

DRAFT
BY-LAWS OF CONGREGATION X
(Revised 5-11-21)

Article I. NAME

The name of this Congregation shall be Congregation X.

Article II. MISSION

It is the mission of Congregation X to provide a dynamic, inclusive, egalitarian and spiritually enriching environment for all its members. We recognize and accommodate the varying Jewish ritual traditions of all our members. We strive to strengthen our members' appreciation of our Jewish heritage, to foster Jewish learning, to encourage meaningful religious celebrations, to promote social activism, and to sustain a vibrant Jewish community in the greater Youngstown Area.

Article III. AFFILIATION

In accordance with the foundational agreement between Congregation Rodef Sholom, Temple El Emeth and Congregation Ohev Tzedek that the Rabbi who will serve this consolidated Congregation will be ordained from the Reform Movement, this Congregation's formal affiliation will be with the Union for Reform Judaism. Consistent with the same foundational agreement, this Congregation will use its best efforts to hire a Cantor candidate ordained from the Conservative Movement.

Article IV. MEMBERSHIP

Section 1. As we are a diverse community, a member is defined as a:

- A. Jewish person, or
- B. A person actively involved in the establishment and maintenance of a Jewish home, or
- C. A Non-Jewish person who is a member of a Membership Unit of which another member is a Jewish person, or
- D. A non-Jewish parent or guardian of a child being raised as a Jew.

Section 2. A membership unit is defined as a family, couple, or single individual. A family unit is defined as an individual residing in the same household, including unmarried dependents under 26 years of age.

Section 3. Each adult member in good standing shall be entitled to one vote, with no more than two (2) votes given per Membership Unit. A member in good standing is a member who is up to date on the current dues payment schedule.

Section 4. Members of the Congregation shall have all of the privileges of membership, subject to the Rules and Regulations established by the Board of Trustees, including but not limited to

worship, life cycle events, religious training for their children, adult studies, and burial privileges, provided that interment or disposition of remains is in accordance with Jewish custom and ritual as practiced at Congregation X.

Article V. DUES

Section 1. A member shall be billed for such annual financial commitments, and according to such a schedule as shall be determined by the Board of Trustees. Additional financial commitments undertaken by the member for the benefit of the congregation and the community will be included in the scheduled payments. All payments due for each fiscal year are to be completed by the end of that fiscal year.

Section 2. The method of payment of dues shall be determined by the Board of Trustees.

Section 3. For good cause shown, the Executive Committee of the Board of Trustees shall have the right to give special consideration to a member's request for an adjustment of their annual dues.

Section 4. The Board of Trustees shall have the power to suspend a member for nonpayment of dues. Upon suspension, all rights and privileges of the suspended member shall cease, and a member thus suspended may be reinstated by the Board only upon payment of all delinquent dues or upon such conditions as the Board may determine in each case.

Section 5. Resignation by a member in writing, shall not relieve said member of the payment of any obligation to the Congregation for dues, or other financial commitment at the time of the resignation.

Article VI. ANNUAL AND SPECIAL MEETINGS

Section 1. The Annual Meeting of the Congregation shall be held during the months of May, June or July on the date and time to be designated by the Board of Trustees. Every member of the Congregation shall be notified at least 14 days prior to the holding of the meeting.

Section 2. Special meetings of the Congregation shall be called by the President of the Board of Trustees or at the written request of a majority of the Board of Trustees, or upon the written request of twenty-five (25) members, of the Congregation. The call for special meetings shall set forth the purpose of the meeting and written notice thereof shall be communicated to each unit of the Congregation at least fourteen (14) days prior to the time of such meeting. No business shall be transacted except that specified in the call.

Section 3. A quorum shall constitute at least 10% of Membership Units voting at an annual or special meeting. At the discretion of the Board of Trustees, voting for a Congregational or Special meeting may take place in person, by hand, or by written ballot or through a secure electronic voting service.

Section 4. Only members present at a Congregational meeting, or attending live by a digital medium, shall have the privilege of voting at that meeting. The right to vote by proxy is prohibited.

Section 5. Voting rights at an annual or special meeting will be limited to any person 18 years of age and above with no more than two (2) votes be given to a Membership Unit.

Section 6. Decisions shall be by majority vote of those present.

Section 7. Pursuant to the Resolution to Consolidate and the Consolidation Agreement entered into by Congregation Rodef Sholom, Temple El Emeth and Congregation Ohev Tzedek, the initial Board of Trustees of Congregation X shall consist of 24 members, 12 designated by Rodef Sholom, 6 designated by El Emeth and 6 designated by Ohev Tzedek. Children of Israel Congregation may designate one (1) non-voting member to serve on the initial Board of Trustees. Further pursuant to the designation by each Congregation, the initial members shall be assigned 1, 2 and 3 year terms to insure a proper rotation of members after the first three years.

Section 8. Beginning with year three of Congregation X, anticipated to be _____, the election of Trustees shall take place at the Annual Meeting of the Congregation, and the term of each shall begin upon installation at the first meeting of the Board of Trustees following the Annual Meeting. Each Trustee subsequently elected shall serve for a term of three (3) years.

Section 9. There shall be no limit on the number of terms a Trustee may serve.

Section 10. Nominees for Trustees shall be made by the Nominating Committee of the Board. Alternatively, a nomination for membership on the Board of Trustees may be made by petition of ten (10) members of the Congregation in good standing, said nomination(s) to be filed with the Secretary of the Board at least fourteen (14) days before the election. Notice of such nomination(s) shall be communicated to each membership unit of the Congregation.

Article VII. BOARD OF TRUSTEES

Section 1. The governing body of this Congregation shall be vested in a Board of Trustees totaling 24 members. The composition of the initial Trustees shall be 12 members designated by the outgoing Board of Rodef Sholom and 6 each from the outgoing Boards of El Emeth and Ohev Tzedek. Children of Israel may designate one (1) additional member who shall be non-voting.

Section 2. The Board of Trustees shall elect the following Officers of the Congregation who shall have the responsibilities described therein:

A. President(s): It shall be the duty of the President(s) to preside at each meeting of the Congregation and Board of Trustees. The President(s) shall appoint the members of all Standing Committees and such special committees as he or she may be directed from time to time by the Board of Trustees and/or Congregation at the Annual Meeting. The President(s) shall co-sign together with the Treasurer all vouchers drawn upon the funds on deposit of the Congregation.

The President(s) shall sign all contracts, deeds, agreements and any other documents upon resolution of the Board of Trustees and/or Congregation.

B. Vice-President: It shall be the duty of the Vice-President to discharge the duties of the President(s) in his or her absence or inability to serve.

C. Treasurer: It shall be the duty of the Treasurer to keep such records of accounts of the finances of the Congregation as shall be deemed necessary in order to give adequate information to be audited and submitted to the Congregation at its Annual meeting and/or Board of Trustees as requested by it.

D. Secretary . It shall be the duty of the Secretary to properly and duly record all minutes of each regular and/or special meetings of the Board of Trustees and/or Congregation

Section 3. All Past Presidents of Congregation X shall be non-voting advisory members of the Board of Trustees. The Presidents of the Brotherhood and Sisterhood shall also be non-voting advisory members of the Board of Trustees.

Section 4. The Board of Trustees shall govern the affairs of the Congregation, control its revenue and property, approve an annual budget, and take such action as shall, in its judgment, best promote the welfare and interests of the Congregation. The Board shall further:

- A. Meet at least nine (9) times per fiscal year. At regular meetings or any special meeting, thirteen (13) members of the Board of Trustees shall constitute a quorum.
- B. Call a meeting of the Congregation whenever it may be deemed necessary.
- C. Approve the salaries of all employees and staff members of the Congregation, as recommended by the Executive Committee.
- D. Invest and manage the funds of the Congregation.

Section 5. The Board shall have an Executive Committee which shall consist of the President(s), Vice-President, Treasurer and Secretary and three Trustees at large. The Executive Committee shall handle the affairs of the Congregation in between meetings of the Board of Trustees but shall report on such actions at the next Board Meeting, with the exception of matters of confidentiality. The Committee shall also deal with personnel and other issues as delegated by the Board and/or as specifically set forth in these By-Laws.

Section 6. The Board shall have the authority to remove any Officers, Trustees or member of the Congregation for cause; provided that two-thirds (2/3) of the members of the entire Board of Trustees vote for such removal; provided further, that such removed Officer, Trustee, or member shall have the right of appeal to the Board of Trustees. In case of such appeal, a majority vote of the Board of Trustees at the meeting at which such appeal is presented, shall be binding.

Section 7. The Board may declare vacant the office of any Trustee who is absent without adequate cause, from three (3) successive regular meetings of the Board.

Section 8: The Board may fill the unexpired term of any Officer or Trustee whose office shall have been declared vacant by reason of death, resignation, or removal from office.

Section 9. The Board may Authorize the formation of auxiliary or activity units of the Congregation.

Section 10. Decisions of the Board of Trustees shall be made by a majority vote of those present and entitled to vote.

Section 11. The Board of Trustees, on an annual basis, may be required to sign confidentiality, conflict of interest, whistleblower and or other compliance documents in accordance with adopted board policies.

Section 12. The Board of Trustees shall meet on the first Tuesday of each month, or at such other time as may be approved by the Board.

Section 13. At the discretion of the Board of Trustees, voting for a meeting may take place in person, by hand, or by written ballot or through a secure electronic voting service.

Section 14. Special meetings of the Board of Trustees may be called by the President(s), at the President(s)'s discretion, and must be called at the written request of the (10) members of the Board. Said request shall state the purpose of the meeting. In the event the President(s) fails to issue a call for a special meeting within five (5) days after being so requested, any other officer may issue such call.

Section 15. Vacancies on the elected Board of Trustees shall be filled by the Board of Trustees .

Section 16. All Committees shall be appointed by the President(s) upon approval of the Executive Committee and may include, but not be limited to, the following:

- A. Membership Committee
- B. Ritual Committee
- C. Education Committee
- D. Cemetery Committee
- E. Building Committee
- F. Budget and Finance Committee
- G. Dues Committee

Section 17. The President shall appoint a Nominating Committee at least sixty (60) days before the Annual Meeting of the Congregation, consisting of up to seven (7) members, derived from the Congregation as a whole including the Board of Trustees. The President shall designate the Chair of the Committee.

Section 18. The fiscal year of the Congregation shall begin on the first (1st) day of June and end on the thirty-first of May.

Article VIII. CONFLICT OF INTEREST

It shall be considered to be a conflict of interest if a Trustee, Clergy, or Senior Staff member has existing or potential financial or other interests that impair, or might reasonably appear to impair, independent, unbiased judgment in the discharge of their fiduciary responsibilities to the Congregation or a Trustee, Clergy, or Senior Staff member is aware that a member of their immediate family, domestic partner, or significant other has such existing or potential financial or other interests. All Trustees, Clergy, and Senior Staff members shall disclose to the Board of Trustees any possible conflicts of interest at the earliest practical time. A Trustee shall absent themselves from discussions of, and abstain from voting on, matters under consideration by the Board of Trustees and its committees in which the Trustee has a conflict of interest. Any Trustee, Clergy, or Senior Staff member who is uncertain whether a conflict of interest may exist in any matter may request that the Board of Trustees or committee considering the matter resolve the question in their absence by majority vote.

Section 2. Each trustee, officer or member of a committee with Board-delegated powers shall annually sign a statement which affirms that such person:

- A. Has received a copy of the conflict of interest policy.
- B. Has read and understands the policy.
- C. Has agreed to comply with the policy; and
- D. Understands that the Congregation X is a religious, charitable organization and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article IX. INDEMNIFICATION

Congregation X shall, in accordance with Ohio Revised Code Section 1702.01 *et seq.* and to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, Trustee, Clergy, Volunteer or Employee of the Congregation (“Indemnified Person”) against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which they may become involved by reason of their service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which they shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Congregation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Trustees who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification

under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such Indemnified Person.

This Article constitutes a contract between the Congregation and the indemnified Officers, Trustees, Clergy, Volunteers and Employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Officer, Trustee, Clergy, Volunteer or Employee under this Article shall apply to such Officer, Trustee, Clergy, Volunteer or Employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

The Congregation shall purchase and maintain insurance, or furnish similar protection, including, but not limited to, trust funds, letters of credit, or self-insurance, for or on behalf of any person who is or was a Trustee, Officer, Clergy, Volunteer or Employee of the Congregation.

Article IX. PROCEDURE

Section 1: Proceedings of the meetings of the Congregation and of the Board of Trustees shall be governed by "Roberts Rules of Order", latest revised edition, unless otherwise provided herein.

Section 2: Any notice or other communication required to be provided in writing by these By-Laws or policies of the Board of Trustees may be provided electronically and shall be deemed to have been received when sent.

Article X. RABBI AND OTHER PROFESSIONAL PERSONNEL

The Executive Committee of the Board of Trustees is vested with the authority to hire a Rabbi, Cantor and/or other professional personnel and set the terms and conditions of their employment.

Section 1. The Rabbi shall be the spiritual leader of the Congregation and shall have the responsibilities as set forth in the agreement with the Congregation.

Section 2. The Rabbi or the Rabbi's designee shall perform all life cycle events for members of the Congregation, be responsible for the religious training of the children of the Congregation and shall perform all other duties incident to and consistent with the dignity of the office.

Article XI. AUXILIARY ASSOCIATIONS

Section 1. The congregation shall have such auxiliary organizations, including a Sisterhood and Brotherhood of the congregation, as shall from time to time be authorized and constituted by the Board of Trustees.

Section 2. The activities of all auxiliary organizations of this congregation shall always be conducted in such manner as will advance the best interests of the congregation and shall not conflict with the policies of the congregation.

Section 3. The by-laws and other regulations of all auxiliary organizations shall be consistent with the By-Laws and policies of the Congregation.

Article XII. CEMETERIES

Section 1. At the time of the adoption of these By-Laws, the consolidated Congregation is assuming responsibility for the maintenance and care of the following Cemeteries owned by their constituent predecessors, Ohev Tzedek, El Emeth, Children of Israel and Beth Israel, and shall further respect and honor the traditions and regulations of the respective cemeteries. The Congregation shall further continue to be responsible for the perpetual easement owned by Rodef Sholom in a private ground on Belmont Avenue, Youngstown, Ohio, known as "The Rodef Sholom Cemetery".

Section 2. The Congregation shall keep all records of each lot, crypt and columbarium in the Cemeteries.

Section 3. All funds derived from the operation of the Cemeteries shall continue to be placed in a separate Perpetual Care Funds. At the end of each fiscal year, all of the income derived from the Rodef Sholom Cemetery Perpetual Care Fund, less the expenses incurred for the fiscal year then ending, shall remain in the Perpetual Care Funds.

Section 4. It is anticipated that at some point the recently formed Youngstown Area Cemetery Association will assume ownership and responsibility for all of the Cemeteries except for the Rodef Sholom Cemetery.

Article XIII. AMENDMENTS

Section 1. Any proposal to amend these Bylaws shall be presented in writing to the Board of Trustees. The Board shall approve or reject such proposal within ninety (90) days of its regular meeting following submission of the proposal.

Section 2. If the Board fails to approve such proposed Amendment, a petition signed by twenty-five (25) members of the Congregation, and presented to the Secretary, shall place the proposed Amendment on the agenda for the next meeting of the Congregation.

Section 3. A copy of each proposed Amendment, which has been approved by the Board or submitted by petition, shall be communicated to each member of the Congregation at least fourteen (14) days prior to the Annual meeting along with notice of such meeting.

Section 4. Adoption of any proposed Amendment shall require approval by two-thirds (2/3) of the members of the Congregation present and voting at the said Congregational meeting.

Article XIV. EXEMPT STATUS/DISSOLUTION

This organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or any private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code or (b) by an organization, contributions to which are deductible under section 170 (c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.