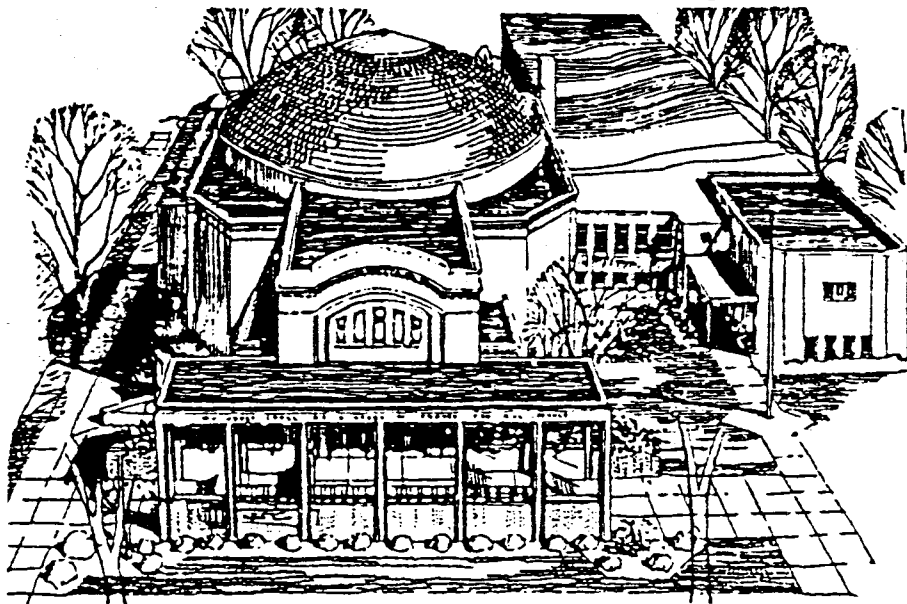


CONGREGATION RODEF SHOLOM

Youngstown, Ohio



CONSTITUTION AND BY-LAWS

Originally adopted May 9, 1956

Amended:

June 8, 1960

May 20, 1981

May 22, 1991

ARTICLE I.

This Congregation shall be known as "CONGREGATION RODEF SHOLOM OF YOUNGSTOWN, OHIO".

ARTICLE II. PURPOSE

The purpose of this Congregation shall be to worship God in accordance with the faith and practices of Reform Judaism; to cultivate a love and understanding of the Jewish heritage; to encourage righteousness; to stimulate fellowship in the Jewish community and society at large; and to strengthen the bonds of spiritual loyalty with Jewish people everywhere.

ARTICLE III. SEAL

The seal of this Congregation shall be a circle containing the words "CONGREGATION RODEF SHOLOM OF YOUNGSTOWN, OHIO" in English and in Hebrew.

ARTICLE IV. MEMBERSHIP

Section 1. Any person of the Jewish faith or any person actively involved in the establishment and maintenance of a Jewish home, and of good moral character, may be elected to membership upon the approval of his\her written application, by a majority of the Board of Trustees at any regular or special meeting and subject to Article XI.

Section 2. The Unit of membership shall include the applicant, the spouse of said applicant, or the unmarried survivor thereof, and the unmarried children of a husband or wife who are full-time students and/or not self-supporting.

Section 3. Each Unit of membership shall be entitled to one vote.

Section 4. Members of the Congregation shall have all of the privileges of membership, subject to the Rules and Regulations established from time to time by the Board of Trustees, including but not limited to worship, religious school 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 RODEF SHOLOM. With the exception of Article XI, Section 3, all mention of the words "member" or "members" shall by inference include the words "in good standing."

ARTICLE V. RABBI AND OTHER PROFESSIONAL PERSONNEL

Section 1. The Rabbi shall be elected by the Congregation for a period to be determined by the Board of Trustees and at a salary to be established by the Board of Trustees. It shall require a two-thirds (2/3) vote of all members present and entitled to vote, to elect a Rabbi.

Section 2. The Rabbi shall be the spiritual leader of the Congregation and shall hold divine services on the Sabbath, on all Holy Days, and at such other times as the Congregation may from time to time determine.

Section 3. The Rabbi shall perform marriage and funeral services for members of the Congregation and their families, subject to such Rules as may be established by the Board of Trustees, from time to time.

Section 4. The Rabbi shall be responsible for the Religious Training of the youth of the Congregation.

Section 5. The Rabbi shall perform all other duties incident to and consistent with the dignity of the office.

Section 6. In the event that it is deemed appropriate to engage an Associate Rabbi, Assistant Rabbi, Cantor, Assistant Cantor, or other professional personnel, such person(s) shall be elected by the Board of Trustees, and their compensation and terms and conditions of employment shall be determined by said Board. Said persons shall report and be responsible directly to the Rabbi, and shall perform such functions as may be determined and assigned by the Rabbi, including any of the functions set forth in this Article V.

ARTICLE VI. MEETINGS

Section 1. The Annual Meeting of the Congregation shall be held during the month of May, the day and hour to be designated by the Board of Trustees. Every member of the Congregation shall be notified by mail at least thirty (30) days prior to the holding of the meeting.

Section 2. Special meetings of the Congregation shall be called by the President at the request of a majority of the Board of Trustees, or on written application of twenty (20) members, in good standing, of the Congregation. The call for special meetings shall set forth the purpose of the meeting and written notice thereof shall be mailed to each member of the Congregation at least ten (10) days prior to the time of such meeting. No business shall

be transacted except that specified in the call.

Section 3. Ten percent (10%) of the membership Units (resident members), in good standing, shall constitute a quorum at any Congregational meeting. If a quorum is not present, the issue(s) upon which a vote was to be sought shall be sent back to the Board of Trustees for final resolution.

Section 4. Only members in good standing present at a Congregational meeting shall have the privilege of voting at that meeting. The right to vote by proxy is hereby prohibited.

Section 5. Decisions shall be by majority vote of those present.

ARTICLE VII. ELECTIONS

Section 1. Election of Officers and 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. Any adult of the Jewish faith, in good standing, included in the Unit of membership, as defined in Article IV, Section 2, above, shall be eligible to hold office, subject to Section 3, infra.

Section 2. All Officers and Trustees shall be elected by a majority of the members present and voting at the Annual Meeting of the Congregation.

Section 3. The term of office for the President, the two Vice Presidents, the Treasurer, and the Secretary, shall each be for two (2) years; provided, however, that a candidate for the office of President, Vice President, Treasurer, or Secretary, shall

not be eligible to serve in the same office for more than two (2) consecutive terms and provided, however, that a candidate for any of said offices must have previously served on the Board of Trustees for at least a three (3) year term. The term of office for each Trustee shall be for three (3) years; provided, however, that a candidate for Trustee shall be eligible to succeed himself for one additional three (3) year term.

Section 4. At each Annual Meeting of the Congregation, the Congregation shall elect five (5) trustees for a term of three (3) years each.

Section 5. The Nominating Committee shall prepare a slate of nominees for officers and trustees, consisting of one (1) candidate for each office to be filled. A notice of such nomination shall be mailed to each member of the Congregation at least thirty (30) days before the election, together with the procedure for nomination by petition.

Section 6. Nomination for any elective office may be made by petition of ten (10) members of the Congregation in good standing, said nomination or nominations to be filed with the Secretary of the Congregation at least fifteen (15) days before the election. Notice of such nominations shall be mailed to each member of the Congregation at least ten (10) days before the election.

ARTICLE VIII. BOARD OF TRUSTEES

Section 1. The government of this Congregation shall be vested in a Board of Trustees, to be composed of the Congregational

President, two (2) Vice Presidents, a Treasurer, a Secretary, the President of the Brotherhood, the President of the Sisterhood, the Congregational President's immediate predecessor, and fifteen (15) additional Trustees.

Section 2. All Past Presidents of the Congregation shall be non-voting advisory members of the Board of Trustees with the exception of the immediate, Past President.

Section 3. The Board of Trustees shall govern the affairs of the Congregation, control its revenue and property, and approve an annual Budget, and take such action as shall, in its judgment, best promote the welfare and interests of the Congregation, including, but not limited to the following:

- a. Meet at least ten (10) times per fiscal year. At regular meetings or any special meeting, twelve (12) out of twenty-three (23) Trustees shall constitute a quorum;
- b. Call a meeting of the Congregation whenever it may be deemed necessary;
- c. Engage and fix the salaries of all employees and staff members of the Congregation, herein provided;
- d. Invest the funds of the Congregation;
- e. Subject to Article XI, Section 3, remove any Officers, Trustee 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 Congregation. In case of such appeal, a majority vote of the Congregation at the meeting at which such appeal is presented, shall be binding;

- f. Declare vacant the office of any Trustee who is absent without adequate cause, from three (3) successive regular meetings of the Board;
- g. 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; and
- h. Authorize the formation of auxiliary or activity units of the Congregation.

Section 4. Decisions of the Board of Trustees shall be made by a majority vote of those present and entitled to vote.

ARTICLE IX. OFFICES

Section 1. The offices of the Congregation shall consist of a President, two (2) Vice Presidents, a Treasurer, and a Secretary, elected by ballot for a term of two years at the Annual Meeting of the Congregation.

Section 2. The duties of the President shall be to:

- a. Preside at all meetings of the Congregation and the Board of Trustees.
- b. Enforce the Constitution and By-Laws.
- c. Sign all official documents.
- d. Decide all questions of order, subject to appeal by any member.
- e. Act as the custodian of all valuable documents and records of the Congregation and deliver them, at the expiration of the President's term of office, to the President's successor.
- f. Appoint the representatives from the Congregation to all bodies where the Congregation may be entitled to representation.
- g. Appoint all Constitutional Committees not later than the second meeting of the Board of Trustees after the President's election to office.

- h. Create and appoint members to all ad hoc or special committees.
- i. Act as an ex-officio member of all Committees, constitutional or otherwise, except for the Nominating Committee.
- j. Call a special meeting of the Board of Trustees upon receipt of a request signed by five (5) voting members of the Board. Such request shall state the subject matter to be brought before the Board.
- k. Call a special meeting of the Congregation whenever directed to do so by a majority of the voting members of the Board of Trustees.
- l. Cast the deciding vote on all questions on which there may be an equal division of votes. The President may not cast the deciding vote on the election of officers nor may the President vote on the appeal of the President's decisions.
- m. Make a written report to the Congregation at its Annual Meeting as to the status of Congregational affairs.
- n. Appoint a Parliamentarian, who shall be one of the voting members of the Board of Trustees.
- o. Perform all other duties incidental to the office of President.

Section 3.

- a. The duties of the First Vice President shall be to preside and perform all the duties of the President, in the absence or inability of the President to carry out these functions; and in the event of a vacancy in the office of President, to perform such functions until the Board shall have filled such vacancy.
- b. The Second Vice President shall perform the duties of the First Vice President, in the absence of the latter. The Second Vice President shall also serve as Chairman of the Dues Committee.

Section 4.

The duties of the Treasurer shall be to:

- a. Assume the duties and responsibilities incumbent upon the Second Vice President in the absence of or inability of the latter to perform those functions.
- b. Act as custodian of all funds of the Congregation.
- c. Make monthly reports to the Board of Trustees of the condition of the Treasury and the monthly operations of the Congregation's fiscal affairs.
- d. Supervise the collection and disbursement of all Congregational funds.
- e. Prepare a budget for the fiscal year's operations, and submit same to the Board of Trustees for approval not later than the second Board meeting of the fiscal year.
- f. At the expiration of the Treasurer's term of office, deliver all Congregational records and properties in the Treasurer's control to the Treasurer's successor.
- g. Perform all other duties incident to the Treasurer's office.

Section 5.

The duties of the Secretary shall be to:

- a. Make certain that the Temple office keeps a register of all members of the Congregation, with complete data as to their membership.
- b. Supervise the issuance of notices of all meetings of the Congregation.
- c. Conduct such general correspondence as may be required, pertaining to the affairs of the Congregation.
- d. At the expiration of the Secretary's term of office, deliver all Congregational records and properties in the Secretary's control to the Secretary's successor.

- e. Perform all other duties incident to the office of the Secretary.

ARTICLE X. COMMITTEES

Section 1. There shall be an Executive Committee of the Board of Trustees, consisting of the President, as Chairman, the two (2) Vice Presidents, the Treasurer, the Secretary, and two members at large selected by and from the Board of Trustees to serve for a term of one year and elected at the first meeting of the Board of Trustees for that fiscal year, which Committee shall meet at such times as may be required, or at the call of the President. Its functions shall be to recommend matters of policy to the Board, to act on emergency matters between meetings of the Board, and to perform all other functions delegated to it by the Board. A majority of the Executive Committee shall constitute a quorum. Each member of the Executive Committee may be authorized as signatories on all Congregational accounts.

Section 2. The following Constitutional Committees shall be appointed by the President upon the approval of the Executive Committee:

- a. A MEMBERSHIP COMMITTEE consisting of at least three (3) members, whose duties shall be to receive applications for membership and make proper recommendations thereon to the Board of Trustees, in accordance with guidelines established by the Dues Committee.
- b. A RITUAL COMMITTEE consisting of at least five (5) members of whom the Rabbi and Cantor shall be two (2), whose duties shall be to oversee and advise on matters regarding the form of worship.

- c. An EDUCATION COMMITTEE consisting of a least seven (7) members of whom the Rabbi and Cantor shall be two (2), whose duties shall be:
1. Supervise all matters relating to religious education.
 2. The general policies, curriculum and any Rules and Regulations pertaining to religious education shall be subject to change by the Board of Trustees.
- d. A CEMETERY COMMITTEE consisting of at least five (5) members, of whom the Rabbi and Cantor shall be two (2), whose duties shall be to have complete charge of the Cemetery in accordance with the Rules and Regulations as hereinafter set forth, plus such other Rules and Regulations as may be adopted by the Board of Trustees.
- e. A BUILDING COMMITTEE consisting of at least three (3) members whose duties shall be to keep the buildings and property of the Congregation in proper repair.
- f. A BUDGET AND FINANCE COMMITTEE consisting of at least three (3) members, the Chairman of which shall be the Treasurer, whose duties shall be to prepare a budget, submit financial information to the Board of Trustees at each of its regular meetings concerning the monthly income and expenses of the Temple and its financial condition at the end of each monthly period, approve all expenditures, supervise the collection of all monies owed to the Temple, and generally to be responsible for any fiscal matters, subject to Section 2g.
- g. A DUES COMMITTEE consisting of at least three (3) members, whose duties shall be to:
1. Survey the dues schedule.
 2. Review the amount of dues currently being paid by each member.
 3. Report to the Board, at such times as it deems necessary, any changes or adjustments it recommends in dues.

4. Communicate with prospective members regarding dues requirements.
5. Oversee payment and collection of all dues.

Section 3. The President shall appoint a Nominating Committee at least sixty (60) days before the Annual Meeting of the Congregation, to consist of at least seven (7) members; three (3) members appointed from the Board of Trustees and the others to be appointed from the Congregation at large, other than Trustees. The immediate past President of the Congregation shall serve as Chairman of the Nominating Committee.

ARTICLE XI. DUES

Section 1. The Board of Trustees shall fix the amount of the dues for each member according to his or her means. This system of dues shall make it possible for everyone to become a member, and necessary for all to contribute his or her just share for the operation and maintenance of the Temple. The Board of Trustees shall have the right to revise the dues of all members.

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

Section 3. The Board of Trustees shall have the power to suspend a member for nonpayment of dues, such suspensions to take effect thirty (30) days after said member has been notified in writing. Within said thirty (30) day period and prior to said suspension taking effect, any such member shall have the right to a hearing before the President, the Chairman of the Dues Committee and a member of the Board of Trustees selected by majority vote of

the Board of Trustees. 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 4. Resignation by a member 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 XII. SEATING

Seats in the Temple shall be unassigned, except in the case of a member who shall have been a member for a period of fifty (50) years or more, in which event said member shall be entitled to reserved seats on the High Holy Days.

ARTICLE XIII. CEMETERY

Section 1. This Congregation, owning a perpetual easement in a private ground on Belmont Avenue, Youngstown, Ohio, known as "THE RODEF SHOLOM CEMETERY", shall hold the same primarily for the benefit of its members, in good standing in accordance with the Cemetery Rules and Regulations, adopted by the Board of Trustees, as the same may be revised from time to time.

Section 2. The Cemetery Committee shall promulgate Rules and Regulations pertaining to the Cemetery which shall be subject to approval by the Board of Trustees.

Section 3. The Cemetery Committee shall have general supervision and charge of the Cemetery and affairs pertaining thereto; and may delegate the handling of administrative details to

any staff member of the Temple. All activities and decisions of the Cemetery Committee shall be under the control, and subject to the approval of the Board of Trustees.

Section 4. The Congregation, through the Cemetery Committee, shall keep a record of each lot, crypt and columbarium in the Cemetery, in books provided for that purpose, in which shall be recorded for each disposition of remains:

- a. Name of deceased.
- b. Place and date of birth.
- c. Date of death and date of disposition of remains.
- d. Names of parents or near relatives.
- e. Name of section, lot and grave; name of owner thereof; place of interment, crypt or niche.
- f. Name of undertaker.
- g. By whom the burial permit is obtained.

Section 5. The Congregation may acquire and own land or other property for use as a Cemetery. The management of such property shall be the responsibility of the Board of Trustees.

Section 6. All funds derived from the operation of the Cemetery shall be placed in a separate fund known as the Rodef Sholom Cemetery Perpetual Care Fund. 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 be distributed to the General Operating Fund of the Congregation.

ARTICLE XIV. PROCEDURE

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.

ARTICLE XV. AMENDMENTS

Section 1. Any proposal to amend this Constitution 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 ten (10) 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 mailed to each member of the Congregation at least five (5) days before the next meeting of the Congregation, together 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 next Congregational meeting.

ARTICLE XVI. FORMER CONSTITUTIONS

All former Constitutions, By-Laws, Rules and Regulations previously adopted by the Congregation are hereby repealed.