

**YOUNGSTOWN CONGREGATIONAL COLLABORATION IMPLEMENTATION
COMMITTEE (YCCIC)**

Governance/Organizational Sub-Committee

Meeting Minutes April 22, 2021

Call to Order: Mark Huberman, the meeting to order at 12:00 noon via zoom.

Present Were:

Aaron Hively
Mark Huberman
Sam D. Roth
Beverly Nathan
Andy Lipkin, Ex Officio
Michael Barr, Ex Officio

Absent:

Jessica Lev, Ex Officio

At the outset of the Meeting, Mark Huberman stated that the focus of this meeting would be on picking a name for the new entity and providing guidance for the development of a set of By-Laws to be recommended to the Full Committee at its May 11th meeting.

1. **New Name:** The Committee first discussed whether the new entity should be preceded by the word “Temple” or “Congregation”. Mark Huberman noted that, historically, it appears the inclusion of the word “Temple” arose out of the development of the Reform movement but that this does not seem to be a dominant theme today. He pointed out that a review of the existing by-laws reveals that Ohev Tzedek is formally known as “Ohev Tzedek-Shaarei Torah *Congregation*”, Rodef Sholom is “*Congregation* Rodef Sholom” while El Emeth is “*Temple* El Emeth”. Initially, most Committee members didn’t attach much importance to whichever term was used but Aaron Hively noted that the term Congregation is very meaningful to him in that it connotes “congregational life”. Mark Huberman agreed that the term “Temple” connotes a building or a place while “Congregation” is more expressive of its people. A consensus of the Committee ultimately agreed that the term “Congregation” was preferable.
2. **By-Laws:** Mark Huberman reported that he prepared a spreadsheet comparing the structure of the By-Laws of each of our existing Congregations, noting that they had all undergone recent revisions and that they bore a lot of structural similarity. Ohev Tzedek last update its By-Laws in 2018 while Rodef Sholom did theirs in 2020. Sam D. Roth didn’t know the year of El Emeth’s revision but thought it was recent as well. Mark Huberman asked that the Committee discuss a few stylistic issues to give guidance to a smaller committee of the attorneys on the Committee who he was asking to draft a

recommended set of By-Laws for the next Sub-Committee Meeting that incorporates the consensus already reached at prior meetings relating to size, composition and officers. Those issues were as follows:

- A. **Mission v. Purpose:** The Committee agreed that the term “Mission” was preferable and more traditional to the term “Purpose” for the Article addressing the same.
- B. **Affiliation:** No Article was needed addressing this issue.
- C. **Directors v. Trustees:** The Committee agreed with the thinking of Aaron and Mark that the term “Trustees” is preferable and more common for a Non-Profit Board and connotes a higher fiduciary obligation.
- D. **Roberts Rules:** The By-Laws should continue to contain an article that states that Roberts Rules shall apply in areas where more specific procedures are not set forth.
- E. **Dues:** The Committee agreed that the By-Laws should not set forth dues levels, but rather simply empower the Board and/or Membership to set the levels which can change from time to time. Aaron Hively agreed to share a recent Dues Policy adopted by Rodef Sholom.

A Meeting of the Committee Attorneys to develop a formal set of By-Laws was set for **April 27, 2021 at Noon or 7:00 p.m.** depending on the availability of Jessica Lev. The Full Subcommittee will consider them at its next meeting which was set for **May 4, 2021 at 12:00 noon.**

- 3. **New Corporate Entity:** Mark Huberman reported that he recently spoke with Attorney Noah Stern of Cincinnati, a specialist in Temple and other non-profit mergers who advised that Temples need not go to the considerable expense of applying for tax exempt status since churches and synagogues are automatically exempt. Mark also reported a suggestion from Lee Burdman and others that a good alternative to forming a new corporate entity might be simply amending the Articles of Incorporation and Corporate Name of which every existing Temple is selected as the surviving building. The Committee was supportive of this concept noting that it will likely reduce the number of deed and asset transfers and simplify the consolidation process.
- 4. **Resolution of Consolidation:** Mark Huberman asked Michael Barr to draft a Resolution of Consolidation that can be presented to the Board and Membership of each Temple for their ultimate approval of the consolidation process. He agreed to do so.
- 5. **Adjournment:** The meeting was adjourned at 12:45 p.m.