.

Succession Planning

The president shall ensure succession planning occurs for senior management.

Committee Membership

The president shall serve as ex-officio member on all Board committees except the Nominating Committee.

SCHEDULE C

Position Description of the Treasurer

Role Statement

The treasurer shall work collaboratively with the president and senior management, if any, to support the Board in achieving its responsibilities. The treasurer, as provided in Section 2.04, shall be a member of the Audit Committee and the chair of the Budget and Finance Committee.

Responsibilities

Custody of Funds

The treasurer shall oversee and monitor the custody of the funds and securities of the Congregation and shall oversee and monitor the keeping of full and accurate accounts of all assets, liabilities, receipts and disbursements of the Congregation in the books belonging to the Congregation and shall oversee and monitor the depositing of all monies, securities and other valuable effects in the name and to the credit of the Congregation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall monitor and oversee the disbursement of the funds of the Congregation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Congregation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

The treasurer shall maintain a high standard for Board conduct and uphold policies and by-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Financial Statements

The treasurer shall present to the Members at the annual meeting as part of the annual report, the financial statements of the Congregation approved by the Board together with the report of the auditor.

Treasurer's Report

The treasurer shall present the Treasurer's Report to the Members at the annual meeting and shall report regularly to the Board on the financial position of the Congregation.

SCHEDULE D

Position Description of the Secretary

Role Statement

The secretary shall work collaboratively with the president to support the Board in fulfilling its responsibilities.

Responsibilities

Board Conduct

Support the president in maintaining a high standard for Board conduct and uphold policies and the by-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Congregation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Congregation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the by-laws of all meetings of the Congregation, the Board and Board committees and shall attend all meetings of the Members and the Board.