

**CONSTITUTION AND BYLAWS OF
OHEF SHOLOM CONGREGATION,
NORFOLK, VIRGINIA**

Approved at a Meeting of the Board of Directors on April 25, 1991
Adopted at a Meeting of the Congregation on May 23, 1991
Amended at Meetings of the Congregation on
May 18, 2000, May 17, 2001, May 20, 2004, May 18, 2006,
January 6, 2008, January 12, 2012, May 15, 2014 and March 29, 2017

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PREAMBLE

The members of the Ohef Sholom Congregation adopt for their government the following Constitution and Bylaws, while affirming the Officers and Directors elected under the previous Constitution for the terms specified.

ARTICLE I TITLE AND PURPOSE

Section 1. This Congregation shall be a Reform Jewish Congregation, known as Ohef Sholom Congregation.

Section 2. The purpose of this Congregation shall be to worship God; to affirm the attachment of its members to the ideals and faith of Judaism; to provide the appropriate means for them to express those ideals and that faith; to cultivate a love and understanding of the Jewish heritage; to afford religious education to its members and their children; to promote the welfare of our Jewish brethren; and to support worthy efforts for the betterment of all people.

ARTICLE II NATIONAL AFFILIATION

This Congregation shall affiliate with the Union for Reform Judaism.

ARTICLE III MEMBERSHIP

Section 1. Any person subscribing to the purposes enumerated in **Article I, Section 2**, above who is eighteen (18) years of age or over may be elected to membership upon approval of his or her application by a majority vote of the members of the Board of Directors present and voting.

Section 2. The unit of membership shall be a household consisting or formerly consisting of one or more Jewish adults and any unmarried children who are not self-supporting and who have not yet reached the age of 30.

Section 3. The Board of Directors may establish special membership classifications with such provisions as it shall deem advisable. In the absence of such designation, a member shall be a general member of the Congregation.

Section 4. (A) General members shall have the right to vote on all matters coming before meetings of the Congregation. There shall be no voting by proxy. The privilege of voting shall be vested in each individual household member, age eighteen (18) or over, who is not otherwise required to have a separate membership. (B) Members shall be eligible to participate in all Temple activities and services, for themselves and their households.

Section 5. (A) Prospective members of the Congregation who are transferring their membership from another congregation must be in good financial standing with the congregation from which they are transferring. (B) Members shall pay such dues, assessments and other fees in such installments as shall be determined by the Board of Directors. Upon failure of a member to pay any financial obligation to the Congregation the Board of Directors, or its delegated representative, may take appropriate action including membership suspension or termination. (C) The Board of Directors or its delegated representative may waive, extend or modify any financial obligation due from a member.

Section 6. The resignation of any member shall not relieve such member from payment of any obligation due the Congregation at the time of resignation.

ARTICLE IV BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the officers of the Congregation as set forth in **Article V**, and twenty-one (21) elected directors. The elected directors shall be elected by a majority vote of the Congregation present and voting. In addition, Chairpersons of the Standing Committees and the Presidents of the Sisterhood, the Men's Club and the Ohef Sholom Foundation shall be ex-officio members of the Board. The President of the Ohef Sholom Temple Youth shall be a non-voting member of the Board. All past Presidents of the Congregation and such other persons as qualify under Article IV, Section 7 shall be honorary members of the Board of Directors with voting privileges, which voting privileges shall be conditioned upon attending three of the previous fiscal year's board and/or Congregational meetings. Voting privileges shall be restored for honorary members and past Presidents upon their attending three of the previous fiscal year's board and/or Congregational meetings.

Section 2. Each year seven (7) of the twenty-one (21) directors elected by the Congregation shall be elected for a term of three (3) years. Elected directors shall not include spouses. The Board, without convening a Nominating Committee, is empowered to fill a vacancy to serve until the next annual or special meeting of the Congregation.

Section 3. No director shall be elected to the Board of Directors for more than two consecutive full terms of three years each provided, however, that this restriction shall not be deemed to include service on the Board of Directors as an officer of the Congregation, Chairperson of a Standing Committee, or President of the Sisterhood, the Men's Club or the Ohef Sholom Foundation.

Section 4. Any general member of the Congregation in good standing and in a household which includes or formerly included at least one Jewish adult shall be eligible to be elected to the Board of Directors.

Section 5. The Board of Directors shall have the responsibility for the general management of the affairs of the Congregation including, but not limited to:

- (a) control of its revenue and property,

- (b) determination of dues and assessments,
- (c) determination of term, compensation, and duties of employees except as herein otherwise provided,
- (d) admission of new members,
- (e) removal of a director or officer by a two-thirds vote of the Board,
- (f) approval of all (i) major policies and procedures and (ii) programs which require funding beyond budgeted levels, and
- (g) such other actions as will promote the health and welfare of the Congregation.

Before any contract shall be entered into by or for the Congregation for the sale of real property (or an interest therein) which has been or is being actively used in the Congregation's religious activities, or for the purchase or mortgage of real property, the Board of Directors shall ascertain all of the relevant material facts and submit them with its recommendation to the Congregation at regular or special meetings of the Congregation. It shall require a vote of two-thirds of the members present and voting at the Congregation meeting to authorize such purchase, sale, or mortgage of real estate. Real property, which has never been actively used in the Congregation's religious activities, may be sold without a Congregational meeting, upon the approval of two-thirds majority of the Board of Directors present and voting at a meeting at which such sale was mentioned in the notice of meeting.

Section 6. The Board, after giving notice pursuant to Article XIII, may remove any director, except an honorary director, who is absent without adequate excuse from three (3) consecutive regular meetings of the Board in one fiscal year.

Section 7. Upon completion of twelve (12) years of service in any voting capacity on the Board of Directors, a director shall automatically achieve the status of Honorary Director and thereafter be a member of the Board of Directors without the necessity of election thereto for so long as he or she shall remain a member of the Congregation. In recognition of extraordinary service to Ohef Sholom Congregation and upon recommendation of the Board of Directors, and with written notice thereof, pursuant to **Article VI** herein, the Congregation in Annual or Special Meeting assembled may by two-thirds majority ballot elect a member to the status of Honorary Director with all the rights and privileges thereof. Honorary Directors shall be voting members of the Board.

Section 8. It shall be the duty of all members of the Board of Directors, in addition to duties elsewhere prescribed, to attend Board Meetings, Temple Services, and Congregational functions regularly, and to serve on any committees to which they may be assigned.

Section 9. (A) This **Section 9** shall become effective upon the merger of the Congregation with Temple Sinai (the "Merger"), and shall expire, becoming null and void, at the eighth (8th) Annual Meeting of the Congregation after June 1, 2012, and upon such expiration, this **Section 9** shall be deleted from this Constitution and Bylaws.

(B) **Article IV, Sections 1 and 2** are hereby temporarily made ineffective, and in their place the following provisions shall be effective:

The Board of Directors shall consist of the officers of the Congregation as set forth in **Article IV**, and twenty-seven (27) elected directors. The elected directors shall be elected by a majority vote of the Congregation present and voting to a three-year term (except as provided in the next paragraph of this Section), and shall be allocated into three (3) equal classes of nine (9) directors. Elected directors shall not include a husband and wife. In addition, Chairpersons of the Standing Committees and the Presidents of the Sisterhood, the Men's Club and the Ohef Sholom Foundation shall be ex-officio members of the Board. The President of the Ohef Sholom Temple Youth shall be a non-voting member of the Board. All past Presidents of the Congregation and such other persons as qualify under **Section 7**, above, shall be honorary members of the Board of Directors with voting privileges, which voting privileges shall be conditioned upon attending three of the previous fiscal year's Board of Directors and/or Congregational meetings. Voting privileges shall be restored for honorary members and past Presidents upon their attending three of the previous fiscal year's Board of Directors and Congregational meetings.

The Board vacancies created by the increase in elected directors to twenty-seven (27) shall be filled by six (6) Temple Sinai members in good standing who intend to join the Congregation upon the Merger and have been selected by Temple Sinai's Board prior to the Merger ("Sinai directors"). Sinai directors shall be allocated equally to OST's three (3) classes of elected directors, so that two will serve an initial one-year term; two (2) will serve an initial two-year term; and two (2) will serve a full three-year term. The terms of Sinai directors elected at the sixth (6th) and seventh (7th) Annual Meetings after the Merger shall be truncated and expire when this **Section 9** expires. Sinai directors shall be subject to the term limit in **Article IV, Section 3**. Except for the initial vacancies filled by Sinai directors upon the Merger, the Board is empowered to fill an elected director vacancy to serve until the Congregation's next Annual or Special Meeting.

ARTICLE V OFFICERS

Section 1. The officers of the Congregation shall consist of a President, a Vice President, a Secretary and a Treasurer, all to be elected for a term of one year at the Annual Meeting of the Congregation. A majority vote of the members present and voting shall be required to elect each officer. These officers shall assume office upon election. No officer shall succeed herself/himself more than twice, except for the Secretary and the Treasurer.

Section 2. Any general member of the Congregation in good standing and of the Jewish faith shall be eligible to be elected an officer of the Congregation.

Section 3. The duties of the President shall be to chair all Congregational, Board and Executive Committee meetings; to appoint committee chairs and members (subject to **Article IX, Section 1**), of which the President is to be an ex-officio member; to call Special Meetings; to sign authorized legal documents; and to perform such other duties as approved from time to time by the Board of Directors in accordance with **Article V, Section 9**.

Section 4. The Vice President shall automatically succeed to the office of President in case of vacancy and shall act for the President in the case of absence or disability. He or she shall perform such duties as may be assigned to him or her by the President, and be an ex-officio member of all standing committees. If for any reason, the office of Vice President should become vacant, the Board of Directors may elect one of its members as acting Vice President to serve until the next annual or special meeting of the Congregation.

Section 5. It shall be the duty of the Secretary to serve the Congregation, the Board of Directors and the Executive Committee. The Secretary shall be responsible for keeping the minutes of these bodies, including records of Board meeting attendance, ensuring that notices of all meetings are timely given, and performing such other duties as are incident to the office. If for any reason the office of Secretary should become vacant, the Board of Directors may elect one of its members as acting Secretary to serve until the next annual or special meeting of the Congregation.

Section 6. The Treasurer shall be the financial officer of the Congregation and shall be responsible for the receipts and disbursements of the funds of the Congregation, subject to **Article V, Section 7** herein, and the directions of the Board of Directors. The Treasurer shall report regularly to the Board of Directors and shall present a complete and accurate financial report at all Board and annual congregational meetings. The Treasurer, in the absence of the President and Vice President, shall preside over regular or special meetings of the Board and assume the duties and responsibilities incumbent upon that office. If for any reason the office of Treasurer should become vacant, the Board of Directors may elect one of its members as acting Treasurer to serve until the next annual or special meeting of the Congregation.

Section 7. All disbursements of Congregational funds shall require the signature of two (2) officers, one of whom shall preferably be the Treasurer. Each check signer shall confirm that all authorizations and other requirements for payment have been met.

Section 8. The Board may, from time to time, appoint an Executive Director, who shall have such responsibilities and job description as may be approved by the Board.

Section 9. The Board shall prepare, and may from time to time modify, descriptions of the duties for the elected officers.

ARTICLE VI MEETINGS AND QUORUMS

Section 1. The Annual Meeting of the Congregation shall be held in the month of May each year at the Temple or such other place as may be determined by the Board of Directors. Written notice of said Annual Meeting shall be mailed and/or e-mailed to each member fifteen (15) days prior to the meeting and must contain the report of the Nominating Committee. This meeting shall receive the reports of the President and the Treasurer, approve the budget for the next fiscal year, hear the report of the Nominating Committee, elect the officers and new directors, and transact such other business as may properly come before it.

Section 2. Special Meetings of the Congregation may be called by the President at any time, and shall be called by the President upon written request of twenty (20) members of the Congregation or by the direction of the Board of Directors. A meeting shall be called within thirty (30) days of receipt of such request or Board directive. In the event of the absence or incapacity of the President and Vice President, the Secretary shall be empowered to call such meetings.

Section 3. Notice of any special meeting of the Congregation shall be mailed and/or e-mailed to each member of the Congregation at least seven (7) days before said meeting and shall state the nature of the business to be transacted. No other business shall be considered at such meetings.

Section 4. Regular meetings of the Board of Directors shall be called by the President, and at least six (6) such meetings shall be held during each fiscal year. Special meetings may be called by the President at any time and it shall be his/her duty to call a Special Meeting upon written request of seven (7) members of the Board. A meeting shall be called within ten (10) days of receipt of such request unless the request specifies a longer interval. In the event of the absence or incapacity of the President and Vice President, the Secretary shall be empowered to call such meetings. Notification of any meeting of the Board shall be made to the members of the Board of Directors at least three (3) days prior to the meeting. In cases of extreme urgency the President, or, in the event of his/her unavailability, such officer as may be acting in his/her stead, may convene a Special Meeting of the Board without giving the three (3) days' notice.

Section 5. Forty-five (45) members shall constitute a quorum for transaction of business at a meeting of the Congregation and sixteen (16) voting members of the Board of Directors shall constitute a quorum for transaction of business at a Board Meeting.

Section 6. Special Meetings of the Board may be conducted through telephonic, e-mail or other electronic means. The notice of a Special Meeting of the Board conducted under this Section shall provide detailed instructions as to how Directors may participate.

ARTICLE VII NOMINATIONS

Section 1. No later than the January meeting of the Board of Directors, the President shall present to the Board of Directors his recommendations for a Nominating Committee consisting of five (5) persons, of whom one (1) shall be a hold-over member of the Board of Directors, one shall be a past President of the Congregation and serve as Chair of said committee, and three (3) shall be from the general membership of the Congregation other than officers or Directors. The Board of Directors then shall elect as the Nominating Committee these or such other persons as a majority of the Directors present and voting shall select, provided that the composition of the committee shall conform to the above stated categories.

Section 2. The committee, as elected, and the Congregation shall be so notified by the Secretary. The Committee, after consultation with its presumptive nominee for President, shall submit

nominees for the various officers and directors, drawn from the general membership of the Congregation, to the Board of Directors for its approval, by filing same in writing with the Secretary prior to the March Board of Directors meeting. The nominations approved by the Board shall be reported to the Congregation in the notice of the Annual Meeting.

Section 3. Nothing contained herein shall preclude any general member from placing any qualified general member in nomination for any elective office or directorship. Such nominations shall be made by submitting in writing the names of the persons and the positions for which they are nominated to the Secretary at least five (5) days prior to the Annual Meeting and shall have the prior permission of those nominated. Such nominations shall be seconded in writing by at least five (5) general members and shall likewise be received by the Secretary five (5) days prior to the Annual Meeting.

ARTICLE VIII CLERGY

Section 1. Clergy shall be selected or reappointed by the Board of Directors by such process as the Board may determine. Employment contracts should normally coincide with the Temple's fiscal year, may be given for a period of up to three (3) years and may provide for automatic renewal upon expiration for a like term, unless at least six (6) months prior to the expiration date either party (the Board being empowered to act for the Congregation) declares that it does not wish to renew the contract. The recommendations of the Board as to the selection or reappointment of clergy, and the terms and conditions of employment, shall not take effect until approved by a majority of those present and voting at a Congregational meeting.

Section 2. In certain unique circumstances, after at least ten (10) years' service to the Congregation by a member of the clergy, the Board may recommend to the Congregation an employment contract which exceeds a period of three (3) years. In addition, after at least 2½ years' service to the Congregation by a member of the clergy who will have been ordained for at least 12 years by the beginning of the new employment contract term, the Board may recommend to the Congregation an employment contract of five (5) or seven (7) years. Any employment contract described in this Section 2 is herein called a "longer term employment contract," and may provide for extension, unless at least six (6) months prior to the expiration date, either party (the Board being empowered to act for the Congregation) declares it does not wish to extend the contract. Such a longer term employment contract shall only be considered by the Board at a meeting held upon at least two weeks' notice stating the matter to be considered, and shall only be recommended to the Congregation upon a vote of at least three-fourths of those Board members present and voting. The recommendations of the Board with regard to such a longer term employment contract, and the terms and conditions of said employment, shall not take effect until approved by a majority of those present and voting at a Congregational meeting.

ARTICLE IX COMMITTEES

Section 1. The Board shall have the following Standing Committees:

- (a) Finance and Development (encompassing the former Budget and Finance, Dues, Investment and House Standing Committees and Development ad hoc Committee);
- (b) Worship (encompassing the former Worship and Music Standing Committees);
- (c) Education (encompassing the former Religious School, Archives/Library and Adult Education Standing Committees); and
- (d) Engagement (encompassing the former Membership and Caring Standing Committees).

Former committees shown as being subsumed in a consolidated Standing Committee shall be subcommittees of those Standing Committees.

Section 2. There shall be an Executive Committee consisting of the officers of the Congregation, its immediate Past President, the Chairs of the Finance and Development, Worship, Education and Engagement Committees, and an optional At Large member who may be nominated by the President from among the members of the Board of Directors. In addition, the Senior Rabbi and Executive Director shall be honorary, non-voting members of the Executive Committee, subject to being excused for executive sessions. The President shall chair the Executive Committee. The Executive Committee shall act on urgent matters for the Congregation between meetings of the Board of Directors. In the event of a matter that demands immediate irrevocable action, the President shall call a special meeting of the Board to address the matter.

Section 3. All actions recommended or taken by the Executive Committee and Standing Committees, and all committee reports received by the Executive Committee, shall be reported to the Board of Directors at its next meeting for review, approval and/or authorization.

Section 4. (A) The President may appoint such ad hoc committees as may be necessary or desirable for the proper operation of the affairs of the Congregation. (B) The President shall appoint an ad hoc Personnel Committee to advise the Executive Director and Executive Committee on personnel matters. (C) The President shall appoint an ad hoc Audit Committee to review the books of the Congregation whenever there is a new Treasurer or chief administrative officer for the Congregation, and may appoint an ad hoc Audit Committee whenever else he or she considers it advisable. Notwithstanding Section 5, (i) only the President shall have the power to appoint members of an ad hoc Audit Committee, (ii) the membership of an ad hoc Audit Committee shall be subject to confirmation by the Board at the first meeting following its appointment, and (iii) the removal of any member of an ad hoc Audit Committee must be considered and confirmed by the Board at its next meeting before becoming effective.

Section 5. Standing Committee chairs, chairs of their subcommittees and chairs of ad hoc committees shall be appointed annually by the President, subject to confirmation by the Board of Directors at the first Board meeting following their appointment. Members of Standing Committees, their subcommittees and ad hoc Committees may be appointed by either the President or the chair of the Standing Committee or ad hoc committee, and shall continue to serve from year

to year without need for reappointment, subject to their resignation therefrom or missing three (3) consecutive meetings without adequate excuse. Standing Committees and subcommittees shall have a minimum of five (5) members. The chair of a Standing Committee or ad hoc committee, after giving notice pursuant to Article XIII to both the member and the President, may remove any member of a committee or subcommittee who is absent therefrom without adequate excuse from three (3) consecutive regular meetings in one (1) fiscal year.

ARTICLE X AUXILIARY UNITS

Section 1. Auxiliary units of the Congregation may be formed with the approval of the Board of Directors. Such units shall annually present the Board with a copy of their budget and financial statement.

Section 2. The Sisterhood, the Men's Club, and the Ohef Sholom Temple Youth are the recognized auxiliary units.

Section 3. The policies and programs of any auxiliary unit shall conform to the policies determined by the Board of the Congregation. In the event of any conflict among auxiliary units or between an auxiliary unit and the Board of Directors of the Congregation, the decision of the Board of Directors of the Congregation shall prevail.

ARTICLE XI TRUSTEES

The Congregation upon recommendation of the Board of Directors shall elect from its membership at least three trustees in whose names the real estate owned by Ohef Sholom Congregation shall be held. They shall be residents of Hampton Roads, Virginia, and shall continue in office at the pleasure of the Congregation.

ARTICLE XII INCOME AND DUES

Section 1. Dues, fees, rentals, and other charges shall be set from time to time by the Board of Directors.

Section 2. Members whose dues, fees and other charges are not current, and those attending under their membership, shall not be permitted to attend High Holy Day services or have the privilege of attending the Religious School, Hebrew School, or to schedule life cycle services or events, unless they have made arrangements with the Treasurer or an authorized member of the Congregation's staff to become current, and are observing those arrangements. The Board of Directors shall determine what constitutes being "current" and may make exceptions for hardship cases or may delegate such authority.

Section 3. The Fiscal Year of the Congregation shall begin June 1 and end the ensuing May 31.

**ARTICLE XIII
MISCELLANEOUS**

Section 1. Wherever in any Article, Section or sub-section of this Constitution and Bylaws provisions are made for notice to be given to any member, Officer, or Director of the Congregation, it shall not be construed to require personal notice. Such notice may be mailed and/or e-mailed to such persons at their address as it last appears on the records of the Congregation, and shall be effective three (3) business days following its deposit in the mail or upon being sent by e-mail.

Section 2. All decisions made by Boards of Directors and/or Congregational Meetings acting under previous Constitutions are affirmed unless specifically changed herein.

Section 3. Except as herein otherwise provided, the proceedings at all meetings of the Congregation, the Board, and its committees shall be governed by Robert's Rules of Order, unless the Board of Directors adopts another method by which to conduct meetings.

**ARTICLE XIV
AMENDMENTS**

Any proposal to alter or amend the Constitution and Bylaws shall be made in writing and shall be signed by at least five (5) general members of the Congregation or approved by the Board, and shall be submitted to each member of the Congregation in the notice for a Special or Regular Meeting of the Congregation and may be acted upon at that meeting. A two-thirds vote of the members present and voting shall be necessary for its adoption.