

CODE OF REGULATIONS

of

TEMPLE BETH SHALOM

*And now, O Israel, hearken to the statutes that I am instructing you to observe,
so that you may live to enter and occupy the land that Adonai is giving you.*

Deuteronomy 4:1

*Let all who work with the congregation do so for the sake of Heaven; the merit of
their ancestors will sustain them and, as a result,
their righteousness will remain forever.*

Pirkei Avot 2:2

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ARTICLE I

TITLE, MODE OF WORSHIP, AND PURPOSE

Section 1. Title. This Congregation shall be known as Temple Beth Shalom of Columbus, Ohio. Temple Beth Shalom has incorporated as a non-profit corporation under the laws of the State of Ohio.

Section 2. Mode of Worship and Affiliation. The mode of worship shall be in accordance with Reform Judaism. The Congregation will be a member of the Union for Reform Judaism, shall subscribe to and abide by the constitution and bylaws of the Union, and shall pay dues to the Union as specified in the Union's bylaws.

Section 3. Purpose. The Congregation's purpose is to be warm and inclusive, inspiring its members to explore and express Judaism within the broad and dynamic framework of Reform beliefs and practices. It shall seek to provide Jewish spiritual, educational, and social opportunities which encourage personal development and social responsibility as well as promote greater knowledge of and participation in Jewish history and culture.

ARTICLE II

CONGREGATION MEMBERSHIP AND VOTING

Section 1. Eligibility. (a) Any person eighteen years of age or older shall be eligible for Congregation membership upon written application to the Board of Trustees in such form and under such rules as established by the Board. The Board shall elect individuals as new members of the Congregation.

(b) The spouse or partner of any member shall be considered a member of the Congregation if he/she desires.

(c) Death or divorce shall not result in membership termination of the surviving person as long as that person meets the Congregation's eligibility and financial requirements

Section 2. Unit of Membership. For dues, fees, and special assessment purposes, the unit of membership shall be the single adult or multiple adult family household. An unmarried child of the individual or family (up to and including the age of 24 and maintaining legal residence in the same dwelling as that individual or the family) shall be considered part of the family unit. A child over the age of 24 shall not be deemed part of the family unit unless he or she is a full-time student or a person of special needs as determined by the Board on a case-by-case basis.

Section 3. Membership Classifications. The Board may establish, modify, and rescind various classifications of membership.

Section 4. Privileges of Members in Good Standing. Any adult member in good standing shall enjoy full use of the services, activities, and facilities available to the Congregation, subject to such fees or charges as may be established by the Board. A member in good standing shall have, among others, the following rights and privileges:

- (a) To vote at all Congregational meetings subject to the limitations contained in these Regulations;
- (b) To have the member's children attend the Religious School of the Congregation;
- (c) To have the member's children become Bar/Bat Mitzvah according to the then current written and publicly available policies for B'nai Mitzvah and be confirmed in the Congregation according to the then current written and publicly available policies for Confirmation;
- (d) To have the services of the clergy and the use of the sanctuary for the life-cycle events of such member:
 - a. Baby naming – for members as parent or grandparent.
 - b. Wedding – for members or member's child.
 - c. Shiva, funeral, and unveiling– for members, member's parents or member's child, and siblings of members.
- (e) To have a seat in the Congregation for all religious services;
- (f) To participate in all of the activities held under the auspices of the Congregation and its affiliated bodies.
- (g) To purchase burial plots for the member or the member's family, subject to the Tikvah V'Shalom and Greenlawn Cemetery rules and policies then in effect.

Section 5. Voting. Members in good standing are entitled to one vote, only when present, at Congregational meetings. Children of family members shall not be entitled to a vote. Proxy votes shall not be permitted.

Section 6. Financial Obligations. All members shall be responsible for the financial support of the Congregation. The Board shall establish the dues, special assessments, fees, and other financial obligations for members. All dues, special assessments, fees, and other obligations shall be payable in the manner established by the Board.

An individual is a member in good standing if he or she has met all of his or her financial obligations to the Congregation through the last day of the prior fiscal quarter. If a member complies with an agreement made with the Board to meet his or her financial obligations, the member will be deemed to be in good standing.

(a) Any member not in good standing may be suspended or removed as a member of the Congregation by action of the Board. A suspension or removal of a member shall not be effective until 30 days after the Board sends written notice to the member of the Board's action.

(b) A suspended member shall be reinstated if all arrearages have been paid, have been waived, or are the subject of a payment arrangement approved by the Board that is not in default.

(c) Exceptions based in tzedekah may be granted by the Board on a confidential, case-by-case basis.

Section 7. Resignation. Any member may resign membership in writing addressed to the Board. The resignation of any member shall not relieve him or her for the payment of any obligation due to the Congregation at the time of resignation. A member's resignation forfeits the privilege to purchase a cemetery plot. The Board may alter or waive the requirements of this Section in its sole discretion.

Section 8. Revocation. After written notice and an opportunity to appear and be heard by the Board, any membership may be revoked for good cause by a vote of two-thirds of the Board.

ARTICLE III

BOARD OF TRUSTEES

Section 1. Vesting of Powers. The Board of Trustees shall have the general management of the affairs, funds, records, and property of the Congregation. It shall establish policies, guidelines, and direction with respect to matters within its management and control. The Board, or its designees, shall act on all matters of policy.

(a) With the exception of the standing committees set forth in Article VI of these Regulations, the Board shall have the power to create and dissolve standing and special committees. Except as otherwise provided in these Regulations, the President shall designate the chair or co-chairs of each committee; and the committee chair or co-chairs shall designate the committee members. The President can appoint and dissolve ad hoc committees.

(b) With the exception of the engagement of the Senior Rabbi by the Congregation, the Board shall approve (i) the hiring and discharge of the professional staff, Cantorial Soloist, Cantor, and Assistant and Associate Rabbis; and (ii) the compensation and benefits for each employee of the Congregation, including the compensation and benefits for the Clergy. Director-level employees shall have the right to hire and discharge other employees.

(c) The Board shall perform such other duties as the members of the Congregation in regular or special meetings may prescribe.

Section 2. Composition of the Board. The Board shall consist of 21 Trustees as follows: the 8 elected Officers of the Congregation; 8 elected Trustees; 2 Presidential Trustees appointed by the President of the Board; and 3 Affiliate Trustees. Except as otherwise provided in these Regulations, each Trustee shall have the same rights, responsibilities, and voting power.

Section 3. Qualifications of Trustees. In order to be a Trustee, an individual must: be a member of the Congregation in good standing at the time of becoming a Trustee; be willing and able to attend and participate in most meetings of the Board; and be willing, if asked, to chair or co-chair a committee of the Board or to undertake some other leadership role within the Congregation. If any Trustee ceases for any reason to be a member of the Congregation in good standing, he or she automatically ceases to be a Trustee as of the date he or she ceases to be a member of the Congregation in good standing.

Section 4. Selection and Term of Office of Trustees.

(a) Trustees. Except as otherwise provided in these Regulations, a member shall be elected to serve as an Elected Trustee by the vote of a majority of members of the Congregation present at the Annual Meeting of the Congregation.

Except for subsequent service as an Officer Trustee or as an Affiliate Trustee, no member shall serve more than 4 consecutive full years as a Trustee, whether as an Elected Trustee or as a Presidential Trustee, or a combination of Elected Trustee and Presidential Trustee. An individual who has served 4 consecutive full years as an Elected Trustee and/or as a Presidential Trustee may, however, thereafter serve as an Officer Trustee or as an Affiliate Trustee, subject to such term limitations as shall then apply to an Officer Trustee or to an Affiliate Trustee. If an individual has served for 4 consecutive full years at the end of the first year of a 2 year term to which such Trustee was elected, such Trustee's service as an Elected Trustee shall nevertheless terminate as of the end of such 4 full consecutive years of service, and such termination shall create a vacancy in the office of Elected Trustee for the remainder of such 2 year term. A full year term commences on July 1 of one calendar year and ends on the next following June 30. Any part of a year that does not begin on July 1 shall not be counted as a full year. Any individual whose term as an Elected Trustee ends by reason of having served as an Elected Trustee and/or as a Presidential Trustee for 4 consecutive full years shall not thereafter be eligible to serve as an Elected Trustee or a Presidential Trustee until the expiration of 2 consecutive full years.

Four individuals shall be elected to serve as Elected Trustees for a 2 year term commencing July 1 of an even-numbered calendar year, and 4 individuals shall be elected to serve as Elected Trustees for a 2 year term commencing July 1 of the next succeeding

odd-numbered calendar year. Subject to the limitation that no individual can serve more than 4 full consecutive years as an Elected Trustee and/or as a Presidential Trustee, an individual may be elected and re-elected to serve as an Elected Trustee for all or any remaining part of a full 2 year term.

If an individual ceases to serve as an Elected Trustee for any reason, including, but not limited to, such individual becoming a Presidential Trustee, an Officer Trustee or an Affiliate Trustee, the vacancy in the position of Elected Trustee thereby created shall be filled promptly by appointment by the Trustees of an individual to serve as Elected Trustee for the period ending June 30 next following the date such vacancy occurred. At the Annual Meeting of the Congregation next following the date such vacancy occurred, the Congregation shall elect an individual to serve as an Elected Trustee to complete the unexpired term, if any, of the Elected Trustee whose position became vacant.

(b) Presidential Trustees. The President of the Board may appoint no more than 2 members to serve as Presidential Trustees of the Board. Each Presidential Trustee shall serve as a Presidential Trustee for a 1 year term commencing July 1 of the year in he or she was appointed and ending on the next following June 30. Subject to the term limits in these Regulations, the President may reappoint an individual to serve as a Presidential Trustee for any number of successive 1 year terms.

If an individual ceases to serve as a Presidential Trustee for any reason, including, but not limited to, such individual's becoming an Elected Trustee, an Officer Trustee or an Affiliate Trustee, the vacancy in the position of Presidential Trustee thereby created shall be filled promptly by appointment by the President of an individual to serve as a Presidential Trustee for the period ending June 30 next following the date that vacancy occurred.

The President may at any time remove any individual serving as a Presidential Trustee at any time for any reason. Further, any individual serving as a Presidential Trustee may be removed for cause by the affirmative vote of no fewer than 15 of the Trustees. Not fewer than 30 days before the scheduled date for the meeting of the Trustees to vote on such removal, the Presidential Trustee whose removal is sought shall be notified in writing by the Secretary of the reason(s) for the proposed removal. The Presidential Trustee whose removal is the subject of such a vote shall not participate in the vote.

(c) Affiliate Trustees. The President of the Women of Beth Shalom, the President of the Men's Club of Temple Beth Shalom, and the President of the Senior Youth Group shall each serve as Affiliate Trustee of the Board. If the affiliate organization has a designation other than President for its chief executive lay leader, the designation of "President" refers to the organization's chief executive lay leader.

An individual shall serve as an Affiliate Trustee for so long as such individual is President of the affiliate organization represented; and when such individual's term as President of such affiliate organization ends, such individual shall thereupon cease to be

an Affiliate Trustee and the new President of such affiliate organization shall thereupon automatically become an Affiliate Trustee to fill such vacancy. If the President of such affiliate organization declines to serve as an Affiliate Trustee, the organization may designate another of its executive lay officers to serve as such affiliate organization's Affiliate Trustee. If such affiliate organization ceases to exist, there shall be no Affiliate Trustee for such affiliate organization.

Service as an Affiliate Trustee shall not be counted for purposes of determining term limits on such individual's service as an Officer Trustee, as an Elected Trustee or as a Presidential Trustee.

(d) Removal of Elected Trustee. Any individual serving as an Elected Trustee may be removed as a Trustee for cause by the affirmative vote of no fewer than 15 of the Trustees. Not fewer than 30 days prior to the scheduled date for the meeting of the Trustees to vote on such removal, the Elected Trustee whose removal is sought shall be notified in writing by the Secretary of the reason(s) for such proposed removal. The Elected Trustee whose removal is the subject of such vote shall not participate in such vote.

Section 5. URJ Affiliated Trustees.

(a) Identification of URJ Affiliated Trustees. Any member of the Congregation who meets the qualifications as a Trustee and who is a member of the National Board of the Union for Reform Judaism ("URJ"), formerly the Union of American Hebrew Congregations, or who is an officer of the Northeast Lakes Council of the URJ, or the successors of URJ or of the successor council to which the Congregation then belongs, shall be a URJ Affiliated Trustee, solely by virtue of holding such position without election by the Congregation or appointment by the President; and the number of Trustees shall automatically be increased by the number of such URJ Affiliated Trustees.

(b) Term of URJ Affiliated Trustee; Replacement URJ Affiliated Trustee. An individual shall serve as a URJ Affiliated Trustee for so long as such individual is a member of the National Board of URJ or is an officer of the Northeast Lakes Council of URJ; and when such individual's term as member of the National Board of URJ or as an officer of the Northeast Lakes Council of URJ ends, such individual shall thereupon cease to be a URJ Affiliated Trustee and the number of Trustees shall thereupon be accordingly reduced. Should an individual who would otherwise be a URJ Affiliated Trustee decline to serve as a Trustee of the Congregation as provided for in this Section, there shall be no alternate, designated or substituted URJ Affiliated Trustee for such individual.

(c) Service as URJ Affiliated Trustee Not Counted for Term Limits. Service as a URJ Affiliated Trustee shall not be counted for purposes of determining term limits on such individual's service as an Officer Trustee, as an Elected Trustee or as a Presidential Trustee.

ARTICLE IV

OFFICERS

Section 1. Title of Officers; Number; Qualifications. There shall be 8 Officers, as follows: President; President-Elect; 3 Vice Presidents, one of whom shall be designated Financial Vice President, one of whom shall be designated Administrative Vice President and one of whom shall be designated Membership Vice President; Secretary; Treasurer; and Immediate Past President. Each individual serving as an Officer shall be an Officer Trustee so long as such individual continues to serve as an Officer.

In order to be an Officer, an individual must: (i) be a member of the Congregation in good standing at the time of becoming an Officer; and (ii) at the time of becoming an Officer have served at least one full year as a Trustee or as a member of a standing Congregation committee, or at least one full year partly as a Trustee and partly as a member of a standing committee of the Congregation.

If an Officer ceases for any reason to be a member of the Congregation in good standing, that individual automatically ceases to be an Officer as of the date he or she ceases to be a member of the Congregation in good standing.

Section 2. Officer Term Limits; Election; Vacancy. No individual shall serve more than 4 consecutive full years in the same office. An individual who has served 4 consecutive full years in the same office may, however, continue to serve in another office. If an individual has served in the same office for 4 consecutive full years at the end of the first year of any 2 year term of such office, such individual's service in such office shall nevertheless terminate as of the end of such 4 consecutive full years, and such termination shall create a vacancy in such office for the remainder of such 2 year term. A full year term commences on July 1 of one calendar year and ends on the next following June 30. Any part of a year that does not begin on July 1 shall not be counted as a full year. An individual whose service in any office has terminated for any reason, including by reason of the foregoing 4 consecutive full year limitation, shall become eligible to serve again in such office after 2 consecutive full years have elapsed since such individual ceased to serve in such office.

No individual who has served for more than 4 consecutive full years as a Trustee, whether as an Officer Trustee, an Elected Trustee or Presidential Trustee, or as a combination of Officer Trustee, Elected Trustee and/or Presidential Trustee, may continue to serve as a Trustee after such individual ceases to be an Officer Trustee.

If an individual ceases to serve as an Officer for any reason, including, but not limited to, such individual's becoming an Elected Trustee or an Affiliate Trustee, vacancy in such office thereby created shall be filled promptly by appointment of an individual by the Trustees for the period ending with June 30 next following the date the vacancy

occurred. At the Annual Meeting of the Congregation next following the date such vacancy occurred, the Congregation shall elect an individual to complete the unexpired term, if any, of such office that has become vacant.

Section 3. Removal of an Officer. Any individual serving as an Officer may be removed as an Officer and as an Officer Trustee for cause by the affirmative vote of no fewer than 15 of the Trustees. Not fewer than 30 days before the scheduled date for the meeting of the Trustees to vote on such removal, the Officer whose removal is sought shall be notified in writing by the Secretary of the reason(s) for such proposed removal. If the Secretary is the Officer whose removal is sought, the Vice President of Administration shall notify the Secretary. The Elected Trustee whose removal is the subject of such vote shall not participate in such vote.

Section 4. Duties of Officers.

(a) President. The President shall be the chief executive officer of the Congregation and shall have, possess, and be entitled to exercise all of the inherent powers that the chief executive officer of a not-for-profit corporation may have, possess, or exercise under Ohio law and generally. The President shall preside at all meetings of the Congregation and at all meetings of the Trustees. In addition to other powers of the President under these Regulations, the President alone shall have the power to appoint and remove committee chairs accept as otherwise herein provided to the contrary.

(b) The President-Elect. The President-Elect shall succeed to the office of President when and if such office becomes vacant for any reason. In the event of the temporary absence or other inability of the President to serve, the President-Elect shall assume the duties of the President. In addition, the President-Elect shall perform such duties as shall from time to time be assigned by the President or the Trustees.

(c) Vice Presidents. Each of the Vice Presidents shall perform such duties as shall be assigned by the President or the Trustees. In addition, each of the Vice Presidents shall work closely with the Rabbi and the Executive Director in those areas which are the particular domain of that Vice President. In general, the duties of the three Vice Presidents are as follows:

- a. The Financial Vice President shall be primarily responsible for overseeing the financial stability of the Congregation, including pledges for dues, building fund, annual campaign and other fund-raising activities; and collection of current and delinquent pledges and assessments of members.
- b. The Administrative Vice President shall be responsible for overseeing the administrative functions of the Congregation, including office operations and maintenance of land, buildings and physical property, together with overall supervision of staff of the Congregation involved with office operations and plant maintenance.
- c. The Membership Vice President shall be primarily responsible for developing and implementing tactics to welcome new members, as

well as supporting staff and clergy on efforts to connect and engage existing members.

- (d) Treasurer. The Treasurer shall be primarily responsible for receiving and disbursing the funds of the Congregation and for their accounting and for timely preparation and distribution of monthly and annual income and expense and other financial reports of the financial status of the Congregation to the Trustees and to the members of the Congregation. The Treasurer shall arrange for the opening, and closing of savings, checking, brokerage and other financial accounts of the Congregation, and for deposits into such accounts and withdrawals from such accounts when signed by any two Officers. In addition the Treasurer shall work closely with the Financial Vice President to make sure that accounts of the members of the Congregation are accurate, that correct bills to members of the Congregation are processed and mailed on a timely basis, that payments are made in appropriate amounts and in a timely manner to employees, and others entitled to payments from the Congregation, and in general that the funds of the Congregation are being handled appropriately. The Treasurer shall initiate and oversee preparation of the annual operating budget of Congregation.
- (e) Secretary. The Secretary shall attend all meetings of the Trustees and all meetings of the members of the Congregation. The Secretary shall be primarily responsible for timely preparation and distribution of, and for retention in safekeeping complete records of all actions and other proceedings taken at each such meeting. At the Annual Meeting of the Congregation, the Secretary shall render in writing a report of the proceedings of the prior year's Annual Meeting. The Secretary shall keep a record of membership and shall prepare such correspondence and communications and execute such documents in the name of the Congregation as directed by the Officers and Trustees and as required by the office of Secretary.
- (f) Immediate Past President. The Immediate Past President shall chair the Nominating Committee. In addition, Immediate Past President shall perform such duties as shall from time to time be assigned by the President or the Trustees.
- (g) Immediately upon completion of the term of office, a retiring officer shall deliver to his or her successor all moneys, accounts, books, documents, and papers held by virtue of office.

ARTICLE V

NOMINATING PROCESS FOR TRUSTEES AND OFFICERS

Section 1. Nominating Committee. At least 8 weeks prior to the Annual Meeting, a Nominating Committee shall be appointed by the President to propose candidates for the various positions to be filled. The Nominating Committee shall consist

of the Immediate Past President as chair (and if the Immediate Past President is unable or unwilling to act, then a chair appointed by the President) and not fewer than 4 other members, no more than 2 of whom shall be either present Trustees or members of the Congregation who have served as Trustees during the current year or during either of the immediately preceding fiscal years. Any individual serving as a member of the Nominating Committee may be nominated to serve as, and may accept nomination by the Nominating Committee as an Elected Trustee or as an Officer notwithstanding such individual's service as a member of the Nominating Committee that makes such nomination. Service as a member of the Nominating Committee shall not prevent any individual from being elected as to such nominated Elected Trustee or Officer position.

Section 2. Nominating Procedures; Elections.

(a) Nominations Presented to Members in Advance of Annual Meeting. Names of the candidates for Elected Trustee and for Officers shall be submitted in writing, with a copy of this Article, to members of the Congregation at least 3 weeks prior to the Annual Meeting.

(b) Nominations by Congregation Members. Additional qualified candidates may be nominated to serve as Officers or as Elected Trustees by nominating petitions delivered to the President at least 7 days prior to the Annual Meeting and signed by not fewer less than 10 members of the Congregation who are themselves members in good standing at the time such petition is signed.

(c) Vote Required to Elect Officers and Elected Trustees. At the Annual Meeting, the candidate nominated to serve as an Officer or as an Elected Trustees who receives the most votes shall be elected to the position for which such individual was nominated. Ties shall be resolved by the toss of a coin. Votes for candidates at the Annual Meeting shall be by voice vote unless, at the time the matter of election of Officers and Elected Trustees first brought before the meeting, not fewer than 10 members of the Congregation request that voting for all candidates be by secret ballot, in which circumstance, voting for all candidates for Officers and Elected Trustees shall be by written secret ballot. Any time a secret ballot is required, the President shall designate 2 or more of the members present at the meeting as ballot counters to count the secret ballots and to announce the results. The determination of the number of secret ballots cast for each candidate as announced by such ballot counters shall be binding on the candidates and on the Congregation.

ARTICLE VI

COMMITTEES

Section 1. Designation of Standing Committees. The following committees may be designated as standing committees, and the members of those committees are to be selected according to the provision of these Regulations. Each committee shall consist of at least 3 members of the Congregation. All committee members shall be members of

the Congregation in good standing and shall be appointed by the President and committee chairperson. Each committee chairperson shall be appointed for a term of one year. There shall be no term limit for the position of committee chairpersons.

Section 2. Duties of Standing Committees. The standing committees shall have the following duties:

- (a) Executive Committee. The President, President-Elect, Vice Presidents, Secretary, Treasurer, and Immediate Past President, together with such other non-voting individuals or guests as the President shall deem necessary shall constitute the Executive Committee. The President shall act as chairperson. During the interval between the meetings of the Board, the Executive Committee shall have the power of the Board in emergency matters. All actions of the Executive Committee on behalf of the Board shall be immediately reported in writing to all members of the Board.
- (b) Finance Committee: The Committee shall review the accounts, books, and records of the Congregation, assist the Treasurer, in preparing the annual budget, and provide detailed estimates of the income and operating expenses for the ensuing year. The Committee shall meet at least four times per year.
- (c) Membership and Outreach Committee: The Committee shall recruit new members of the Congregation; familiarize new members with the Congregation and its programs; integrate new members to assure their active participation in Congregational life; determine and evaluate reasons for resignations; retain families as members of the Congregation; and offer programs for interfaith families and those interested in conversion to Judaism.
- (d) Personnel Committee: The Committee shall make recommendations to the Board with respect to the hiring, retention, and termination of all employees of the Congregation, with the exception of Clergy and Religious School staff; to evaluate and update, when necessary, the employee manual; and to oversee employee compliance with the provisions of the employee manual.
- (e) Religious School Committee: The Committee shall create and verify the implementation of policy and programs for the operation of the Religious School in conjunction with the Rabbi and Director of the Religious School.
- (f) Religious Practices Committee: The Committee, together with the Rabbi and the Cantor or Cantorial Soloist, shall establish the guidelines for religious services and all other ritual needs of the Congregation. The Committee shall provide greeter schedules for religious services.

Section 3. Special Committees Affiliated with the Congregation. The President may from time to time create special committees as it deems necessary and delegate to them appropriate power and duties subject to the limitations as contained in these Regulations.

Section 4. Other Affiliates. Other affiliate organizations may be formed with the approval of the Board. Members of such organizations shall be members of the Congregation; provided, however, that such organizations may admit non-members to its membership but such non-members may not hold any office within such affiliate organization. The activities of all auxiliary organizations shall always be conducted to advance the best interests of the Congregation. The bylaws and other regulations of any auxiliary organization shall be consistent with the Regulations and other policies adopted by the Board.

Section 5. Committee Budgets. Each committee that makes or requires any expenditure of congregational funds must submit a proposed budget to the Finance Committee by February 28th of each calendar year prior to the date of the May congregational meeting. Each committee shall be responsible for operating within the confines of the budget as finally approved by the Board. Each ad hoc committee shall be responsible for any funds collected by that committee and shall provide such reports and information as requested to the Finance Committee. At the conclusion of the ad hoc committee's work, a final accounting shall be provided to the Finance Committee.

ARTICLE VII

MEETINGS OF THE BOARD OF TRUSTEES

Section 1. Regular and Special Meetings. The Board of Trustees shall hold at least 8 regularly scheduled meetings each fiscal year between July 1 of one calendar year and the next following June 30.

The President may call special meetings of the Board at any time. Special meetings of the Board also may be called at any time by a written demand for special meeting signed by not fewer than 5 Trustees delivered to the President and to the Secretary and setting forth in reasonable detail the matters sought to be acted upon at such special meeting. Upon receipt, the President shall call a special meeting of the Board, for the purpose of acting on such matters not sooner than 10 days, nor later than 20 days after the date the written demand was delivered. Notice of such special meeting shall set forth the individual(s) calling for such special meeting and the matters sought to be acted upon at such special meeting.

Except as otherwise provided in Article VII, Section 5, each regular and special meeting of the Board shall be open to all members of the Congregation who desire to attend and observe. Direct participation in discussion in any such meetings by members of the Congregation is encouraged, but may be limited for good cause by the chair of the meeting.

Section 2. Notice of Meetings of the Board. A notice of each regular meeting of the Board shall be published at least 3 weeks in advance of the meeting date in the regular bulletin of the Congregation that is distributed to members of the Congregation

(currently known as “The Window”). Not fewer than 7 days before the scheduled date of a special meeting of the Board, the Secretary of the Board shall give written notice of such special meeting of the Board to each of the Trustees (i) by U. S. Mail, or (ii) by authorized communications equipment. A Trustee may waive notice of a special meeting. Notice of a special meeting of the Board shall also be sent to the members of the Congregation by authorized communications equipment, using the most current address list available at the time of distribution, and by prominently posting at least 3 notices of such special meeting in the building of the Congregation and on the Congregation’s web and social media sites.

Section 3. Minutes Records of Actions of the Board. The Board shall keep accurate minutes of all of its proceedings, including all actions taken by the Board at each meeting. Minutes of all meetings of the Board shall be open at all reasonable times for inspection by any members of the Congregation at the office of the Congregation. At the request of any member of the Congregation, copies of minutes that may be inspected will be provided at the actual copying cost of the Congregation. Minutes taken during Executive Session are not available for inspection.

Section 4. Quorum; Vote of Trustees. Unless the Articles of Incorporation, Ohio law, or these Regulations requires a greater number of Trustees to be present, 11 Trustees shall constitute a quorum at any meeting of the Board. Unless the Articles of Incorporation, Ohio law, or these Regulations requires a greater vote of Trustees, the vote of a simple majority of Trustees present at a meeting at which a quorum is present shall be necessary for the Board to act upon any matter brought before it. A Trustee may not vote by proxy. A Trustee may be present at, participate in, and vote at a meeting by means of authorized communications equipment approved in advance by the President or the Chair of the meeting. A Trustee may vote by authorized communications equipment if approved in advance by the President or the Chair of the meeting.

Section 5. Executive Session. The President or the Chair of any meeting may close all or part of the meeting in order to meet in Executive Session. In addition, the Board may by an affirmative vote of a majority of Trustees present at a meeting (i) overrule the decision to close such meeting, or (ii) require such meeting to be closed if the chair declines to do so, so that the Board may conduct business in Executive Session. Executive Session may be held only for the purpose of discussing and/or taking action on (i) personnel matters, (ii) situations involving pending or threatened litigation or other proceedings, whether legal or administrative in nature, where counsel for the Congregation has recommended such matters be discussed in a closed meeting, or (iii) matters that involve special Board action relating to individual members, where such proceedings should be closed to the general membership out of respect for the privacy of the members involved. The Board shall not vote on matters while in Executive Session.

Section 6. Taking Action Between Scheduled Meetings. Unless the Articles of Incorporation, Ohio law, or the Regulations expressly provide to the contrary, the Board may take action without a meeting provided that all of the following occur:

(a) The President or his/her designee polls by telephone, in person, by email, and/or by fax, all of the members of the Board;

(b) Any action taken between meetings of the Board requires that the polling process described in subsection (a) results in all members of the Board approving the proposed action.

(c) The results of the action taken between scheduled meetings, together with the vote of each member polled, is recorded in writing and appended to the minutes of the next regular meeting of the Board;

(d) The polling process is concluded within 72 hours. Results of the poll shall be reported to Board members by email within 24 hours of the conclusion of the polling process.

Section 7. Authorized Communications Equipment . Unless the Articles of Incorporation, Ohio law, or these Regulations expressly provide to the contrary, “authorized communications equipment” means any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or Trustee involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

ARTICLE VIII

MEETINGS OF THE CONGREGATION

Section 1. General Meetings. There shall be a general meeting of the Congregation in May. The President shall preside at the general meetings, at which all general business of the Congregation shall be conducted. The annual budget for the succeeding fiscal year shall be submitted to the Congregation for approval at the May meeting.

The election of officers and trustees shall be held at the May meeting. At this meeting, a report updating the congregation on matters of significance since the last general meeting shall be provided by: the President, the Clergy, the Treasurer, the Executive Director, the head of the Religious School, and each of the Vice Presidents. Minutes of the meeting shall be taken and minutes from the prior general meeting shall be distributed.

Section 2. Items for Consideration at General Meetings Presented by Congregational Members. For an item of business to be considered at a general meeting, Congregational members must first submit to the Board, in writing, the matter to be considered no less than 105 days prior to the general meeting. If the Board does not include the item of business submitted by a Congregational member on the agenda for the

next general meeting, a Congregational member may have that item placed on the agenda of the next general meeting upon presentation to the Board of a written petition signed by no fewer than 10% of the voting members of the Congregation. The petition must be presented at least 75 days prior to the general meeting.

Section 3. Special Meetings of the Congregation. Special meetings may be called by the President at any time. If directed by the Board as prescribed in these Regulations, or upon the written petition of 10% of the voting members of the Congregation, a special meeting may be called. The meeting shall be called after the President determines that those applying for such a meeting have allowed the Board a reasonable opportunity to address the matters for which they want to hold the meeting.

Section 4. Notices. Notices of all general meetings shall be sent to the entire membership of the Congregation with at least three weeks [60 days but no more than 70 days] notice and shall contain a summary of all matters to be considered, along with the date, time, and location of such meeting. Except as otherwise provided in these Regulations, notices of all special meetings shall be sent to the entire membership of the Congregation at least 10 days before the special meeting and shall contain a summary of all matters to be considered, along with the date, time and location of such meeting. No business shall be transacted at a special meeting except that specified in the notice. Notices shall be posted on the Congregation's web and social media sites.

Section 5. Quorum. A quorum for a general meeting shall consist of those members of the Congregation who are eligible to vote and who attend the general or special meeting.

Section 6. Voting. Only members in good standing who are present at a meeting will be entitled to vote. Proxy votes will not be accepted. The presiding officer may direct that any vote may be taken by secret ballot. Subject to any special provisions contained elsewhere in these Regulations, for items being considered at a general meeting, the majority vote standard shall apply. If there are items being considered where there are more than two possible outcomes or more than one candidate for an office at a general meeting, the plurality vote standard shall apply. Subject to any special provisions contained elsewhere in these Regulations, for items being considered at special meetings, the plurality vote standard shall apply.

ARTICLE IX

FISCAL YEAR AND MONETARY POLICIES

Section 1. Fiscal Year. The fiscal year of the Congregation shall be from July 1 through June 30.

Section 2. Approval of the Annual Operating Budget. The Board of Trustees shall approve the annual operating budget for the Congregation in sufficient time that the annual operating budget can be presented to the members of the Congregation for

approval by members at the Annual Meeting of the Congregation held immediately preceding the fiscal year for which such operating budget is applicable. Except as otherwise provided, the aggregate expenditure of funds of the Congregation for any fiscal year (July 1 to and including the next following June 30) shall not exceed the aggregate revenue for such fiscal year set forth in the annual operating budget for such fiscal year approved by the Congregation.

Section 3. Increase in Budgeted Receipts. When the Board has determined that receipts for any fiscal year will likely exceed receipts set forth in the approved budget for such fiscal year, the Board may, by a vote of no fewer than two-thirds (2/3) of the Trustees present at a duly convened meeting of the Board, authorize expenditures for such fiscal year in excess of expenditures set forth in the approved budget, provided such the aggregate of such excess expenditures for such fiscal year shall not exceed the lesser of: (i) the aggregate amount by which the Board has determined that non-budgeted receipts for such fiscal are expected to exceed budgeted receipts for such fiscal year, or (ii) 10% of the aggregate expenditures set forth in the annual operating budget for such fiscal year approved by the Congregation.

Section 4. Emergency Expenditures. When the Board has determined that it is necessary to authorize aggregate expenditures for any fiscal year in excess of the amount of expenditures permitted under Section 2 or 3, the Board may, by a vote of no fewer than two-thirds (2/3) of the Trustees present at a duly convened meeting of the Board, (i) declare that an emergency exists in the finances of the Congregation that was not anticipated at the time the members of the Congregation adopted the annual operating budget such that such excess expenditures are necessary for the Congregation to continue operations, and (ii) authorize the expenditure of additional funds of the Congregation needed to meet such emergency situation. The Board may authorize an emergency expenditure that does not exceed 1% of the Congregation's annual budget.

Not later than 10 days after authorizing excess expenditures under this Section, the Board shall provide written notice to all members of the Congregation setting forth both the aggregate amount of such excess expenditures approved under this Section and the reason(s) such excess expenditures are necessary.

Section 5. Disbursement of Funds of the Congregation. Each disbursement of funds of the Congregation made by check or otherwise shall require the written approval if (i.e., execution of the check or other disbursement authorization by) two Officers of the Congregation.

Section 6. Management of Property. The Board shall be vested with the management of all property (real, personal, and mixed, collectively referred to as "property") belonging to the Congregation. The purchase, sale, or disposition of any real property with a value which is either singularly or in the aggregate in excess of \$50,000, shall be subject to the prior approval by a vote of a majority of the members of the Board present at any general or special meeting of the Board at which such issue is decided, and thereafter authorized by a two-thirds (2/3) vote of the members of the Congregation

present at a special meeting called for the specific purpose of such vote. A statement of the proposed purchase, sale, or disposition of real property in excess of \$50,000 shall be set forth in the notice of any Board or Congregational meeting at which such issue shall be decided, and which notice shall be provided no later than 30 days prior to the date of such Board or Congregational meeting.

Section 7. Fidelity Bonds. The Treasurer shall arrange for appropriate fidelity bonds for Officers and such fidelity bond should cover employees as determined by the Board.

ARTICLE X

CLERGY

Section 1. Duties and Congregational Relationship. The Rabbi shall be the religious leader of the Congregation and shall perform the traditional rabbinical, teaching, and pastoral duties in accordance with the traditions and practices of Reform Judaism. The Rabbi shall report on the state of the ministry to the Board of Trustees as requested by the Board. The relationship between the Congregation and the Rabbi, Assistant and/or Associate Rabbi, and Cantor, shall be guided by the practices and procedures of the Union for Reform Judaism and the Central Conference of American Rabbis.

Section 2. Election of the Rabbi. The election of the Rabbi for an initial term not exceeding three years shall take place at a Congregation's Annual Meeting or at a special meeting of the Congregation before commencement of the Rabbi's term of service. The election of the Rabbi shall be by written secret ballot requiring the affirmative votes of sixty percent of all members in good standing present and voting. If the Congregation fails to elect a Rabbi, the President shall call additional meetings until 60% of all such members voting shall elect another Rabbi. The Congregation may elect to engage the Rabbi under a continuing contract under which the Rabbi's relationship with the Congregation continues unless and until it is terminated either by the Rabbi or by the Congregation in accordance with Article X, Section 4(a).

Section 3. Renewals of the Rabbi's Contract. Re-election of the Rabbi who is not engaged under a continuing contract shall be by written secret ballot at the Annual Business Meeting requiring an affirmative vote by 60% of all members of the Congregation in good standing present and voting.

Section 4. Termination of the Rabbi's Contract.

(a) Continuing Contract. Under a continuing contract, the Congregation can terminate its relationship with the Rabbi only at a special meeting of the Congregation called and held for that purpose – regardless of whether the termination is with cause or without cause. This special meeting shall be called by the President. An affirmative vote by written secret ballot by more than 50% of all members in good standing present and

voting at such special meeting is necessary to terminate the continuing relationship with the Rabbi.

(b) **Termination Without Cause.** Unless the Rabbi expressly agrees in writing to a shorter period, termination without cause shall not be effective until the end of the Congregation's fiscal year that ends more than six months after the date of the special meeting at which the relationship was terminated.

(c) **Termination With Cause.** Should charges be brought against the Rabbi that could result in his or her termination for cause, the Rabbi shall be promptly informed in writing by the Board of the nature of the charges and shall be invited to appear before an open meeting of the Board to discuss such charges. Removal of a Rabbi for cause shall be determined at a special meeting of the Congregation called and held for that purpose. This special meeting shall be called by the President. An affirmative vote by written secret ballot by more than 60% of those members in good standing present and voting shall be necessary to dismiss the Rabbi with cause. The relationship between the Congregation and the Rabbi shall terminate at the conclusion of such special meeting if the Congregation votes to terminate the relationship with the Rabbi with cause. However, the Board may continue the relationship on a month-to-month basis through the end of the fiscal year of the Congregation in which such special meeting was held.

Section 5. Additional Clergy. The Board may engage an Associate Rabbi, Assistant Rabbi, and/or Cantor who shall exercise their duties under the supervision of the Rabbi.

Section 6. Ex-Officio Members of the Congregation. A Rabbi, Associate Rabbi, Assistant Rabbi, and Cantor and their families shall be ex-officio, nonvoting, members of the Congregation and shall be entitled to all the rights and privileges thereof.

Section 7. Ex-Officio Members of the Board. A Rabbi, Associate Rabbi, Assistant Rabbi, and Cantor shall be ex-officio, nonvoting, members of the Board.

Section 8. Ex-Officio Members of Committees. A Rabbi, Associate Rabbi, Assistant Rabbi, and Cantor shall be ex-officio, nonvoting, members of all committees.

Section 9. Rabbi Emeritus. A retired Rabbi of the Congregation may be designated Rabbi Emeritus by the [Board] Congregation.

Section 10. Rabbi Discretionary Fund. A Rabbi, Associate Rabbi, Assistant Rabbi, or Cantor is solely authorized to use the monies contributed to his/her discretionary fund for needs and projects consistent with the religious, educational, and charitable purposes of the Congregation. No monies from this discretionary fund shall be used or distributed for personal benefit of a Rabbi, Associate Rabbi, Assistant Rabbi, Cantor, or his/her family. Independent auditors shall review the use of the discretionary fund periodically to determine that it is being used properly. A Rabbinical or Cantorial discretionary fund is a fund that belongs to the Congregation, and remains behind when

and if the Rabbi, Associate Rabbi, Assistant Rabbi, or Cantor retires or otherwise leaves the Congregation.

ARTICLE XI

PROFESSIONAL STAFF

The Board of Trustees may hire any professional staff it deems necessary, including, but not limited to, an Executive Director and Cantorial Soloist, to minister to the needs of the Congregation.

ARTICLE XII

AMENDMENT TO THE CODE OF REGULATIONS

Section 1. Amendments to the Code of Regulations. Any proposal to amend the Regulations shall be presented in writing to a meeting of the Board of Trustees, and shall lie upon the table for a period of at least thirty days before being acted upon. A majority of the Board members present and voting must approve submitting the amendment to the Congregation. If approved, the amendment shall be submitted to the Congregation at the next Annual Business Meeting or, if by a separate vote a majority of the Board so directs, the President shall call a special meeting of the Congregation to vote on the amendment.

Amendments may also be proposed by a petition signed by 20% of the membership in good standing. Upon submission of the petition to the President, the President shall call a special meeting of the Congregation and provide notice to the Congregation at least three weeks before the date of that meeting. ~~The Congregation shall be notified within five days after the President has received the petition.~~

Approval of a proposed amendment by the Congregation requires no fewer than an affirmative vote of two-thirds of the members in good standing present and voting.

Section 2. Prior Versions Superseded . These Regulations supersede any prior version of the Code of Regulations, Constitution, or Bylaws adopted by the Congregation.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

For parliamentary procedure, Roberts Rules of Order, Newly Revised, shall apply when not in conflict with state laws, Articles of Incorporation, or these Regulations.

ARTICLE XIV

POLICY MANUAL

The Board of Trustees shall maintain and make available to the Congregation a Policy Manual specifying all customs and policies that are not provided for in these Regulations and that have been adopted by the Board or by any other duly-formed body of the Congregation.

ARTICLE XV

PROHIBITED ACTIVITIES

Section 1. Conflicts of Interest. No member of the Congregation shall receive any earnings or pecuniary profit from the operations of the Congregation. This shall not prevent the payment to any member of reasonable compensation for services rendered to or for the Congregation in carrying out any of its tax-exempt purposes.

Section 2. Political Activities. Notwithstanding any other provision of these Regulations, no Officer, employee, member, Trustee, or representative of the Congregation shall take any action or carry on any activity by or on behalf of the Congregation not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code and its regulations, or by an organization to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code and its regulations.

ARTICLE XVI

INDEMNIFICATION

Section 1. Indemnification. The Congregation shall indemnify any person who is, or who is threatened to be made, a party to any legal proceeding, because he or she was a Trustee, Officer, employee, Rabbi, Cantor, or agent of the Congregation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement (if approved by the Board of Trustees in advance) actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she reasonably believed that he/she was acting in or was not opposed to the best interests of the Congregation and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in a manner that he/she reasonably believed that he/she was acting in or was not opposed to the best interests of the Congregation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2. Authorization for Indemnification. Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the Congregation only as authorized in the specific case, upon the determination that indemnification of the person is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made: (a) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit, or proceeding; or (b) if no quorum can be reached, by the affirmative vote of a majority of the members of the Congregation, excluding those who are parties to the action, at a duly constituted meeting.

Section 3. Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Congregation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking (with sufficient security, if required) by or on behalf of the indemnified person to repay such if it shall ultimately be determined that he/she is not entitled to be indemnified by the Congregation as authorized in Article XVI.

Section 4. Directors & Officers Liability Insurance. If it is fiscally reasonable to do so, the Congregation shall purchase and maintain Directors and Officers (“D&O”) liability insurance on behalf of the Congregation and any person who is indemnified by Section 1 of Article XIV.

ARTICLE XVII

DISSOLUTION OR MERGER

In the event of the dissolution or merger of the Congregation, no officer, Trustee, employee, member, or representative of the Congregation shall be entitled to any distribution or division of its remaining property, assets, or proceeds. The balance of all money and other assets or property owned, held, or received by the Congregation from any source, after the payment of all debts and obligations of the Congregation, shall be donated by the Board exclusively to Jewish organizations that are established for charitable, religious, or educational purposes, or to similar organizations that are engaged in promoting and perpetuating the fundamental principles of Reform Judaism and the heritage of the Jewish people. All donations and assets of the Congregation shall be to those organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code.

Within 10 days of the merger or dissolution, a majority of the members of the Congregation in good standing shall determine which organizations shall receive that donation. If the members do not make the determination within that time period, then a majority of the last Board shall make that determination within 15 days of the merger or dissolution. If neither the member nor the Board makes the determination as required in

this paragraph, then the determination shall be made by the then presiding Judge of the Court of Common Pleas of Franklin County, Ohio.

DOCUMENT HISTORY

- A. Originally Adopted by Temple Beth Shalom Congregation, March 5, 1978
- B. Amendments
 - i. May 17, 1981
 - ii. May 23, 1982,
 - iii. May 15, 1983
 - iv. May 18, 1986
 - v. May 17, 1987
 - vi. May 20, 1990
 - vii. Style changes not affecting content, March 12, 1998
 - viii. May 16, 2004
 - ix. May 15, 2005
 - x. Draft Submitted October 28, 2012
 - xi. May 19, 2013
 - xii. June 11, 2025